T.C.
BEŞİKTAŞ BEŞİNCİ NOTERLİĞİ
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SIR TERCÜME

09 Eylül 2021

AKİŞ GAYRİMENKUL YATIRIM ORTAKLIĞI A.Ş. ARTICLES OF FASSOCIATION

Stamp of Notary

August 19, 2021 No:13358

14478

INCORPORATION

ARTICLE 1: The following founders whose full names, nationalities and addresses are given below have established a joint stock company in accordance with the provisions of the Turkish Commercial Code (TCC) governing instant incorporation; The company has been transformed into a real estate investment trust pursuant to the Capital Markets Board's numbered 15/345 and dated 19.04.2012 resolution.

Full Name/Commercial Title	Nationality	Residence/Headquarters Address
Ali Raif Dinçkök	Republic of Turkey	Adnan Saygun Caddesi Akmerkez Residence Kat: 22/23 Etiler, Istanbul
Ömer Dinçkök	Republic of Turkey	Ortaköy, Boğaziçi Yapı Kooperatifi TRT Ustü Blok- 2 Kat: 2 Ulus, Istanbul
Ayça Dinçkök	Republic of Turkey	Eyüp, Kemerboyu Villaları No: 42 Kemer Country Kemerburgaz, Istanbul
Raif Ali Dinçkök	Republic of Turkey	Adnan Saygun Caddesi Akmerkez Residence Kat: 18-C Etiler, Istanbul
Ayşegül Dinçkök	Republic of Turkey	Ortaköy, Boğaziçi Yapı Kooperatifi TRT Ustü Blok- 2 Kat: 2 Ulus, Istanbul
Alize Dinçkök	Republic of Turkey	Spor Caddesi Acısu Sokak Taşlık Apt. No: 19 Maçka, Istanbul
Gamze Dinçkök	Republic of Turkey	Ortaköy, Boğaziçi Yapı Kooperatifi TRT Ustü Blok- 2 Kat: 2 Ulus, Istanbul
Mutlu Dinçkök	Republic of Turkey	Ortaköy, Boğaziçi Yapı Kooperatifi TRT Ustü Blok- 2 Kat: 2 Ulus, Istanbul
Aslan Badi	Republic of Turkey	Şişli, Maçka Caddesi Ersoy Apt. No: 19/30 Maçka, Istanbul
İhsan Gökşin Durusoy	Republic of Turkey	Dereboyu Caddesi Dostlar Sitesi A Blok D: 5 Ortaköy, Beşiktaş, Istanbul

COMPANY'S TITLE

ARTICLE 2: The business title of the company is **Akiş Gayrimenkul Yatırım Ortaklığı Anonim Şirketi** (Akiş Real Estate Investment Trust). It shall be referred to as the "Company," throughout these Articles of Association.

COMPANY'S PRINCIPLE OFFICE AND BRANCHES

ARTICLE 3: The corporate headquarters is located in Istanbul. Its address is Acıbadem mahallesi, Çeçen Sokak, No: 25 34660 Akasya AVM, Acıbadem Üsküdar. In any address change, the new address shall be registered with the trade registry and published in the Turkish Trade Registry Gazette, and the Capital Markets Board and the Ministry of Customs and Trade shall be notified. Notifications made to the registered and published address shall be deemed to have been made to the Company. The Company shall be entitled to open branches and representative offices provided that the Capital Markets Board and the Ministry of Customs and Trade are notified of the required material disclosures in accordance with the provisions of the Capital Market legislation.

DURATION OF CORPORATE EXISTENCE

ARTICLE 4: The Company shall be in legal existence for an indefinite duration.

COMPANY'S PURPOSE AND AREA OF ACTIVITY

ARTICLE 5- The Company is a capital market institution, which is permitted to operate under the procedures and principles established by the Capital Markets Board's "Communique on Principles Regarding Real Estate Investment Companies," and subject to the limitations set on activities and scopes described in Article 48 of the Capital Markets Law. Its activity areas include operating and managing portfolios covering affiliates and other rights and assets to be determined by the Capital Markets Board, including real estate, real estate projects, real estate rights, real estate or incidental infrastructure investments and services undertaken in connection with the real estate projects related to the company's main areas of activity, capital market instruments, Takasbank (settlement and custody bank) money market and reverse repo transactions, Turkish lira time deposit and participation accounts, foreign currency current accounts and time deposit accounts or private business current accounts and participation accounts, and all other activities permitted under the Capital Markets Board's "Communique on Principles Regarding Real Estate Investment Companies."

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SCOPE OF ACTIVITIES, BANNED ACTIVITIES, INVESTMENT LIMITATIONS

ARTICLE 6: The Company shall adhere to the Capital Markets Board regulations and the related legislation that govern the Company's operating principles and portfolio investment policies, its management limitations, the scope of activities, banned activities, investment activities, investment bans, portfolio limitations and diversification as well as the title transactions and establishment of absolute rights.

The Company shall be entitled to accept all kinds of real or personal guarantees to collect and secure its rights and receivables, and perform registration, cancellation and other transactions at the land registry office, tax offices and similar public and private institutions.

The Company shall be entitled to buy movable/immovable property in quantities and values independent of its portfolio, but warranted by its requirements, in accordance with the Capital Markets Board regulations.

The Company shall be entitled to engage in investment activities and advertise or promote its portfolio in accordance with the Capital Markets Board regulations.

The company shall be entitled to buy and sell securities, land, lots, residential housing, business centers, shopping centers, hospitals, hotels, commercial warehouses, commercial parks and similar real estate properties permitted under the Capital Markets legislation, lease, lease out and sublet such properties, accept mortgages, release established mortgages, establish pledges and mortgages in favor of third parties on assets included in its portfolio; and subject to making proper disclosures related to the special circumstances as stipulated by the Capital Markets Board, perform actions in favor of third parties, establish easement, usufruct, construction servitude, rights and superficies; transfer and assign such rights; and establish contractual preemption, purchase and repurchase rights in favor of the Company on real estate properties pursuant to the provisions of the Turkish Civil Code; and if warranted by investments, then perform all kinds of transactions on such properties, including surrendering to roads, parks or green areas, partitioning, swapping, merging (incorporating), parcellation and donation; and register, transfer and assign/release such rights; and perform and execute all transactions permitted under the law, establish such rights and revoke any such established rights.

The Company, adhering to the rules and regulations of the Capital Markets Board of Turkey, can make donations and contributions to the agencies included in the general budget, annexed budget administrations, special provincial administrations, municipalities and villages, foundations and the disaster areas that have been exempted from taxation by the Council of Ministers, public benefit organizations, nongovernmental organizations, local sports clubs, scientific research and development institutions and organizations operating in scientific research and development, universities, other educational institutions and similar organizations and projects operating for social benefit mindful of culture, the arts, the environment, education, humanitarian aid, and similar social benefits.

Donation limits shall be determined in accordance with the Donations and Grants Policy, which shall become effective after approval by the Company's General Assembly. The donations made shall be added to the distributable profit basis. The donations should not violate the Capital Markets Board's illegal transfer pricing regulations and all necessary material disclosures should be made. The donations made within the fiscal year shall be reported to the stockholders at the General Assembly meeting. If a real estate property operating as a hotel or similar facility needs to meet a specified minimum standard, then the Company shall be entitled to refurbish it before leasing it out,

The Company shall be entitled to buy and sell any intellectual value, patent, license, brand, know-how, and other industrial proprietary rights, provided that they are related to the Company's purpose, but are not considered an investment instrument.

The Company shall not provide to its stockholders, members of the Managing and Supervisory Boards, employees or third parties, any benefits from its assets, except for the payments required by its activities such as attendance fees, remuneration, or profits shares.

If the provisions of this article conflict with any future regulation issued by the Capital Markets Board, then the Capital Markets Board's regulations shall be followed.

DEBT ISSUANCE

ARTICLE 7: The company can use credit within the limitations of the Capital Market legislation in order to meet its short-term fund needs or costs related to its portfolio or to finance its activities, may issue other capital market instruments to be accepted by the Capital Market Board as a debt instrument by their nature such as debt instrument, lease certificate, real estate certificate. Regarding the limit of debt instruments to be issued, the provisions of the Capital Market Law and other relevant legislation are complied with.

The Board of Directors of the Company has the authority to issue a capital market instrument qualified as a debt instrument within the framework of Article 31 of the Capital Market Law.

The Company, either by public offering in the country or for sale abroad, in accordance with the provisions of the Capital Markets Law, the Capital Markets Board's Debt Instruments Communiqué, the Communiqué on the Principles of Real Estate Investment Trusts, and other relevant legislation, and within the limitations of the Capital Market Legislation may issue all kinds of debt instruments with the decision of the Board of Directors.
The Board of Directors is authorized to determine the maximum amounts, type, maturity, interest, and other conditions related to issue and issuance and to authorize the Company management in these matters. The regulations in the Capital Market Legislation and other relevant legislation are complied with in the issues to be made.

CAPITAL AND SHARES
ARTICLE 8: The Company has 1.000,000,000.00 Turkish lira in registered capital, which is divided into 1.000,000,000 shares, each at 1.00 (one) Turkish lira par value (as stipulated by the provisions of Capital Markets Law).

The registered capital ceiling permission given by the Capital Markets Board shall be valid for five (5) years (from 2020 through 2024). Even if the registered capital ceiling has not been reached by the end of 2024, then to allow the Board of Directors to pass a resolution on a capital increase, a new authorization must be sought to revise the period for the ceiling approved earlier or the new ceiling, at the first General Assembly meeting to convene after obtaining the Capital Markets Board's permission. The duration of this authority may be extended with the resolution of the General Assembly for a maximum of five (5) years per extension. If the said authorization cannot be obtained, then the Company cannot increase its capital with a Board of Directors resolution.

The Company's issued and fully paid capital is 805.000.000,00 Turkish lira and of this capital, the 36.353.239,81- Turkish lira part is comprised of the Group A type shares issued in the name, and the 768.646.760,19 Turkish lira part is comprised of the Group B type shares issued to the bearer. This capital is divided into 805.000.000 shares each with a 1.00 (one) Turkish lira par value.

Of the 805.000.000,00 Turkish lira, which is the Company's issued and fully paid capital:

- 124,608,000.00 Turkish lira has been sourced from 2019 profit share;

- 383,300,154.00 Turkish lira has been sourced in cash

- 275,292,687.36 Turkish lira has been sourced through the merger;
- 21,799,158.64 Turkish lira has been sourced internally through the "Positive Distinction from Share Capital Adjustment"

account. Group A shares are issued in the name and Group B shares are issued to the bearer. The transfer of registered shares cannot be restricted.

Holders of Group A shares have the privilege of nominating candidates to the Board of Directors.

The Board of Directors shall be authorized to pass resolutions on the following between 2020 and 2024, in accordance with the provisions of the Capital Markets Law and the Capital Market legislation: to increase the issued capital through both internal sources or capital subscriptions by issuing new shares up to the registered capital ceiling; to issue privileged and above/below par shares; to limit the preemptive rights of stockholders; to restrict the rights of preferred stockholders; and to issue premium shares. The authority to restrict the preemptive rights shall not be exercised in a manner leading to inequality among stockholders.

In capital increases; Group A and Group B stockholders will be offered new shares of the matching type. However, if the Board of Directors restricts the preemptive rights of stockholders, then the new shares shall all be type Group B bearer shares.

The shares remaining after the pre-emptive right is used in capital increases are offered to the public at market price.

In capital increases, the shares remaining after all preemptive rights are exercised shall be offered to the public at market prices.

The amount of the issued capital must be shown in documents where the Company title is used.

The shares that represent the capital are monitored in accordance with the dematerialization guidelines.

Only the General Assembly shall be authorized to pass a resolution on increasing the real capital.
PREFERRED SECURITIES
ARTICLE 9: No securities can be issued if the corresponding stocks provide privileges other than nominating candidates to the Board of Directors. No privileges can be created under any circumstances after an initial public offering, including the privilege of nominating candidates to the Board of Directors.

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As a general purpose real estate investment trust, the Company has adopted the principle of long term management by diversifying its portfolio with respect to industries, regions and types of real estate.

The limitations stipulated by the Capital Markets Board regulations are strictly adhered to in establishing and managing the Company portfolio.

CUSTODY AND INSURANCE OF PORTFOLIO ASSETS

ARTICLE 11: The capital market instruments included in the Company portfolio and the corresponding documents are safeguarded at the Istanbul Settlement and Custody Bank Inc. (Takasbank A.Ş.) based on the custody agreement signed in accordance with the Capital Market legislation.

With the exception of land, lots, rights, construction projects not yet started and the capital market instruments included in the Company's portfolio, it is mandatory to insure all assets against all types of damages by considering their fair values.

VALUATION OF PORTFOLIO ASSETS

ARTICLE 12: In the cases indicated by the Capital Market legislation, the Company must ensure that a real estate valuation firm, which meets the terms stipulated by the Capital Markets Board regulations issued in relation to real estate investment trusts, and operates in accordance with the Capital Markets Board regulations and is listed by the Capital Markets Board, determine the values and fair rental values of the subject assets and rights within the deadlines indicated by the Capital Market legislation. The Company shall adhere to the principles set by the Board in valuing the cash, capital market instruments and affiliates included in the portfolio.

THE BOARD OF DIRECTORS AND ITS TERM

ARTICLE 13: The Board of Directors, formed of nine (9) members who satisfy the requirements set forth by the Turkish Commercial Code and the Capital Market legislation and are selected by the General Assembly for a maximum term of three (3) years pursuant to the applicable code and legislative provisions, shall be responsible for managing the Company, as well as representing and binding it against third parties. The Board of Directors shall include both executive and non-executive directors; executive directors being the majority. At its initial meeting, the Board of Directors shall select one (1) director as chairman and one (1) director as deputy chairman to chair in the absence of the chairman.

The General Assembly shall select a sufficient number of independent directors (at least two) to the Board of Directors in accordance with the guidelines on the Independence of the Board of Directors members, as set forth by the Corporate Governance Principles of the Capital Markets Board.

The number and the qualifications of the independent director serving on the Board of Directors are determined in accordance with the corporate governance regulations of the Capital Markets Board.

Holders of Group A shares have the privilege of nominating candidates to the Board of Directors. Five (5) of the board members are nominated by Group A stockholders by a majority of votes and elected by the General Assembly.

The directors may be reelected at the end of their term. If any board seat is vacated for any reason, then the Board of Directors shall temporarily select a director who satisfies the requirements set forth by the Turkish Commercial Code and the Capital Market legislation, and this temporary director is submitted to the next General Assembly for approval. The director selected in this manner shall complete the term of the previous director.

A legal person or legal persons may be selected as a director to the Board of Directors. If a legal person is selected as a director to the Board of Directors, then only the real person it will assign shall be registered and publicly announced in conjunction with and on behalf of the said legal person. Also, the registration and the announcement made shall be disclosed immediately on the Company's website. Only those registered real persons shall be entitled to attend the Board of Directors meetings and vote. The legal person who is a Board of Directors member shall, at any time, be entitled to change the person registered on its behalf. If the real person who attends the Board of Directors meetings is changed, then this shall be immediately registered and publicly announced. Also, the registration and the announcement made shall be disclosed immediately on the Company's website.

All board members and the person assigned on behalf of any legal entity must be fully qualified for the job and satisfy the conditions set forth by the Turkish Commercial Code and the Capital Market legislation on real estate investment trusts. Reasons that terminate a membership also preclude a member's selection.

The Board of Directors implements the Turkish Commercial Code, the Capital Markets Law, the Company's Articles of

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Association, the General Assembly resolutions and the provisions of the related legislation and the tasks assigned. The Board of Directors shall be authorized to pass resolutions on any subject outside those governed and implemented by law or the Articles of Association or the General Assembly resolutions.

The Board of Directors members may be dismissed at any time by a General Assembly resolution, whenever there is a related item on the agenda or on other valid grounds.

Committees shall be formed in accordance with the Turkish Commercial Code and the Capital Market legislation in order for the Board of Directors to properly fulfill its duties and responsibilities. The composition of the committees as well as their areas of responsibility and operating principles shall be determined by the Board of Directors in accordance with the applicable law.

SELECTION CRITERIA FOR DIRECTORS

ARTICLE 14: The Board of Directors members must possess the qualifications stipulated by the Turkish Commercial Code, Capital Market legislation and other related legislation.

BOARD MEETINGS

ARTICLE 15: The Board of Directors shall convene at the request of the chairman or deputy chairman as warranted by the Company business. Likewise, any one of the directors shall be entitled to call the Board of Directors to convene by written application to the chairman or deputy chairman. If the chairman or deputy chairman does not convene the Board of Directors, then the directors shall have the ex officio authority to call the meeting.

Each member shall have one (1) vote at the meetings. The votes are cast in person. If none of the Board of Directors members requests a meeting, then based on the written approval by the majority of the total number of members, the Board of Directors shall be entitled to pass a resolution on any suggestion made by any director on a subject written as a resolution (the provisions of Article 16 of these Articles of Association and the qualified quorum stipulated by Article 15 paragraph 4 are reserved). That all members of the Board of Directors must receive the same proposal is a pre-condition for the passing of the resolution in this manner. In order for the resolution to be valid, it is not necessary that all approvals are obtained on the same paper; but all the sheets on which the approval signatures are affixed must be attached to the Board of Directors resolution book or a new board resolution must be signed by all directors on the same subject and attached to the resolution book. The chairman determines the agenda for the Board of Directors meeting. The agenda may be changed with a Board of Directors resolution.

The meeting place is at the corporate headquarters. However, the Board of Directors may decide to convene at a different place subject to prior resolution. The Board of Directors shall convene with the absolute majority of the total number of members where the required decision quorum is a simple majority of participants.

In order for the Board of Directors to pass a resolution on the following subjects (the provisions of Article 16 of the Articles of Association are reserved), at least six (6) members of the Board of Directors must be present at the meeting and at least six (6) directors must vote in favor of the resolution.

- dissolution of the Company;

- merger and de-merger of the Company;

- increasing the issued capital of the Company.

In the event of a tie vote, the subject is deferred to the subsequent meeting. If a tie vote is again cast in the subsequent meeting, then the suggestion shall be considered rejected.

Votes are cast as "aye" or "nay" at the Board of Directors meetings. A director who has cast a "nay" vote has to justify his/her decision in writing and sign it. The validity of the resolutions are contingent on putting them in writing and signing them. Directors who were not present at the meeting shall not be entitled to vote in writing or in any other way.
Those who have the right to attend the meeting of the board of directors of the company may also attend these meetings electronically in accordance with Article 1527 of the Turkish Commercial Code. The Company may establish an Electronic Meeting System that will allow right holders to attend and vote electronically in accordance with the provisions of the "Communiqué on Boards to be Held in Electronic Environment Outside of Joint Stock Company General Assemblies in Commercial Companies", as well as purchase services from systems established for this purpose. In the meetings to be held, it is ensured that the right holders can exercise their rights specified in the relevant legislation within the framework specified in the provisions of the Communiqué through the system established in accordance with this provision of the Company's Articles of Association or the system to be provided from support services.

SPECIAL RESOLUTIONS

ARTICLE 16: Regarding the "Decisions Introducing Specialties" regulated in Article 21 of the Communiqué on Principles Regarding Real Estate Investment Trusts of the Capital Markets Board ("Communiqué"), the procedures and principles stipulated in the provisions of the mentioned article of the Communiqué are complied with.

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If a unanimous vote could not be obtained in any related party transaction performed within the scope of paragraph 3 of Article 17 of the Capital Markets Law due to the negative votes cast by the independent members of the Board of Directors, then the provisions of the said law shall be applied.

The Capital Markets Board's corporate governance regulations shall apply to transactions important to the implementation of Corporate Governance Principles; in all kinds of related party transactions performed by the Company; and in transactions involving the establishment of warranties, pledges and mortgages in favor of third parties;

DIRECTOR REMUNERATION

ARTICLE 17: The remuneration for the chairman and the members of the Board of Directors shall be determined by the General Assembly.

MANAGING, REPRESENTING AND BINDING THE COMPANY

ARTICLE 18: The Board of Directors shall manage, represent and bind the Company. The Board of Directors shall perform the duties stipulated by the Turkish Commercial Code, the Capital Markets Law, other related legislation and the General Assembly resolutions.

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The Board of Directors shall be entitled to delegate the management of the Company to one or more directors or to third parties, in part or as a whole, through an internal directive. This internal directive shall regulate the Company's management, defining the required duties and indicating the relations, particularly with respect to its solid reporting and dotted matrix lines. Upon request, the Board of Directors shall notify in writing about this internal directive, the creditors who have demonstrated in a convincing manner, their interest worth protecting and the stockholders.

The Chairman of the Board of Directors fulfills the duties arising from this Articles of Association, the Turkish Commercial Code and the Capital Market Legislation. The Chairman of the Board of Directors and the General Manager cannot be the same persons and cannot have the same powers.
Unless specifically delegated, management responsibility rests with all the members of the Board of Directors.
Exercised through joint signature, the representation authority rests with the Board of Directors. The Board of Directors shall be entitled to delegate the representation authority to one or more managing directors or to third party managers. At least one director must have the representation authority.
The Board of Directors shall be entitled to sign contracts with expiration dates exceeding their term.

In order for documents provided by the Company and all types of agreements, bonds, checks and similar documents that legally bind the Company to be valid, they must be signed under the Company title by at least two (2) authorized signatories.

THE COMMITTEES OF THE BOARD OF DIRECTORS
ARTICLE 19: The Board of Directors shall be entitled to form committees for the purposes of monitoring operational progress, preparing reports on issues brought before them, ensuring that its resolutions are implemented, and/or conducting internal audits. These committees and/or commissions may include members of the Board of Directors. The composition, duties and responsibilities and operating principles of these committees formed under the Board of Directors shall be governed by the Turkish Commercial Code, the Capital Markets Law, and the Capital Markets Board's regulations on corporate governance and the provisions of other applicable rules and regulations.
GENERAL MANAGER AND MANAGERS
ARTICLE 20: The Board of Directors shall appoint one (1) general manager and a sufficient number of managers to perform Company operations. It is mandatory that the person appointed as general manager possesses the qualifications required by the Capital Market legislation and is employed full time and exclusively for this function.
General manager duty cannot be represented for more than 6 months within a period of 12 months. At the end of this period, appointment by proxy cannot be made to this position again.
The duties of the General Manager of the Company are defined in the internal directive of the Company and General Manager is obliged to manage the Company in accordance with all Board of Directors resolutions and the Turkish Commercial Code, the Capital Markets Law, the Capital Markets Board communiques and the provisions of all other applicable rules and regulations.

DIRECTOR PROHIBITIONS
ARTICLE 21: If, in accordance with the criteria set by the Capital Markets Board, a director is not independent from persons who are parties to the Board of Directors resolutions, then the director is required to notify the Board of Directors of this and ensure that it is noted in the minutes of the meeting. The provisions of Article 393 of the Turkish Commercial Code titled "Prohibition on Participation in Discussions" are reserved for this matter.

The mandatory guidelines of the Capital Markets Board's Corporate Governance Principles and the related articles of the Turkish Commercial Code shall be followed in determining and implementing the prohibitions on directors.

AMENDMENTS TO THE ARTICLES OF ASSOCIATION
ARTICLE 22: Making amendments to these Articles of Association and their implementation requires the approval of the Ministry of Customs and Trade and the Capital Markets Board. When the approvals by the Capital Markets Board and the Ministry of Customs and Trade are obtained, then the amendment is decided in accordance with the Laws and the provisions stipulated by the Articles of Association. Any duly approved amendment shall be effective after registration with the Trade Registry, beginning on the announced date.
AUDITOR
ARTICLE 23: One auditor shall be selected for each reporting period by the Company's General Assembly, as stipulated by the Capital Markets Board on the subject of independent audit. After the selection, the Board of Directors shall promptly register the auditor assigned to the audit with the trade registry, and by declaring the selection in the Turkish Trade Registry Gazette and on the Company's website. The provisions of Articles 397-406 of the Turkish Commercial Code and the Capital Market legislation and the provisions of related legislation shall apply in auditing the Company's financial statements and the annual report of the Board of Directors.

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AUDITOR'S FEES

ARTICLE 24: Auditor's fees shall be determined by the related agreement approved by the Board of Directors.

GENERAL ASSEMBLY MEETINGS

ARTICLE 25: The General Assembly shall convene and pass resolutions, through either ordinary or extraordinary meetings, pursuant to the provisions of the Turkish Commercial Code and the Capital Market legislation and the provisions of the internal directive on the operating principles and procedures approved by the General Assembly. The Ordinary General Assembly shall convene within three (3) months of the end of every reporting period and at least once a year and discuss and pass resolutions on the subjects indicated by the provisions of Article 409 of the Turkish Commercial Code. If necessary, the Extraordinary General Assembly shall convene and pass resolutions in accordance with the law and the provisions indicated by these Articles of Association. The Extraordinary General Assembly's meeting place and time shall be publicly announced in accordance with the applicable procedures.

The General Assembly may be called to meet by the Board of Directors, even if its term has been completed. Liquidation officers may also call the General Assembly to meet for reasons related to their duties. If the Board of Directors cannot meet regularly or a quorum is not possible or present, then even a stockholder with one share shall be entitled to call the General Assembly to meet with a court permit. The provisions of Articles 411 and 416 of the Turkish Commercial Code are reserved.
In order to incorporate the rules related to the operating principles and procedures of the General Assembly into a document that addresses the issues determined by the Ministry of Customs and Trade at the minimum, the Board of Directors prepares an internal directive for approval by the General Assembly by addressing the following issues: admissions to the meeting area, meeting-related preparations, opening of the meeting, forming the Meeting Council, duties and authorities of the Meeting Council, procedures to follow before starting discussions on the agenda, discussing the agenda and the agenda items, taking the floor, voting and voting procedures, preparation of the minutes, procedures to follow at the conclusion of the meeting, participation through an electronic medium, participation of the Ministry representative, documents related to the General Assembly meeting, issues not covered by the internal directive, admission and approval of the directive and any changes made thereto. This directive is then put into effect. This internal directive shall be registered and publicly announced.

The Board of Directors shall prepare the attendance list, which identifies the owners of dematerialized shares, according to the "Chart of Stockholders" to be provided by the Central Registry Agency (Securities Depository) pursuant to the Capital Markets Law.

At the General Assembly meetings, stockholders shall have one (1) vote for each share they own.

The Turkish Commercial Code, the Capital Markets Law and the provisions of other related legislation shall govern the ordinary and extraordinary General Assembly meetings and their quorum requirements.

The provisions of the Capital Market legislation related to the ban on the transfer of dematerialized shares on the day of the General Assembly meeting are reserved.

All managing directors, a minimum of one board member, the auditor, a minimum of one officer who is responsible for the preparation of financial statements, a minimum of one officer who is knowledgeable on the pertinent issues and can explain the special items on the agenda, shall be present at the General Assembly meeting.

PARTICIPATION IN THE GENERAL ASSEMBLY MEETING ELECTRONICALLY

Stockholders who are permitted to participate in the General Assembly meetings shall be entitled to participate in these meetings electronically pursuant to Article 1527 of the Turkish Commercial Code. In order to allow the eligible stockholders to participate in the general assembly meetings, present their views, make suggestions and cast votes electronically, pursuant to the provisions of the "Regulation on General Assemblies to be Held Electronically in Joint Stock Companies," the Company may either install an electronic general assembly system or acquire these services from a platform developed for this purpose. Pursuant to this provision of the Articles of Association, eligible stockholders and their proxies are allowed in all of the General Assembly meetings to exercise their rights granted by the provisions of the applicable Regulation through the system installed. The Capital Market legislation shall apply in relation to the way of calling the General Assembly.

MEETING PLACE
ARTICLE 26: the General Assembly meetings are held at the corporate headquarters or any other place determined by the Board of Directors inside the borders of the administrative unit where the corporate headquarters is located. If the Board of Directors decides to hold the General Assembly meeting outside the corporate headquarters, then the meeting place must be indicated on the meeting invitation.

PRESENCE OF MINISTRY REPRESENTATIVE
ARTICLE 27: Pursuant to Article 407 of the Turkish Commercial Code, Ministry representative(s) must be present in all Ordinary and Extraordinary General Assembly meetings and in any subsequent meetings convened in the case of postponement(s). Pursuant to Article 407 of the Turkish Commercial Code, other regulations related to the Ministry representative(s) should be observed.

APPOINTMENT OF PROXIES
ARTICLE 28: In order to exercise the stockholder rights granted by his/her shares in accordance with the Capital Markets Law and related legislation, stockholders may either attend the General Assembly meeting in person or send another person (stockholder or not) to the General Assembly meeting as a proxy.

The Board of Directors determines the format of the proxy form, subject to Capital Markets Board legislation. If a share has multiple owners, one of its owners or a third party may be appointed as a proxy.

The proxy holder shall follow the instructions of the stockholder he/she represents. Failing to follow the instructions does not render the vote invalid.

If the General Assembly meeting is postponed, then, unless otherwise decided, the proxy documents shall be valid for the subsequent meeting.

METHOD OF VOTING
ARTICLE 29: Votes at the General Assembly meetings shall be cast pursuant to the internal directive to be issued by the Board of Directors in compliance with the Ministry of Customs and Trade regulations. Stockholders who cannot participate in the meeting in person shall be entitled to cast their votes in accordance with the provisions of the General Assembly legislation related to meetings held electronically.

ANNOUNCEMENTS
ARTICLE 30: The Company's announcements shall appear in the Turkish Trade Registry Gazette and on the Company's website subject to the deadlines indicated by the Turkish Commercial Code and the Capital Market legislation. The announcement for the General Assembly meeting shall be made at least three (3) weeks before the General Assembly meeting date through all kinds of communication means including the electronic medium to allow maximum reach among the stockholders, besides adhering to the procedures foreseen by the relevant legislation.

Other announcement obligations originating from Turkish Commercial Code and the Capital Market legislation are reserved.

PROVIDING INFORMATION
ARTICLE 31: The Company shall be responsible for providing information to the Capital Markets Board and submitting to the Capital Markets Board, the financial statements and reports and the independent audit reports stipulated by the legislation, and fulfilling the requirement of disclosure to the public in accordance with the procedures and principles sought by the Capital Markets Board regulations.

ACCOUNTING PERIOD
ARTICLE 32: The Company's accounting year starts on January 1 and ends on December 31.

DISTRIBUTION OF PROFITS
ARTICLE 33: On the issue of profit distribution, the Company shall adhere to the regulations stipulated by the Turkish Commercial Code and the Capital Market legislation.

The Company shall distribute the remaining balance of the revenues calculated at the end of the accounting year. The remaining balance of the revenues is calculated by deducting the general expenses and various depreciation expenses, which should be set aside and paid pursuant to generally accepted accounting principles, and the mandatory taxes to be paid by the Company and the provisions that should be set aside for financial obligations, after deducting prior year earnings (if any) from the net profit shown in the annual balance sheet. The remaining balance shall be distributed in the following order:

General Legal Reserves

a)

5 percent of the remaining balance is set aside as the General Legal Reserves until it reaches 20 percent of the paid up capital, pursuant to Article 519 of the Turkish Commercial Code.

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BEŞİKTAŞ 5. NOTERİ
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Başkatip:Neşe TAŞBAY

The First Dividend

b) Provided that it is not under the ratio and the amount determined by the Capital Markets Board, the first dividend to be determined by the General Assembly by taking into account the Company's profit distribution policy guidelines, shall be set aside from the distributable profit calculated by adding back to the remaining balance, the donations (if any) made within the accounting year,

c) The General Assembly shall also be entitled to distribute up to a maximum of 5 percent of the remaining balance to the Board of Directors members (excluding the independent members).

The Second Dividend

d) The General Assembly shall be authorized to either distribute, in full or in part, the remaining balance of the net profit calculated by deducting the amounts indicated in sub-paragraphs (a), (b) and (c) as the second dividend or set it aside as extraordinary reserves.

e) One tenth of the balance that remains after deducting the 5 percent of the paid-up capital as a profit share from the portion earmarked for distribution to stockholders and others who have a claim on the profits, shall be added to the general legal reserves pursuant to Article 519 paragraph 2 (c) of the TCC. Unless the legal reserves to be set aside pursuant to the Turkish Commercial Code and the Capital Markets Law, and the dividends determined for stockholders in the Articles of Association are allocated, no decision shall be taken for allocating other reserves, transferring profits to the following year or distributing a share out of profit to the dividend stockholders, members of the board of directors and the employees of the corporation, and as long as the first dividend is not paid, no share out of profit may be distributed to these persons.

The timing and the method of distributing the earmarked dividends shall be determined by the General Assembly as per the proposal made by the Board of Directors.

Dividend advances may be distributed to stockholders in accordance with the regulations stipulated by Article 20 of the Capital Markets Law.

THE TIMING OF DIVIDEND DISTRIBUTION

ARTICLE 34: The timing and the method of distributing the earmarked annual profits to stockholders shall be determined by the General Assembly as per the proposal made by the Board of Directors by taking into account the regulations issued by the Capital Market Board. The profits distributed pursuant to the provisions of these Articles of Association may not be rescinded. The provisions of Article 512 of the Turkish Commercial Code are reserved.

COMPLIANCE WITH THE CORPORATE GOVERNANCE PRINCIPLES

ARTICLE 35: The Corporate Governance Principles dictated by the Capital Markets Board should be strictly followed. Transactions performed and the Board of Directors resolutions passed without complying with the mandatory rules shall not be valid as they shall be considered in violation of the Articles of Association.

TERMINATION AND LIQUIDATION OF THE COMPANY

ARTICLE 36: The Turkish Commercial Code, the Capital Market legislation and the provisions of other applicable legislation shall apply in regards to the termination and liquidation of the Company and as to how the related transactions would be performed. Unless the Board of Directors is expressly appointed to oversee the liquidation, the General Assembly shall select three (3) liquidation officers for the task.

The liquidation officers shall perform the liquidation transactions in accordance with the provisions of the law. Unless the General Assembly passes a resolution to the contrary, these officers shall be authorized to sign jointly on behalf of the Company under liquidation.

The procedures to follow in the termination and liquidation transactions shall be subject to the related provisions of the Articles of Association, the Turkish Commercial Code and the Capital Market legislation.

AUTOMATIC DISSOLUTION

ARTICLE 37: The dissolution of the Company and its deeming it defunct shall be governed in accordance with the applicable regulations of the Capital Markets Board and the applicable provisions of the Turkish Commercial Code.

LEGAL PROVISIONS

ARTICLE 38: Any clause in these Articles of Association, which would violate the provisions of any future laws, bylaws, regulations and communiques shall be considered inapplicable.

The Turkish Commercial Code, the Capital Markets Law, the Capital Markets Board communiques and the provisions of other relevant legislation are applied for the matters not included in this Articles of Association.

№ 14478

SIR TERCÜME
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Barbaros Bulv. Salihefendi Sok. 2/1 Beşiktaş - İstanbul
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www.sirtercume.com.tr

I hereby certify the conformity of the articles 1, 2, 3 4, 5, 6, 7, 8, 9, 10, 11, 12, 13, 14, 15, 16, 17, 18, 19, 20, 21, 22, 23, 24, 25, 26, 27, 28, 29, 30, 31, 32, 33, 34, 35, 36, 37 and 38 of Articles of Association of AKİŞ GAYRİMENKUL YATIRIM ORTAKLIĞI A.Ş. as a result of the amendment of the articles of association (establishment) published Turkey Trade Registry Gazette dated 29/11/2005 and numbered 6441 and the amendment of the articles of association published Turkey Trade Registry Gazette dated 24/05/2012 and numbered 8075, the amendment of the articles of association published and announced in the Turkey Trade Registry Gazette dated 10/04/2015 and numbered 8798, the amendment of the articles of association published Turkey Trade Registry Gazette dated 24/01/2017 and numbered 9248, the amendment of the articles of association published Turkey Trade Registry Gazette dated 30/04/2020, and numbered 10069, the amendment of the articles of association published Turkey Trade Registry Gazette dated 20/07/2020 and numbered 10121, , the amendment of the articles of association published Turkey Trade Registry Gazette dated 01/06/2021, and numbered 10339, , the amendment of the articles of association published Turkey Trade Registry Gazette dated 08/06/2021, and numbered 10344 belonging to AKİŞ GAYRİMENKUL YATIRIM ORTAKLIĞI A.Ş. (Previous title was AKİŞ GAYRIMENKUL YATIRIMI A.Ş.), submitted by the relevant person and returned to the person with a certified copy. Nineteenth day of the month of August, year two thousand twenty-one. 19/08/2021 d.a.

Authorized signatory Clerk
Dilek Deniz Aksu
Deputy of
5th NOTARY PUBLİC OF BEŞİKTAŞ
NEDİM SARIDAĞ

Tercüman Beyanı
*Tercüme edilmek üzere bana verilen **Türkçe** dilindeki işbu belgeyi **İngilizce** diline tam ve doğru olarak çevirdiğimi beyan ederim.*
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We declare that the hereby document was translated by our sworn translator and its original copy was used for translation

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İkibinyirmibir senesi eylül ayının dokuzuncu günü. 09.09.2021

BEŞİKTAŞ 5. NOTERİ
NEDİM SARIDAĞ

BEŞİKTAŞ 5. NOTERİ
Nedim SARIDAĞ Vekili
Başkatip:Neşe TAŞBAY

BEŞİKTAŞ 5. NOTERİ
Nedim SARIDAĞ Vekili
Başkatip:Neşe TAŞBAY

T. C.
BEŞİKTAŞ BEŞİNCİ NOTERLİĞİ
Barbaros Bulv. Salhane Sok.
No. 2/A Beşiktaş / İSTANBUL

№ 14478. 19 Ağustos 2021

AKİŞ GAYRİMENKUL YATIRIM ORTAKLIĞI A.Ş. ANA SÖZLEŞMESİ

№ 13358

KURULUŞ

MADDE 1: Aşağıda ad ve soyadları, uyrukları ve adresleri yazılı kurucular tarafından Türk Ticaret Kanunu'nun anonim şirketlerin ani kuruluşuna ilişkin hükümlerine göre bir anonim şirket kurulmuştur. Şirket, Sermaye Piyasası Kurulu'nun 19/4/12 ve 15/345 sayılı kararı uyarınca gayrimenkul yatırım ortaklığına dönüşmüştür.

Adı Soyadı/ Ticaret Ünvanı	Uyruğu	İkametgahı/Merkez Adresi
Ali Raif Dinçkök	T.C.	Adnan Saygun Caddesi Akmerkez Residence Kat: 22/23 Etiler - İstanbul
Ömer Dinçkök	T.C.	Ortaköy, Boğaziçi Yapı Kooperatifi TRT Üstü Blok-2 Kat: 2 Ulus - İstanbul
Ayça Dinçkök	T.C.	Eyüp, Kemerboyu Villaları No: 42 Kemer Country Kemerburgaz - İstanbul
Raif Ali Dinçkök	T.C.	Adnan Saygun Caddesi Akmerkez Residence Kat: 18-C Etiler - İstanbul
Ayşegül Dinçkök	T.C.	Ortaköy, Boğaziçi Yapı Kooperatifi TRT Üstü Blok-2 Kat: 2 Ulus - İstanbul
Alize Dinçkök	T.C.	Spor Caddesi Acısu Sokak Taşlık Apt. No:19 Maçka -İstanbul
Gamze Dinçkök	T.C.	Ortaköy, Boğaziçi Yapı Kooperatifi TRT Üstü Blok-2 Kat: 2 Ulus - İstanbul
Mutlu Dinçkök	T.C.	Ortaköy, Boğaziçi Yapı Kooperatifi TRT Üstü Blok-2 Kat: 2 Ulus - İstanbul
Aslan Badi	T.C.	Şişli, Maçka Caddesi Ersoy Apt. No: 19/30 Maçka - İstanbul
İhsan Gökşin Durusoy	T.C.	Dereboyu Caddesi Dostlar Sitesi A Blok D: 5 Ortaköy, Beşiktaş - İstanbul

ŞİRKET'İN UNVANI

MADDE 2: Şirket'in ticaret ünvanı **Akiş Gayrimenkul Yatırım Ortaklığı Anonim Şirketi**'dir. Bu Ana Sözleşme'de kısaca "**Şirket**" olarak anılacaktır.

ŞİRKET'İN MERKEZ VE ŞUBELERİ

MADDE 3: Şirket'in merkezi İstanbul'dadır. Adresi; Acıbadem Mahallesi, Çeçen Sokak, No: 25, 34660, Akasya AVM, Acıbadem, Üsküdar'dır. Adres değişikliğinde yeni adres, ticaret siciline tescil ve Türkiye Ticaret Sicili Gazetesi'nde ilan ettirilir ve ayrıca Sermaye Piyasası Kurulu'na ve T.C. Ticaret Bakanlığı'na bildirilir. Tescil ve ilan edilmiş adrese yapılan tebligat Şirket'e yapılmış sayılır. Tescil ve ilan edilmiş adresinden ayrılmış olmasına rağmen yeni adresini süresi içinde tescil ettirmemiş Şirket için bu durum sona erme sebebi sayılır. Şirket, Sermaye Piyasası Kurulu ile T.C. Ticaret Bakanlığı'na bilgi vermek ve Sermaye Piyasası mevzuatı hükümleri çerçevesinde gerekli özel durum açıklamalarını yapmak şartıyla şube ve temsilcilik açabilir.

ŞİRKET'İN SÜRESİ

MADDE 4: Şirket'in hukuki varlığı herhangi bir süre ile kısıtlanmamıştır

ŞİRKET'İN AMACI VE FAALİYET KONUSU

MADDE 5- Şirket, Sermaye Piyasası Kurulu'nun Gayrimenkul Yatırım Ortaklıklarına İlişkin Esaslar Tebliği'nde belirlenmiş usul ve esaslar dahilinde, gayrimenkuller, gayrimenkul projeleri, gayrimenkule dayalı haklar, ana faaliyet konularına ilişkin gayrimenkul veya gayrimenkul projelerine bağlı olarak yürütülen ve arızi nitelik taşıyan altyapı yatırım ve hizmetleri, sermaye piyasası araçları, Takasbank para piyasası ve ters repo işlemleri, Türk Lirası cinsinden vadeli mevduat veya katılma hesabı, yabancı para cinsinden vadeli ve vadesiz mevduat veya özel cari ve katılma hesapları ile iştirakler ve Sermaye Piyasası Kurulu'nca belirlenecek diğer varlık ve haklardan oluşan portföyü işletmek amacıyla faaliyet gösteren ve Sermaye Piyasası Kanunu'nun 48. maddesinde sınırı çizilen faaliyetler çerçevesinde olmak kaydı ile Gayrimenkul Yatırım Ortaklıklarına İlişkin Esaslar Tebliği'nde izin verilen diğer faaliyetlerde bulunabilen bir sermaye piyasası kurumudur.

BEŞİKTAŞ 5. NOTERİ
Hadim SARIDAĞ Vekili
Başkatip:Neşe TAŞBAY

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Yönetim Kurulu yetkilidir. Yapılacak ihraçlarda Sermaye Piyasası Mevzuatı ve sair ilgili mevzuatta yer verilen düzenlemelere uyulur.

SERMAYE VE PAYLAR

MADDE 8: Şirket, Sermaye Piyasası Kanunu hükümlerine göre 1.000.000.000,00-TL (Bir milyar Türk Lirası) kayıtlı sermaye tavanına sahip olup, sermayesi, her biri 1,00-TL itibari değerde 1.000.000.000 (Bir milyar) adet paya bölünmüştür.

Sermaye Piyasası Kurulunca verilen kayıtlı sermaye tavanı izni, 2020-2024 yılları (5 yıl) için geçerlidir. 2024 yılı sonunda izin verilen kayıtlı sermaye tavanına ulaşılamamış olsa dahi, 2024 yılından sonra yönetim kurulunun sermaye artırım kararı alabilmesi için; daha önce izin verilen tavan ya da yeni bir tavan tutarı için Sermaye Piyasası Kurulu'ndan izin almak suretiyle yapılacak ilk genel kurul toplantısında yeni bir süre için yetki alması zorunludur. Bu yetkinin süresi beş yıllık dönemler itibarıyla genel kurul kararı ile uzatılabilir. Söz konusu yetkinin alınmaması durumunda, Şirket, yönetim kurulu kararı ile sermaye artırımı yapamaz.

Şirket'in çıkarılmış ve tamamen ödenmiş sermayesi 805.000.000,00-TL (sekizyüzbeşmilyon Türk Lirası) olup, işbu sermayenin 36.353.239,81-TL'lik kısmı nama (A) Grubu, 768.646.760,19-TL'lik kısmı ise hamiline (B) Grubu paylardan oluşmaktadır. Bu sermaye, her biri 1,00-TL itibari değerde 805.000.000-adet paya ayrılmıştır.
Şirketin çıkarılmış ve tamamen ödenmiş sermayesi olan 805.000.000,00-TL'nin:

-124.608.000,00-TL'lik kısmı 2019 yılı kar payından,
-383.300.154,00-TL'lik kısmı nakden,
-275.292.687,36-TL'lik kısmı birleşme işlemleri neticesinde,
-21.799.158,64-TL'lik kısmı "Sermaye Düzeltmeleri Olumlu Farkları" hesabı kullanılmak suretiyle iç kaynaklardan

karşılanmıştır.(A) Grubu paylar nama, (B) Grubu paylar hamiline yazılıdır. Nama yazılı payların devri kısıtlanamaz.

(A) Grubu payların yönetim kurulu üyelerinin seçiminde aday gösterme imtiyazı vardır.

Yönetim Kurulu, 2020-2024 yılları arasında Sermaye Piyasası Kanunu ve Sermaye Piyasası Mevzuatı hükümlerine uygun olarak, kayıtlı sermaye tavanına kadar yeni paylar ihraç ederek çıkarılmış sermayeyi gerek iç kaynaklardan, gerek sermaye taahhüdü yoluyla arttırmaya, imtiyazlı ve nominal değerinin üzerinde veya altında pay çıkarmaya, pay sahiplerinin yeni pay alma haklarının sınırlandırılmasına, imtiyazlı pay sahiplerinin haklarını kısıtlayıcı nitelikte karar almaya ve primli pay ihracı konusunda karar almaya yetkilidir. Yeni pay alma hakkını kısıtlama yetkisi, pay sahipleri arasında eşitsizliğe yol açacak şekilde kullanılamaz.

Sermaye artırımlarında; (A) Grubu paylar karşılığında (A) Grubu, (B) Grubu paylar karşılığında (B) Grubu yeni paylar çıkarılacaktır. Ancak, Yönetim Kurulu, pay sahiplerinin yeni pay alma hakkını kısıtladığı takdirde, çıkarılacak yeni payların tümü (B) Grubu ve hamiline yazılı olarak çıkarılır.

Çıkarılmış sermaye miktarının Şirket unvanının kullanıldığı belgelerde gösterilmesi zorunludur.

Sermayeyi temsil eden paylar kaydileştirme esasları çerçevesinde kayden izlenir.

Ayni sermaye artırımı kararı sadece genel kurulda alınabilir.

İMTİYAZLI MENKUL KIYMETLER

MADDE 9: Yönetim Kurulu üyelerinin seçiminde aday göstermede imtiyaz hakkı tanıyan paylar dışında imtiyaz veren herhangi bir menkul kıymet çıkarılamaz. Halka açılma sonrasında hiçbir şekilde yönetim kuruluna aday gösterme imtiyazı da dâhil imtiyaz yaratılamaz.

Yönetim kontrolünün elde edilmesini sağlayan miktardaki imtiyazlı payların devri Sermaye Piyasası Kurulu'nun iznine tabidir.

PORTFÖYÜN İDARESİ VE PORTFÖY SINIRLAMALARI

MADDE 10: Şirket portföyünün idaresinde Sermaye Piyasası Kurulu düzenlemelerine uyulur.

Genel amaçlı gayrimenkul yatırım ortaklığı olarak Şirket, portföyünü sektör, bölge ve gayrimenkul bazında çeşitlendirerek uzun vadeli yönetme esasını benimsemiştir.

Şirket portföyünün oluşturulmasında ve yönetiminde Sermaye Piyasası Kurulu düzenlemelerinde yer alan sınırlamalara uyulur.

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BEŞİKTAŞ 5. NOTERİ
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Başkatip:Neşe TAŞBAY

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üyelerden ilgili mevzuata uygun olarak oluşacağı Yönetim Kurulu tarafından belirlenir.

YÖNETİM KURULUNA SEÇİLME ŞARTLARI

MADDE 14: Yönetim kurulu üyelerinin Türk Ticaret Kanunu, sermaye piyasası mevzuatı ve ilgili diğer mevzuat ile öngörülen şartları taşımaları gerekir.

YÖNETİM KURULU TOPLANTILARI

MADDE 15: Yönetim Kurulu, Şirket işleri açısından gerekli görülen zamanlarda, başkan veya başkan vekilinin çağrısıyla toplanır. Yönetim Kurulu üyelerinden her biri de başkan veya başkan vekiline yazılı olarak başvurup kurulun toplantıya çağrılmasını talep edebilir. Başkan veya başkan vekili yine de Yönetim Kurulunu toplantıya çağırmazsa üyeler de re'sen çağrı yetkisine sahip olurlar.

Toplantılarda her üyenin 1 oy hakkı vardır. Oy hakkı şahsen kullanılır. Üyelerden hiçbiri toplantı yapılması talebinde bulunmadığı takdirde, Yönetim Kurulu üyelerinden herhangi birinin belirli bir konuda yaptığı, karar şeklinde yazılmış önerisine, işbu Esas Sözleşme'nin 16. maddesi hükümleri ile işbu 15. maddenin 5. fıkrasında belirtilen ağırlaştırılmış nisaplar saklı kalmak kaydı ile en az üye tam sayısının çoğunluğunun yazılı onayı alınmak suretiyle de Yönetim Kurulu kararı alınabilir. Aynı önerinin tüm Yönetim Kurulu üyelerine yapılmış olması bu yolla alınacak kararın geçerlilik şartıdır. Onayların aynı kağıtta bulunması şart değildir; ancak onay imzalarının bulunduğu kağıtların tümünün Yönetim Kurulu karar defterine yapıştırılması veya kabul edenlerin imzalarını içeren bir karara dönüştürülüp karar defterine geçirilmesi kararın geçerliliği için gereklidir.

Yönetim Kurulunun toplantı gündemi Yönetim Kurulu Başkanı tarafından tespit edilir. Yönetim Kurulu kararı ile gündemde değişiklik yapılabilir.

Toplantı yeri Şirket merkezidir. Ancak Yönetim Kurulu, karar almak şartı ile başka bir yerde de toplanabilir. Yönetim Kurulu, üye tam sayısının çoğunluğu ile toplanır ve kararlarını toplantıya katılanların çoğunluğu ile alır.

Esas Sözleşme'nin 16. maddesi hükümleri saklı kalmak kaydı ile Yönetim Kurulunun aşağıda belirtilen konularda karar alabilmesi için en az 6 (altı) Yönetim Kurulu üyesinin toplantıda hazır bulunması ve en az 6 (altı) Yönetim Kurulu üyesinin olumlu oy kullanması gerekir:

-Şirket'in feshi,

-Şirket'in bir başka şirketle birleşmesi ve bölünmesi,

-Şirket'in çıkarılmış sermayesinin arttırılması.

Oylarda eşitlik olması halinde o konu gelecek toplantıya bırakılır. Bu toplantıda da eşit oy alan öneri reddedilmiş sayılır.

Yönetim Kurulunda oylar kabul veya red olarak kullanılır. Red oyu veren, kararın altına red gerekçesini yazarak imzalar. Kararların geçerliliği yazılıp imza edilmiş olmalarına bağlıdır. Toplantıya katılmayan üyeler, yazılı olarak veya başka bir surette oy kullanamazlar.

Şirket'in yönetim kurulu toplantısına katılma hakkına sahip olanlar, bu toplantılara, Türk Ticaret Kanununun 1527 nci maddesi uyarınca elektronik ortamda da katılabilir. Şirket, "Ticaret Şirketlerinde Anonim Şirket Genel Kurulları Dışında Elektronik Ortamda Yapılacak Kurullar Hakkında Tebliğ" hükümleri uyarınca hak sahiplerinin bu toplantılara elektronik ortamda katılmalarına ve oy vermelerine imkan tanıyacak Elektronik Toplantı Sistemini kurabileceği gibi bu amaç için oluşturulmuş sistemlerden de hizmet satın alabilir. Yapılacak toplantılarda Şirket Esas Sözleşmesinin bu hükmü uyarınca kurulmuş olan sistem üzerinden veya destek hizmeti alınacak sistem üzerinden hak sahiplerinin ilgili mevzuatta belirtilen haklarını Tebliğ hükümlerinde belirtilen çerçevede kullanabilmesi sağlanır.

Yönetim Kurulu'nun elektronik ortamda yapıldığı hâllerde, bu Esas Sözleşme'de öngörülen toplantı ile karar nisaplarına ilişkin hükümler aynen uygulanır.

ÖZELLİK ARZ EDEN KARARLAR

MADDE 16: Sermaye Piyasası Kurulu'nun Gayrimenkul Yatırım Ortaklıklarına İlişkin Esaslar Tebliği'nin (Tebliğ) 21. maddesinde düzenlenen "Özellik Arz Eden Kararlar" ile ilgili olmak üzere Tebliğ'in anılan madde hükmünde öngörülen usul ve esaslara uyulur.

Sermaye Piyasası Kanunu'nun 17 nci maddesinin üçüncü fıkrası kapsamına giren bir ilişkili taraf işleminde bağımsız yönetim kurulu üyelerinin olumsuz oy vermesi nedeniyle oybirliğinin sağlanamamış olması halinde anılan Kanun maddesi hükmü uygulanır.

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BEŞİKTAŞ .. NOTERİ
Nedim SARIDAĞ Vekili
Başkatip:Neşe TAŞBAY

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İlkeleri'nin uygulanması zorunlu ilkelerine ve Türk Ticaret Kanunu'nun ilgili maddelerine uygun hareket edilir.

ESAS SÖZLEŞME DEĞİŞİKLİĞİ

MADDE 22: Bu esas sözleşmede değişiklik yapılması ve uygulanması T.C. Gümrük ve Ticaret Bakanlığı ile Sermaye Piyasası Kurulu'nun iznine bağlıdır. Sermaye Piyasası Kurulu ve T.C. Gümrük ve Ticaret Bakanlığı'ndan izin alındıktan sonra, Kanun ve esas sözleşmede belirtilen hükümler çerçevesinde esas sözleşme değişikliğine karar verilir. Usulüne uygun olarak onaylanan değişiklikler Ticaret Siciline tescil ettirildikten sonra ilan tarihinden başlayarak geçerli olur.

DENETÇİ

MADDE 23: Bağımsız denetimde Sermaye Piyasası Kurulu düzenlemelerine tabi olan Şirket'in genel kurulunca her faaliyet dönemi itibariyle bir denetçi seçilir. Seçimden sonra, yönetim kurulu, denetleme görevini hangi denetçiye verdiğini gecikmeksizin ticaret siciline tescil ettirir ve Türkiye Ticaret Sicili Gazetesi ile internet sitesinde ilan eder.

Şirketin finansal tabloları ile yönetim kurulunun yıllık faaliyet raporunun denetiminde Türk Ticaret Kanunu'nun 397 ila 406 ncı maddesi hükümleri ile sermaye piyasası mevzuatı ve ilgili mevzuat hükümleri uygulanır.

DENETÇİNİN ÜCRETİ

MADDE 24: Denetçinin ücreti yönetim kurulu tarafından onaylanan ilgili sözleşme ile belirlenir.

GENEL KURUL TOPLANTILARI

MADDE 25: Genel kurul, olağan ve olağanüstü olarak Türk Ticaret Kanunu ve Sermaye Piyasası Mevzuatı hükümleri ve Genel Kurul çalışma esas ve usulüne ilişkin İç Yönerge hükümleri uyarınca toplanır ve karar alır. Olağan genel kurul, her faaliyet döneminin sonundan itibaren 3 ay içinde ve yılda en az 1 defa toplanır ve Türk Ticaret Kanunu'nun 409. maddesi hükmünde yer alan konulara ilişkin müzakere yapılır, karar alınır. Olağanüstü genel kurul, gerektiği takdirde kanun ve bu Esas Sözleşme'de yazılı hükümlere göre toplanır ve gerekli kararları alır. Olağanüstü genel kurulun toplanma yeri ve zamanı usulüne göre ilan olunur.

Genel kurul, süresi dolmuş olsa bile, yönetim kurulu tarafından toplantıya çağrılabilir. Tasfiye memurları da, görevleri ile ilgili konular için, genel kurulu toplantıya çağırabilirler. Yönetim kurulunun, devamlı olarak toplanamaması, toplantı nisabının oluşmasına imkan bulunmaması veya mevcut olmaması durumlarında, mahkemenin izniyle, tek bir pay sahibi genel kurulu toplantıya çağırabilir. Türk Ticaret Kanunu'nun 411 ve 416 ncı maddesi hükümleri saklıdır.
Yönetim kurulu, genel kurulun çalışma esas ve usullerine ilişkin kuralları içermek amacıyla ve asgari olarak Gümrük ve Ticaret Bakanlığı tarafından belirlenmiş olan unsurları içermek suretiyle; toplantı yerine giriş ve hazırlıklar, toplantının açılması, toplantı başkanlığının oluşturulması, toplantı başkanlığının görev ve yetkileri, gündemin görüşülmesine geçilmeden önce yapılacak işlemler, gündem ve gündem maddelerinin görüşülmesi, toplantıda söz alma, oylama ve oy kullanma usulü, toplantı tutanağının düzenlenmesi, toplantı sonunda yapılacak işlemler, toplantıya elektronik ortamda katılma, Bakanlık temsilcisinin katılımı ve genel kurul toplantısına ilişkin belgeler, iç Yönergede öngörülmemiş durumlar, iç Yönergenin kabulü ve değişiklikler hususlarını içeren bir iç yönerge hazırlar ve genel kurulun onayından sonra yürürlüğe koyar. Bu iç yönerge tescil ve ilan edilir.

Yönetim kurulu hazır bulunanlar listesini, kayden izlenen payların sahipleri ile ilgili olarak Sermaye Piyasası Kanunu uyarınca Merkezi Kayıt Kuruluşu tarafından sağlanacak "pay sahipleri çizelgesi"ne göre hazırlar.

Genel kurul toplantılarında her pay sahibinin her pay için bir (1) oy hakkı vardır.

Olağan ve olağanüstü genel kurul toplantı ve karar nisapları, Türk Ticaret Kanunu ve Sermaye Piyasası Kanunu ile ilgili diğer mevzuat hükümlerine tabidir.

Kayden izlenen paylar açısından genel kurul toplantısı tarihi ile sınırlı olarak pay devrinin yasaklanmasına ilişkin Sermaye Piyasası Mevzuatı hükümleri saklıdır.

Murahhas üyelerle en az bir Yönetim Kurulu üyesi, denetçi, finansal tabloların hazırlanmasında sorumluluğu bulunan yetkililerden en az biri ve gündemde özellik arz eden konularda açıklamalarda bulunmak üzere konuyla yakın en az bir yetkili Genel Kurul Toplantısında hazır bulunur.

GENEL KURUL TOPLANTISINA ELEKTRONİK ORTAMDA KATILIM

Şirketin genel kurul toplantılarına katılma hakkı bulunan hak sahipleri bu toplantılara, Türk Ticaret Kanunu'nun 1527 nci maddesi uyarınca elektronik ortamda da katılabilir. Şirket, Anonim Şirketlerde Elektronik Ortamda Yapılacak Genel Kurullara İlişkin Yönetmelik hükümleri uyarınca hak sahiplerinin genel kurul toplantılarına elektronik ortamda katılmalarına, görüş açıklamalarına, öneride bulunmalarına ve oy kullanmalarına imkan tanıyacak elektronik genel kurul sistemini kurabileceği gibi bu amaç için oluşturulmuş sistemlerden de hizmet satın alabilir. Yapılacak tüm genel kurul

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BEŞİKTAŞ 5. NOTERİ
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Sermaye Piyasası Kurulu'nca saptanan oran ve miktarın altında olmamak kaydıyla Şirketin kar dağıtım politikası esaslarını da dikkate alarak genel kurulca belirlenen tutarda birinci temettü ayrılır.

c) Kalandan genel kurul en fazla %5'e kadar bir meblağı bağımsız yönetim kurulu üyeleri hariç yönetim kurulu üyelerine dağıtılmak üzere ayırabilir.

İkinci Temettü

d) Safi kardan (a), (b) ve (c) bentlerinde yer alan hususlar düşüldükten sonra kalan kısmı genel kurul kısmen veya tamamen ikinci temettü payı olarak dağıtmaya veya olağanüstü yedek akçe olarak ayırmaya yetkilidir.

e) Pay sahipleriyle kara iştirak eden diğer kimselere dağıtılması kararlaştırılmış olan kısımdan, ödenmiş sermayenin % 5'i oranında kar payı düşüldükten sonra bulunan tutarın onda biri, TTK'nın 519'uncu maddesinin 2'nci fıkrasının c bendi uyarınca genel kanuni yedek akçeye eklenir. Türk Ticaret Kanunu ve Sermaye Piyasası Kanunu hükümleri uyarınca ayrılması gereken yedek akçeler ve bu esas sözleşmede pay sahipleri için belirlenen birinci temettü ayrılmadıkça, başka yedek akçe ayrılmasına, ertesi yıla kâr aktarılmasına ve yönetim kurulu üyeleri ile memur, müstahdem ve işçilere kârdan pay dağıtılmasına karar verilemeyeceği gibi, belirlenen birinci temettü ödenmedikçe bu kişilere kardan pay dağıtılamaz.

Dağıtılmasına karar verilen karın dağıtım şekli ve zamanı, yönetim kurulunun bu konudaki teklifi üzerine genel kurulca kararlaştırılır.

Sermaye Piyasası Kanunu'nun 20. maddesindeki düzenlemeler çerçevesinde ortaklara kar payı avansı dağıtılabilir.

KAR DAĞITIMI ZAMANI

MADDE 34: Yıllık karın pay sahiplerine hangi tarihte ne şekilde verileceği, Sermaye Piyasası Kurulu'nun konuya ilişkin düzenlemeleri dikkate alınarak yönetim kurulunun teklifi üzerine genel kurul tarafından kararlaştırılır. Bu Esas Sözleşme hükümlerine uygun olarak dağıtılan kârlar geri alınmaz. Türk Ticaret Kanunu'nun 512. Maddesi hükmü saklıdır.

KURUMSAL YÖNETİM İLKELERİNE UYUM

MADDE 35: Sermaye Piyasası Kurulu tarafından uygulaması zorunlu tutulan Kurumsal Yönetim İlkelerine uyulur. Zorunlu ilkelere uyulmaksızın yapılan işlemler ve alınan yönetim kurulu kararları geçersiz olup esas sözleşmeye aykırı sayılır.

ŞİRKET'İN SONA ERMESİ VE TASFİYESİ

MADDE 36: Şirket'in sona ermesi ve tasfiyesi ve buna bağlı muamelelerin nasıl yapılacağı hakkında Türk Ticaret Kanunu, sermaye piyasası mevzuatı ve diğer ilgili mevzuat hükümleri uygulanır. Yönetim kurulu aynı zamanda tasfiye ile görevlendirilmediği takdirde genel kurulca 3 tasfiye memuru seçilir.

Tasfiye memurları kanun hükümleri uyarınca tasfiye işlemlerini yürütürler. Genel Kurul'ca karşıt bir karar alınmadıkça bu memurlar birlikte hareket ederek tasfiye halindeki Şirket namına imza etmeye yetkilidir.

Sona erme ve tasfiye işlemlerinde izlenecek usuller ana sözleşme, TTK ve Sermaye Piyasası mevzuatının bu konudaki hükümlerine tabidir.

KENDİLİĞİNDEN SONA ERME

MADDE 37: Şirket'in kendiliğinden sona ermesi ve münfesih addolunması Sermaye Piyasası Kurulu'nun yürürlükteki ilgili mevzuatına ve Türk Ticaret Kanunu hükümlerine göre yürütülür.

KANUNİ HÜKÜMLER

MADDE 38: Bu Ana Sözleşme'nin ileride yürürlüğe girecek yasa, tüzük, yönetmelik ve tebliğ hükümlerine aykırı olan maddeleri uygulanmaz.

Bu Ana Sözleşmede bulunmayan hususlar hakkında Türk Ticaret Kanunu, Sermaye Piyasası Kanunu, Sermaye Piyasası Kurulu tebliğleri ve ilgili diğer mevzuat hükümleri uygulanır.

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