

KIZILBÜK GAYRİMENKUL YATIRIM ORTAKLIĞI A.Ş.

GENERAL ASSEMBLY INFORMATION DOCUMENT

1. INVITATION TO THE ORDINARY GENERAL ASSEMBLY MEETING

The Ordinary General Assembly Meeting of our company will be held on Wednesday, May 24, 2023, at 14:00, at the address of Dikilitaş Mahallesi, Yenidoğan Sokak, No: 36 Sinpaş Plaza Beşiktaş İstanbul, in order to discuss and decide on the agenda items.

Pursuant to paragraph 4 of Article 415 of the Turkish Commercial Code (TCC) numbered 6102, the right to participate in the General Assembly and to vote cannot be conditional on the storage of share certificates. Therefore, our partners who will attend the General Assembly do not need to have their shares blocked at the Central Registry Agency (CRA). Our partners who will personally and physically attend the General Assemblies are required to show their identity cards.

Our partners, who will attend the meetings by proxy, have to send a power of attorney, of which a sample is given below, to be prepared by a notary public in favor of third parties, to the Company Headquarters before the meeting day, or to register the identity information of the proxy who will attend the meeting with EGAS (Electronic General Assembly System) until 1 (one) day before the meeting day. The proxy appointed via EGAS is not required to submit a physical power of attorney separately, and the proxy appointed via EGAS can attend the General Assembly Meeting both physically and via EGAS. It is obligatory for the proxy who will attend the meeting by proxy or physically, whether appointed with a notarized power of attorney or via EGAS, to show identification at the meeting.

Pursuant to the 4th paragraph of Article 1527 of the TCC, our shareholders can attend the General Assembly Meeting in person or through their representatives, electronically. Those who wish to attend the General Assembly Meeting in person or through their representatives should notify their preferences via the Electronic General Assembly System (EGAS) provided by CRA one (1) day before the General Assembly date. Those who want to attend the General Assembly meeting through EGAS must register in the e-CRA Information Portal in order to use their partnership rights without any problems, and must have a secure electronic signature in order to directly participate in the General Assembly or appoint a proxy over EGAS. In addition, it is obligatory for the proxies to attend the meeting via EGAS to have a secure electronic signature. Pursuant to Article 1526 of the TCC, the notifications to be made through EGAS on behalf of the legal entity partners must be signed with a secure electronic signature produced on behalf of the company on behalf of the legal entity authorized signatory. The detailed Information Note on the agenda items will be made available for the Esteemed Shareholders review available at the Company Headquarters, on the Company website at www.kizilbukgyo.com, on the Public Disclosure Platform (PDP) and on the Electronic General Assembly System of the Central Registry Agency, within the statutory period, three weeks before the meeting.

Kindly submitted to the information of the esteemed shareholders.

Best Regards,

KIZILBÜK GAYRİMENKUL YATIRIM ORTAKLIĞI A.Ş.
BOARD OF DIRECTORS

2. AGENDA OF THE ORDINARY GENERAL ASSEMBLY FOR 2022

May 24, 2023 Wednesday – 14:00

1. Opening, establishment of the Meeting Presidency, and authorizing the Meeting Presidency to sign the meeting minutes,
2. Reading and discussion of the Board of Directors activity report for 2022,
3. Reading and discussion of the Independent Audit Firm's report for the 2022 accounting period,
4. Reading, discussion and submission of the financial statements for the accounting period of 2022 to the approval of the General Assembly,
5. Submission of the Members of the Board of Directors elected for the vacant Board Memberships to the approval of the General Assembly,
6. Discussion of the proposal of the Board of Directors on dividend distribution and its submission to the General Assembly for approval,
7. Submission of the individual release of the members of the Board of Directors for their work in 2022 to the approval of the General Assembly,
8. Election of the Members of the Board of Directors and determination of their term of office,
9. Determination of the daily allowance of the members of the board of directors,
10. Informing the partners about the donations made in 2022 and determining the upper limit for the donations in 2023,
11. Negotiation and submission to the approval of the General Assembly to allow the Members of the Board of Directors to carry out the works that fall within the scope of the company personally or on behalf of others, to be partners in companies that perform such works and to carry out other transactions within the scope of Articles 395 and 396 of the Turkish Commercial Code,
12. Informing the General Assembly about the transactions specified in Article 1.3.6 of the Corporate Governance Principles in the annex of the Capital Markets Board's Corporate Governance Communiqué No. II-17.1,
13. Informing the General Assembly about the guarantees, pledges and mortgages given in favor of third parties in accordance with the 4th paragraph of the 12th article of the Capital Markets Board's Corporate Governance Communiqué No. 17.1,
14. Submission of the Independent Audit Company proposed by the Board of Directors for one year to the approval of the General Assembly,
15. Approval of the Amendment of Article 8 of the Company's Articles of Association titled "Capital and Shares",
16. Wishes and recommendations.

3. OUR ADDITIONAL EXPLANATIONS UNDER CMB (Capital Markets Board) REGULATIONS

Among the additional explanations required to be made in accordance with the Corporate Governance Principle No. 1.3.1 in the Corporate Governance Communiqué of the Capital Markets Board No. II-17.1, those related to the agenda items are made in the relevant agenda

item below, and other mandatory general explanations are submitted for your information in this section:

3.1. KIZILBÜK GYO A.Ş. PARTNERSHIP STRUCTURE

Shareholder	Share Type (*)	Share(TL)	Share Proportion (%)
Sinpaş Gayrimenkul Yatırım Ortaklığı A.Ş.	A	1.250.000	65,62%
	B	195.600.000	
Other	B	103.150.000	34.38%
TOTAL		300.000.000	100.00%

- Each share has the right to 1 vote at the Company's General Assembly meeting.
- Group A shares have the privilege to nominate 4 nominees for the board of directors.
- Group B shares have the privilege to nominate 2 independent candidates for the board of directors.

3.2. Information on the changes in the management and activities of the company that have taken place in the previous accounting period or planned in the future accounting periods, which will significantly affect the partnership activities, and the reasons for these changes.

here are no management and operational changes that will significantly affect the partnership activities of the company and its subsidiaries realized in the 2022 accounting period or planned for the next accounting periods.

3.3 If there is dismissal, replacement or election of the members of the board of directors on the agenda of the general assembly meeting, the grounds for dismissal and replacement; CVs of the persons whose candidacy for the board of directors has been submitted to the partnership, their duties in the last ten years and their reasons for leaving; Information on the nature and level of significance of the partnership and their relationship with its related parties, whether they have the qualification of independence and, in case these persons are elected as members of the board of directors, information on similar issues that may affect the activities of the partnership.

Our Member of the Board of Directors, Mr. Dursun Yaşar Çamurali, declared that he wanted to resign from the membership of the Board of Directors due to his workload, and to be submitted to the approval of the first General Assembly in accordance with the Article 363 of the Turkish Commercial Code. was chosen as. This decision taken by our Board of Directors on 31.05.2022 will be submitted to the approval of the General Assembly.

Mr. Mehmet Yavaş works as the Assistant General Manager at Sinpaş GYO and has held various managerial positions in Sinpaş Group companies in the last ten years Mr. Mehmet Yavaş is not an independent member. Detailed information about the members of the Board of Directors is available on our website at www.kizilbukgyo.com

3.4. Information about the written requests of the shareholders of the partnership to the Investor Relations Department regarding the inclusion of an item on the agenda.

There is no request received by our company.

3.5. In case of a change in the articles of association on the agenda, the old and new forms of the amendments to the articles of association, together with the decision of the relevant board of directors.

After the free capital increase, the capital article of the articles of association has been updated and the old and new versions are included in Annex 2.

4. POWER OF ATTORNEY

I appoint, who has been introduced below in detail, as my proxy to be authorized to represent me, to vote, to make proposals and to sign the required documents, in line with the views I have stated below, at the Ordinary General Assembly Meeting of Kızılıbük Gayrimenkul Yatırım Ortaklığı A.Ş. to be held on Wednesday, May 24, 2023, at the address of Dikilitaş Mahallesi, Yenidoğan Sokak, No:36 Sinpaş Plaza Beşiktaş İstanbul.

Of the Proxy(*);

Name & Surname/Trade Name:

T.R. ID No/Tax No, Trade Registry and Number and CRS number:

(*)For proxies of foreign nationality, it is obligatory to submit the equivalents , if any, of the aforementioned information.

A) SCOPE OF AUTHORITY TO REPRESENT

For the sections 1 and 2 given below, one of the options, (a), (b) or (c), should be chosen to determine the scope of the representation authority.

1. About the Matters in the Agenda of the General Assembly;

- a) The proxy is authorized to vote in line with his/her own opinion.
- b) The proxy is authorized to vote in line with the suggestions of the partnership management.
- c) The proxy is authorized to vote in accordance with the instructions given in the table below.

Instructions:

In case the option (c) is chosen by the shareholder, instructions specific to the agenda item are given by marking one of the options (accept or reject) opposite the relevant general assembly agenda item, and by stating the dissenting opinion, if any, that is requested to be written in the minutes of the general assembly if the reject option is selected.

Agenda Items (*)	Accept	Reject	Dissenting Opinion
1. Opening, establishment of the Meeting Presidency, and authorizing			

the Meeting Presidency to sign the meeting minutes,			
2. Reading and discussion of the Board of Directors activity report for 2022,			
3. Reading and discussion of the Independent Audit Firm's report for the 2022 accounting period,			
4. Reading, discussion and submission of the financial statements for the accounting period of 2022 to the approval of the General Assembly,			
5. Submission of the Members of the Board of Directors elected for the vacant Board Memberships to the approval of the General Assembly,			
6. Discussion of the proposal of the Board of Directors on dividend distribution and its submission to the General Assembly for approval,			
7. Submission of the individual release of the members of the Board of Directors for their work in 2022 to the approval of the General Assembly,			
8. Election of the Members of the Board of Directors and determination of their term of office,			
9. Determination of the daily allowance of the members of the board of directors,			
10. Informing the partners about the donations made in 2022 and determining the upper limit for the donations in 2023,			
11. Negotiation and submission to the approval of the General Assembly to allow the Members of the Board of Directors to carry out the works that fall within the scope of the company personally or on behalf of others, to be partners in companies that perform such works and to carry out other transactions within the scope of Articles 395 and 396 of the Turkish Commercial Code,			
12. Informing the General Assembly about the transactions specified in			

Article 1.3.6 of the Corporate Governance Principles in the annex of the Capital Markets Board's Corporate Governance Communiqué No. II-17.1,			
13. Informing the General Assembly about the guarantees, pledges and mortgages given in favor of third parties in accordance with the 4th paragraph of the 12th article of the Capital Markets Board's Corporate Governance Communiqué No. 17.1,			
14. Submission of the Independent Audit Company proposed by the Board of Directors for one year to audit the 2023 financial reports for the approval of the General Assembly,			
15. Approval of the Amendment of Article 8 of the Company's Articles of Association titled "Capital and Shares",			
16. Wishes and recommendations.			

(*) Matters included in the agenda of the General Assembly are listed one by one. If the minority has a separate draft resolution, this is also indicated separately for voting by proxy.

Voting is not done on information items.

2. Special instruction on other issues that may arise at the General Assembly meeting and especially on the use of minority rights:

- a) The proxy is authorized to vote in line with his/her own opinion.
- b) The proxy is not authorized to represent in these matters.
- c) The proxy is authorized to vote in accordance with the following special instructions.

SPECIAL INSTRUCTIONS; Special instructions, if any, to be given by the shareholder to the proxy are specified here.

B) The shareholder chooses one of the options below and specifies the shares he/she wants the proxy to represent.

1. I approve the representation of my shares detailed below by the proxy.

- a) Disposition and series:*
- b) Number/Group:**
- c) Quantity-Nominal value:

ç) Whether there is a voting privilege:

d) Whether it is a bearer share/registered share:*

e) Ratio of shareholder's total shares/voting rights:

* This information is not requested for the dematerialized shares.

** For the dematerialized shares, information about the group, if any, will be given instead of the number.

2. I approve the representation by the proxy of all of my shares in the list of shareholders who can attend the general assembly prepared by CRA the day before the general assembly day.

NAME SURNAME or TITLE OF THE SHAREHOLDER (*)

T.R. ID No/Tax No, Trade Registry and Number and CRS number:

Address:

(*)For proxies of foreign nationality, it is obligatory to submit the equivalents , if any, of the aforementioned information.

SIGNATURE

4- OUR EXPLANATIONS REGARDING KIZILBÜK GAYRİMENKUL YATIRIM ORTAKLIĞI A.Ş. AGENDA OF 2021 ORDINARY GENERAL ASSEMBLY

1. Opening, establishment of the Meeting Presidency, and authorizing the Meeting Presidency to sign the meeting minutes,

The meeting will be opened and elections will be held for the meeting chairman, minutes clerk and vote collector, and authorization to the Meeting Presidency for signing the meeting minutes will be submitted for approval.

2. Reading and discussion of the Board of Directors activity report for 2022,

The 2022 annual report was published on the Public Disclosure Platform at www.kap.gov.tr and on the company's website www.kizilbukgyo.com on 03.02.2023 and presented to our shareholders for review on these platforms. These reports will be read and discussed at the general assembly meeting.

3. Reading and discussion of the Independent Audit Firm's report for the 2022 accounting period,

2022 year-end independent audit reports were published on the Public Disclosure Platform at www.kap.gov.tr and on the company's website www.kizilbukgyo.com on 03.02.2023 and presented to our shareholders for review on these platforms. These reports will be read and discussed at the general assembly meeting.

4. Reading, discussion and submission of the financial statements for the accounting period of 2022 to the approval of the General Assembly,

2022 year-end financial statements were published on the Public Disclosure Platform at www.kap.gov.tr and on the company's website www.kizilbukgyo.com on 03.02.2023 and presented to our shareholders for review on these platforms. Financial statements for the operating period of 2022 will be read, negotiated and submitted for approval.

5. Submitting the members of the Board of Directors elected for the vacant Board Memberships to the approval of the General Assembly,

Our Member of the Board of Directors, Mr. Dursun Yaşar Çamurali, declared that he wanted to resign from the membership of the Board of Directors due to his workload, and to be submitted to the approval of the first General Assembly in accordance with the Article 363 of the Turkish Commercial Code. was chosen as. This decision taken by our Board of Directors on 31.05.2022 will be submitted to the approval of the General Assembly.

Mr. Mehmet Yavaş works as the Assistant General Manager at Sinpaş GYO and has held various managerial positions in Sinpaş Group companies in the last ten years Mr. Mehmet Yavaş is not an independent member. Detailed information about the members of the Board of Directors is available on our website at www.kizilbukgyo.com

6. Discussion of the proposal of the Board of Directors on dividend distribution and its submission to the General Assembly for approval,

Information on the proposal of the Board of Directors regarding the distribution of profit for the 2022 accounting period was published on the Public Disclosure Platform at www.kap.gov.tr on 25.04.2023, and the proposal of the Board of Directors will be discussed and decided.

7. Submission of the individual release of the members of the Board of Directors for their work in 2022 to the approval of the General Assembly,

The issue of individually releasing each member of the Board of Directors for their work for 2022 will be submitted to the approval of the General Assembly. Daily allowance fee of the members of the board of directors will be determined.

8. Election of the Members of the Board of Directors, determination of their terms of office and determination of their salaries,

As the term of office of the Board of Directors expires, new Members of the Board of Directors will be elected within the scope of Article 14 titled "Board of Directors and Term of Office" in the articles of association of the company. Members of the Board of Directors who are currently in office are re-elected. Compliance opinion of the Capital Markets Board was received regarding the independent members of the Board of Directors. The CVs of the members of the Board of Directors whose appointments will be proposed and the declarations of independence of the Independent Members of the Board of Directors are included in Appendix 1. In this context, the members of the Board of Directors will be elected and their term of office will be determined.

9. Determination of the attendance fee of the Members of the Board of Directors,

The attendance fee of the members of the board of directors will be determined.

10. Informing the partners about the donations made in 2022 and determining the upper limit for the donations in 2023,

Shareholders will be informed about the donation amount realized in 2022 at the General Assembly. The upper limit for the donation amount for 2023 will be determined by the General Assembly.

11. Negotiation and submission to the approval of the General Assembly to allow the Members of the Board of Directors to carry out the works that fall within the scope of the company personally or on behalf of others, to be partners in companies that perform such works and to carry out other transactions within the scope of Articles 395 and 396 of the Turkish Commercial Code,

Articles 395 and 396 of the Turkish Commercial Code are as follows:

VI - Prohibition of making transactions with the company, borrowing from the company

ARTICLE 395-

(1) A member of the board of directors cannot take any action with the company on behalf of himself/herself or anyone else without obtaining permission from the general assembly; otherwise, the company may claim that the transaction is invalid. The other party cannot make such a claim.

(2) (Amendment: 26/6/2012-6335/17 art.) Non-shareholder members of the board of directors and their relatives listed in article 393, who are not shareholders, cannot borrow cash from the company. For these persons, the company cannot give surety, guarantee and collateral, cannot be held responsible, cannot take over their debts. Otherwise, for the amount owed to the company, the company's creditors can directly issue enforcement proceedings for these people for the company's debts in the amount that the company is obligated.

(3) Provided that the provision of Article 202 is reserved, companies included in the group of companies can vouch for each other and give guarantees.

(4) Special provisions of the Banking Law are reserved.

VII - Noncompetition

ARTICLE 396-

(1) One of the members of the board of directors cannot enter into a company dealing with the same type of commercial business as a partner with unlimited liability, as he/she cannot carry out a commercial business type transaction that falls within the scope of the company's business on his/her own or someone else's account, without obtaining the permission of the general assembly. The company is free to demand compensation from the members of the board of directors who act contrary to this provision, or to consider the transaction made in the name of the company instead of compensation, and to sue that the benefits arising from the contracts made on behalf of third parties belong to the company.

(2) The selection of one of these rights belongs to the members other than the member who violates the provision of the first paragraph.

(3) These rights become time-barred after three months from the date on which the other members learn that the said commercial transactions have been made or that the member of the board of directors has joined another company and, in any case, one year from the occurrence of these.

(4) Provisions regarding the responsibilities of the members of the board of directors are reserved.

Permission to the members of the Board of Directors to carry out the transactions listed above will be submitted to the approval of the general assembly.

12. Informing the General Assembly about the transactions specified in Article 1.3.6 of the Corporate Governance Principles in the annex of the Capital Markets Board's Corporate Governance Communiqué No. II-17.1,

Article 1.3.6 of the Corporate Governance Principles is as follows:

1.3.6. In case the shareholders holding management control, members of the board of directors, managers with administrative responsibility, and their spouses and relatives by blood and affinity up to the second degree, make a significant transaction that may cause a conflict of interest with their partnership or subsidiary and/or make a commercial business-type transaction that falls within the scope of the business of the partnership or its subsidiaries on their own or someone else's account, or enter another partnership dealing with the same type of commercial business as an unlimited partner, the said transactions are included in the agenda of the general assembly as a separate agenda item and recorded in the minutes of the general assembly in order to provide detailed information on the subject at the general assembly.

The General Assembly will be informed about the transactions within the scope of the above.

13. Informing the General Assembly about the guarantees, pledges and mortgages given in favor of third parties in accordance with the 4th paragraph of the 12th article of the Capital Markets Board's Corporate Governance Communiqué No. 17.1,

The General Assembly will be informed that there are no guarantees, pledges or mortgages given in favor of third parties in 2022.

14. Submission of the Independent Audit Company proposed by the Board of Directors for one year to the approval of the General Assembly,

The independent audit company to be proposed by the Board of Directors for the year 2023 will be submitted to the approval of the General Assembly.

15. Approval of the Amendment of Article 8 of the Company's Articles of Association titled "Capital and Shares",

After the free capital increase, the article titled "Capital and Shares" of the articles of association has been updated, and the old and new versions, which were arranged with the approval of the Capital Markets Board dated 04.07.2022 and numbered E-12233903-340.05.05-23637, are included in Annex 2. In this respect, the amendments to the articles

of association will be submitted to the approval of the General Assembly within the framework of the approval obtained from the CMB and the General Directorate of Domestic Trade.

16. Wishes and recommendations.

Wishes and recommendations will be discussed.

ANNEX 1:

DR. AVNİ ÇELİK

Chairman of the Board

He was born in Çorum in 1950. He graduated from Civil Engineering deapartment of the Civil Engineering and Architecture Academy. In 1974, he founded Sahil İnşaat ve Pazarlama Anonim Şirketi,(Sinpaş). Apart from the real estate sector, he has also invested in industry service, construction and energy sectors. Today, he is managing Sinpas Holding which is one of Turkey's leading organizations with 33 companies and more than 2,000 employees. Dr. Avni Celik, who is also the Chairman of the High Advisory Board GYODER, Council Member of the Istanbul Chamber of Commerce and Member of the Board of Trustees of Istanbul Commerce University, is also the head of many professional associations and foundations

AHMET ÇELİK

Board Member

Ahmet Çelik was Born in Alaca in 1962, graduated from Gazi University, Department of Public Administration in 1988. From1981 to 1985, he was at Çelikler Foreign Trade Ltd company. From 1987 to 1990, Ahmet Çelik had a position in the accounting department of Sinpaş Yapı Endüstrisi ve Ticaret A.Ş. Starting from 1992, he became Chairman and Member of the Board of Directors of various Sinpaş Group Companies. Ahmet Çelik has been a Member of the Board of Directors at Sinpaş REIT since April 2009.

MAHMUT SEFA ÇELİK

Board Member / General Manager

Mahmut Sefa Çelik, born in Ankara in 1975, graduated from Kabataş Boys High School in 1993. Çelik graduated from Yıldız Technical University Faculty of Civil Engineering in 1998. Between 1999 and 2001, he worked as a site supervisor at Sinpaş Aqua City Project, between 2002 and 2004 He worked as the Deputy Director of Foreign Trade at Seranit Granit Seramik San. AS. and between 2004-2005 he worked as the manager of various distribution investments at Seranit Bilecik factory. Mahmut Sefa Çelik, was appointed as Assistant General Manager responsible for Project Planning and Administrative Permission Processes at Sinpaş Headquarters in Istanbul in 2005. Up to now, Mahmut Sefa Çelik held various positions such as Board Member at Saf GYO Inc., which is a Sinpaş Holding company, and General Manager at Servet GYO Inc. , member of the board of directors at Batı Ege Gayrimenkul A.Ş., Ottoman Real Estate Investment A.Ş. and Sinpaş GYO Inc., member of the Executive Board at Oswe

Real Estate Gmbh, and Kat Gayrimenkul Geliřtirme A.ř. Mahmut Sefa elik, as of February 2021, has been a member of Kızılıbük Gayrimenkul Yatırım Ortaklığı A.ř. He continues his duty as General Manager.

MEHMET YAVAř

Board Member / Head of Production Group

He was born in 1968 in Eskiřehir. Mehmet Yavař graduated from Anadolu University, Faculty of Engineering and Architect department of construction. He started his business life in 1990 with the Alsim- Alarko industry and he started as a civil engineer in ind. trade. co. ltd.

Mehmet Yavař who started to work as a construction site engineer in Sinpas construction industry. In 1996, He continued to work as section chief, site supervisor, project manager, production assistant, deputy general manager and finally head of group product. He managed the establishment process of Sinpas GYO, and the initial offering process in 2007. In 2018, Sinpas construction industry and Sinpas GYO combined under the same roof and he also served of the board of directions together with the head of group production at Sinpas GYO. Sinpař GYO A.ř, Kızılıbük GYO A.ř., one of the Sinpař Group Companies. and Arı Financial Leasing A.ř. He continues to serve as a Member of the Board of Directors in his companies.

Prof. Dr. MEHMET BULUT

Mehmet Bulut was born in 1970 in anakkale. He completed his primary and secondary education in anakkale and his higher education in the field of Economics at Dokuz Eylöl University in İzmir. After completing his doctorate courses in two different universities in Ankara and Istanbul between 1994-1996 and successfully completing the "proficiency" exams, he decided to pursue a doctorate in the Netherlands due to the subject he was planning to study. He received his second master's degree in Economic History from the Posthumus Institute in 1998 and He received his doctorate degrees from Utrecht University in 2000. He became Assistant Professor in 2001, Associate Professor in 2003 and Professor in 2008. He started his career at Kırıkkale University in 1993 as a Research Assistant and he continued his working life at Bařkent University. He served as a lecturer, Head of the Department of Economics, Member of the Faculty Board and Faculty Administrative Board at the relevant University. In 2011, he became the founding Dean and Vice Rector of the Faculty of Political Sciences at Yıldırım Beyazıt University and in 2013 he became the Rector of Istanbul Sabahattin Zaim University . He was elected as a TÜBA Associate Member by Tübitak in 2012 and was appointed as a Member of the Higher Education Board. He was a Member of the Board of Directors in public and private institutions such as Ereğli Iron and Steel Factories, İskenderun Iron and Steel Factories, Sollac Ambalaj, Erenko Engineering, Erdemir Romania, Yarım Porcelain etc.. He was a member of the Board of Inspectors in TTNET A.S. and AVEA A.ř. He has been working in the fields of long-term economic development and development, the causes of economic differences between countries, relations and performance comparisons, international political economy, Ottoman economy and civilization, Ottoman-Europe-Atlantic Economic Relations, Economic History, Economic Thought, Finance and Institutions. He did academic studies at Sweden/Dalarna, England/Cambridge and United States/Harvard and

Princeton/IAS Universities. His books have been published in domestic and foreign publishing houses. His articles have been published in many international publications, including international SSCI indexed academic journals. For example; American Journal of Economics and Sociology (AJES-New York), Journal of Economic and Social History of Orient (JESHO-Leiden), Journal of European Economic History (JEEH-Roma) ve Middle Eastern Studies (MES-Londra) ve Journal for the Study of Religions and Ideologies (JSRI). He is the editor of ADAM ACADEMY Journal of Social Sciences and Islamic Economics and Finance Journal, which is scanned by many international indexes and Ulakbim. Speaking Bulgarian, Arabic, Dutch and English, Dr. Bulut is married and has three children.

BAHATTİN IŞIK

After completing his primary, secondary and high school education in Alaca, he graduated from Marmara University Faculty of Economics in 1991. He started to work at the Court of Accounts as an Assistant Auditor in 1992. While serving as the Chief Auditor, he was appointed as the Group Head in 2002, when the Public Procurement Authority was established, and carried out the task of coordinating the secondary legislation. In 2007, he was appointed as a Member of the Public Procurement Board representing TOBB(The union of chambers and commodity exchanges of Turkey) and served as the 2nd President. He started to work in the Court of Accounts again in 2012 and worked as the Rapporteur of the Board of Chambers. After he started to work as a Certified Public Accountant in 2022, he was elected to Ankara Chamber of Certified Public Accountants Board Member and TÜRMOB Delegate at the General Assembly held on 05.06.2022. The Public Procurement Legislation book was published in 2009, and the Service Procurement Legislation book was published in 2015. He is the founder of Alaca Education Foundation and the President of Ankara Branch of Çorum Education and Culture Foundation.

KIZILBÜK GAYRİMENKUL YATIRIM ORTAKLIĞI AŞ KURUMSAL YÖNETİM KOMİTESİ'NE

KızılbüK Gayrimenkul Yatırım Ortaklığı A.Ş.'deki (Şirket) bağımsız yönetim kurulu üyeliği adaylığım ile ilgili olarak;

- Müflis olmadığımı, konkordato ilân etmiş olmadığımı ya da hakkımda iflasın ertelenmesi kararı verilmiş olmadığını,
- Faaliyet izinlerinden biri Kurulca iptal edilmiş kuruluşlarda, bu müeyyideyi gerektiren olayda sorumluluğu bulunan kişilerden olmadığımı,
- Sermaye Piyasası Kanunu'nda yazılı suçlardan kesinleşmiş mahkumiyetimin bulunmadığını,
- 14/1/1982 tarihli ve 35 sayılı Ödeme Güçlüğü İçinde Bulunan Bankerlerin İşlemleri Hakkında Kanun Hükmünde Kararname ve eklerine göre kendim veya ortağı olduğum kuruluşlar hakkında tasfiye kararı verilmemiş olduğumu,
- 26/9/2004 tarihli ve 5237 sayılı Türk Ceza Kanununun 53 üncü maddesinde belirtilen süreler geçmiş olsa bile; kasten işlenen bir suçtan dolayı beş yıl veya daha fazla süreyle hapis cezasına ya da devletin güvenliğine karşı suçlar, anayasal düzene ve bu düzenin işleyişine karşı suçlar, zimmet, irtikâp, rüşvet, hırsızlık, dolandırıcılık, sahtecilik, güveni kötüye kullanma, hileli iflas, ihaleye fesat karıştırma, edimin ifasına fesat karıştırma, bilişim sistemini engelleme, bozma, verileri yok etme veya değiştirme, banka veya kredi kartlarının kötüye kullanılması, suçtan kaynaklanan malvarlığı değerlerini aklama, kaçakçılık, vergi kaçakçılığı veya haksız mal edinme suçlarından mahkûm olmadığımı,
- Muaccel vergi borcum olmadığını,
- 7/2/2013 tarihli ve 6415 sayılı Terörizmin Finansmanının Önlenmesi Hakkında Kanunda düzenlenen suçlardan mahkum olmadığımı,

- Sermaye Piyasası Kanunu'nun 101 inci maddesinin birinci fıkrasının (a) bendi uyarınca işlem yasaklı olmadığımı,

Ayrıca,

- Şirket, şirketin yönetim kontrolü ya da önemli derecede etki sahibi olduğu ortaklıklar ile şirketin yönetim kontrolünü elinde bulunduran veya şirkette önemli derecede etki sahibi olan ortaklar ve bu ortakların yönetim kontrolüne sahip olduğu tüzel kişiler ile kendim, eşim ve ikinci dereceye kadar kan ve sıhrî hısımlarım arasında; son beş yıl içinde önemli görev ve sorumluluklar üstlenecek yönetici pozisyonunda istihdam ilişkisinin bulunmadığını, sermaye veya oy haklarının veya imtiyazlı payların %5 inden fazlasına birlikte veya tek başına sahip olunmadığımı ya da önemli nitelikte ticarî ilişki kurulmamış olduğumu,
- Son beş yıl içerisinde, başta şirketin denetimi (vergi denetimi, kanuni denetim, iç denetim de dahil), derecelendirilmesi ve danışmanlığı olmak üzere, yapılan anlaşmalar çerçevesinde şirketin önemli ölçüde hizmet veya ürün satın aldığı veya sattığı şirketlerde, hizmet veya ürün satın alındığı veya satıldığı dönemlerde, ortak (%5 ve üzeri), önemli görev ve sorumluluklar üstlenecek yönetici pozisyonunda çalışan veya yönetim kurulu üyesi olmadığımı,
- Bağımsız yönetim kurulu üyesi olması sebebiyle üstleneceğim görevleri gereği gibi yerine getirecek meslekî eğitim, bilgi ve tecrübeye sahip olduğumu,
- Bağlı oldukları mevzuata uygun olması şartıyla, üniversite öğretim üyeliği hariç, üye olarak seçildikten sonra kamu kurum ve kuruluşlarında tam zamanlı çalışmıyor olacağımı,
- 31/12/1960 tarihli ve 193 sayılı Gelir Vergisi Kanunu (G.V.K.)'na göre Türkiye'de yerleşmiş sayıldığımı,
- Şirket faaliyetlerine olumlu katkılarda bulunabilecek, şirket ile pay sahipleri arasındaki çıkar çatışmalarında tarafsızlığını koruyabilecek, menfaat sahiplerinin haklarını dikkate alarak özgürce karar verebilecek güçlü etik standartlara, meslekî itibara ve tecrübeye sahip olduğumu,
- Şirket faaliyetlerinin işleyişini takip edebilecek ve üstlendiğim görevlerin gereklerini tam olarak yerine getirebilecek ölçüde şirket işlerine zaman ayırabilecek olduğumu,
- Şirketin yönetim kurulunda son on yıl içerisinde altı yıldan fazla yönetim kurulu üyeliği yapmamış olduğumu,
- Şirketin veya şirketin yönetim kontrolünü elinde bulunduran ortakların yönetim kontrolüne sahip olduğu şirketlerin üçten fazlasında ve toplamda borsada işlem gören şirketlerin beşten fazlasında bağımsız yönetim kurulu üyesi olarak görev almıyor olduğumu,
- Yönetim kurulu üyesi olarak seçilen bir tüzel kişi adına tescil ve ilan edilmemiş olduğumu,

beyan ederim.

Prof. Dr. Mehmet Bulut

KIZILBÜK GAYRİMENKUL YATIRIM ORTAKLIĞI AŞ KURUMSAL YÖNETİM KOMİTESİ'NE

KızılbüK Gayrimenkul Yatırım Ortaklığı A.Ş.'deki (Şirket) bağımsız yönetim kurulu üyeliği adaylığım ile ilgili olarak;

- Müflis olmadığımı, konkordato ilân etmiş olmadığımı ya da hakkımda iflasın ertelenmesi kararı verilmiş olmadığını,
- Faaliyet izinlerinden biri Kurulca iptal edilmiş kuruluşlarda, bu müeyyideyi gerektiren olayda sorumluluğu bulunan kişilerden olmadığımı,
- Sermaye Piyasası Kanunu'nda yazılı suçlardan kesinleşmiş mahkûmiyetimin bulunmadığını,
- 14/1/1982 tarihli ve 35 sayılı Ödeme Güçlüğü İçinde Bulunan Bankerlerin İşlemleri Hakkında Kanun Hükmünde Kararname ve eklerine göre kendim veya ortağı olduğum kuruluşlar hakkında tasfiye kararı verilmemiş olduğumu,
- 26/9/2004 tarihli ve 5237 sayılı Türk Ceza Kanununun 53 üncü maddesinde belirtilen süreler geçmiş olsa bile; kasten işlenen bir suçtan dolayı beş yıl veya daha fazla süreyle hapis cezasına ya da devletin güvenliğine karşı suçlar, anayasal düzene ve bu düzenin işleyişine karşı suçlar, zimmet, irtikâp, rüşvet, hırsızlık, dolandırıcılık, sahtecilik, güveni kötüye kullanma, hileli iflas, ihaleye fesat karıştırma, edimin ifasına fesat karıştırma, bilişim sistemini engelleme, bozma, verileri yok etme veya değiştirme, banka veya kredi kartlarının kötüye kullanılması, suçtan kaynaklanan malvarlığı değerlerini aklama, kaçakçılık, vergi kaçakçılığı veya haksız mal edinme suçlarından mahkûm olmadığımı,
- Muaccel vergi borcum olmadığımı,

- 7/2/2013 tarihli ve 6415 sayılı Terörizmin Finansmanının Önlenmesi Hakkında Kanunda düzenlenen suçlardan mahkum olmadığımı,
- Sermaye Piyasası Kanunu'nun 101 inci maddesinin birinci fıkrasının (a) bendi uyarınca işlem yasaklı olmadığımı,

Ayrıca,

- Şirket, şirketin yönetim kontrolü ya da önemli derecede etki sahibi olduğu ortaklıklar ile şirketin yönetim kontrolünü elinde bulunduran veya şirkette önemli derecede etki sahibi olan ortaklar ve bu ortakların yönetim kontrolüne sahip olduğu tüzel kişiler ile kendim, eşim ve ikinci dereceye kadar kan ve sıhrî hısımlarım arasında; son beş yıl içinde önemli görev ve sorumluluklar üstlenecek yönetici pozisyonunda istihdam ilişkisinin bulunmadığımı, sermaye veya oy haklarının veya imtiyazlı payların %5 inden fazlasına birlikte veya tek başına sahip olunmadığımı ya da önemli nitelikte ticari ilişki kurulmamış olduğunu,
- Son beş yıl içerisinde, başta şirketin denetimi (vergi denetimi, kanuni denetim, iç denetim de dahil), derecelendirilmesi ve danışmanlığı olmak üzere, yapılan anlaşmalar çerçevesinde şirketin önemli ölçüde hizmet veya ürün satın aldığı veya sattığı şirketlerde, hizmet veya ürün satın alındığı veya satıldığı dönemlerde, ortak (%5 ve üzeri), önemli görev ve sorumluluklar üstlenecek yönetici pozisyonunda çalışan veya yönetim kurulu üyesi olmadığımı,
- Bağımsız yönetim kurulu üyesi olması sebebiyle üstleneceğim görevleri gereği gibi yerine getirecek mesleki eğitim, bilgi ve tecrübeye sahip olduğumu,
- Bağlı oldukları mevzuata uygun olması şartıyla, üniversite öğretim üyeliği hariç, üye olarak seçildikten sonra kamu kurum ve kuruluşlarında tam zamanlı çalışmıyor olacağımı,
- 31/12/1960 tarihli ve 193 sayılı Gelir Vergisi Kanunu (G.V.K.)'na göre Türkiye'de yerleşmiş sayıldığımı,
- Şirket faaliyetlerine olumlu katkılarda bulunabilecek, şirket ile pay sahipleri arasındaki çıkar çatışmalarında tarafsızlığını koruyabilecek, menfaat sahiplerinin haklarını dikkate alarak özgürce karar verebilecek güçlü etik standartlara, mesleki itibara ve tecrübeye sahip olduğumu,
- Şirket faaliyetlerinin işleyişini takip edebilecek ve üstlendiğim görevlerin gereklerini tam olarak yerine getirebilecek ölçüde şirket işlerine zaman ayırabilecek olduğumu,
- Şirketin yönetim kurulunda son on yıl içerisinde altı yıldan fazla yönetim kurulu üyeliği yapmamış olduğumu,
- Şirketin veya şirketin yönetim kontrolünü elinde bulunduran ortakların yönetim kontrolüne sahip olduğu şirketlerin üçten fazlasında ve toplamda borsada işlem gören şirketlerin beşten fazlasında bağımsız yönetim kurulu üyesi olarak görev almıyor olduğumu,
- Yönetim kurulu üyesi olarak seçilen bir tüzel kişi adına tescil ve ilan edilmemiş olduğumu,

beyan ederim.

Bahattin Işık

ANNEX 2:

	YENİ METİN
SERMAYE VE PAYLAR MADDE 8. Şirket, Sermaye Piyasası Kanunu hükümlerine göre 1.200.000.000 TL kayıtlı sermaye tavanı ile kurulmuş olup, her biri 1 (bir) TL itibari değerinde 1.200.000.000 adet paya bölünmüştür. Sermaye Piyasası Kurulu'nca verilen kayıtlı sermaye tavanı izni 2021-2025 yılları (5 yıl) için	SERMAYE VE PAYLAR MADDE 8. Şirket, Sermaye Piyasası Kanunu hükümlerine göre 1.200.000.000 TL kayıtlı sermaye tavanı ile kurulmuş olup, her biri 1 (bir) TL itibari değerinde 1.200.000.000 adet paya bölünmüştür. Sermaye Piyasası Kurulu'nca verilen kayıtlı sermaye tavanı izni 2021-2025 yılları (5 yıl) için geçerlidir. 2025 yılı sonunda izin verilen kayıtlı sermaye tavanına ulaşamamış olsa dahi, 2025

geçerlidir. 2025 yılı sonunda izin verilen kayıtlı sermaye tavanına ulaşamamış olsa dahi, 2025 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 genel kuruldan yeni bir süre için yetki alınması zorunludur. Söz konusu yetkinin alınmaması durumunda Şirket yönetim kurulu kararıyla sermaye artırımını yapamaz.

Şirket'in başlangıç sermayesi, beheri 1,00 Türk Lirası değerinde 1.000.000 adet A Grubu ve beheri 1,00 Türk Lirası değerinde 239.000.000 adet B Grubu paya ayrılmış toplam 240.000.000,00 Türk Lirası değerindedir. Bu payların tamamı hamiline yazılıdır.

-Beheri 1,00 Türk Lirası değerinde 1.000.000 adet A Grubuna ve

-Beheri 1,00 Türk Lirası değerinde 239.000.000 adet B Grubuna karşılı gelen 240.000.000,00 Türk Lirası SİNPAŞ GAYRİMENKUL YATIRIM ORTAKLIĞI ANONİM ŞİRKETİ tarafından nakdi ve aynı, olarak taahhüt edilmiştir.

Şirketin başlangıç sermayesinin 230.498.169 TL'lik bölümü Sinpaş Gayrimenkul Yatırım Ortaklığı A.Ş.'nin sahip olduğu varlık ve yükümlülüklerin kısmi bölünme yoluyla Şirket'e devri yoluyla aynı olarak, kalan 9.501.831 TL'lik bölümü ise nakden ödenmiştir.

SİNPAŞ GAYRİMENKUL YATIRIM ORTAKLIĞI ANONİM ŞİRKETİ tarafından aynı sermaye olarak konulan varlıklar toplamı 230.498.169 TL değerinde olup, bu değer bilirkişi tarafından hazırlanan bilirkişi raporu ile tespit edilmiştir.

İmtiyazlara İlişkin Açıklama:

Toplam 1.000.000 adet pay imtiyazlıdır. Bu imtiyazlı payların dağılımı aşağıdaki gibidir;

SİNPAŞ GAYRİMENKUL YATIRIM ORTAKLIĞI ANONİM ŞİRKETİ: 1.000.000 adet

Yönetim kurulu, 2021-2025 yılları arasında Sermaye Piyasası Kanunu hükümlerine ve Sermaye Piyasası Kurulu düzenlemelerine uygun olarak, kayıtlı sermaye tavanına kadar yeni paylar ihraç ederek çıkarılmış sermayeyi arttırmaya ve pay sahiplerinin yeni pay alma hakkının sınırlandırılması ile sermaye piyasası

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 genel kuruldan yeni bir süre için yetki alınması zorunludur. Söz konusu yetkinin alınmaması durumunda Şirket yönetim kurulu kararıyla sermaye artırımını yapamaz.

Şirket'in başlangıç sermayesi, beheri 1,00 Türk Lirası değerinde 1.250.000 adet A Grubu ve beheri 1,00 Türk Lirası değerinde 298.750.000 adet B Grubu paya ayrılmış toplam 300.000.000,00 Türk Lirası değerindedir. Bu payların tamamı hamiline yazılıdır.

İmtiyazlara İlişkin Açıklama:

Toplam 1.250.000 adet pay imtiyazlıdır. Bu imtiyazlı payların dağılımı aşağıdaki gibidir;

SİNPAŞ GAYRİMENKUL YATIRIM ORTAKLIĞI ANONİM ŞİRKETİ: 1.250.000 adet

Yönetim kurulu, 2021-2025 yılları arasında Sermaye Piyasası Kanunu hükümlerine ve Sermaye Piyasası Kurulu düzenlemelerine uygun olarak, kayıtlı sermaye tavanına kadar yeni paylar ihraç ederek çıkarılmış sermayeyi arttırmaya ve pay sahiplerinin yeni pay alma hakkının sınırlandırılması ile sermaye piyasası mevzuatı hükümleri dahilinde imtiyazlı veya nominal değerinin üzerinde veya altında pay çıkarılması 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 olarak çıkarılır.

Çıkarılmış sermaye miktarının şirket unvanının kullanıldığı belgelerde gösterilmesi zorunludur.

Sermayeyi temsil eden paylar kaydileştirme esasları çerçevesinde kayden izlenir.

Aynı sermaye artırımını kararı sadece genel kurulda alınabilir.

mevzuatı hükümleri dahilinde imtiyazlı veya nominal değerinin üzerinde veya altında pay çıkarılması 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 olarak çıkarılır.

Çıkarılmış sermaye miktarının şirket unvanının kullanıldığı belgelerde gösterilmesi zorunludur.

Sermayeyi temsil eden paylar kaydileştirme esasları çerçevesinde kayden izlenir.

Aynı sermaye artırım kararı sadece genel kurulda alınabilir.