

SUSTAINABILITY PRINCIPLES REPORT
Additional Notes
2024

İŞ REIC's (The Company's) Environmental, Social and Governance (ESG) related issues, risks and opportunities are determined in the "Sustainability Policy" and "Environmental and Social Impacts Policy", that have been approved by the Board of Directors and publicly disclosed, and in other applicable and publicly disclosed guidelines. The risks associated with these issues are regularly monitored and analyzed by the Committee for Early Detection of Risk. Furthermore, ESG processes and associated risks are assessed as part of the Company's risk management, internal control and audit activities. ESG factors make the focal point of the Company's activities; combating climate change, employee and customer satisfaction, supplier relationship management, occupational health and safety, stakeholder communication, gender equality, compliance with the code of conduct and transparent corporate governance practices and so on take to the forefront.

Apart from this report, the sustainability report of the İŞ REIC, prepared in accordance with CMB (Capital Markets Board of Türkiye) principles, encompasses all of the Company's activities.

Corporate Governance Principles

Believing in the importance of Corporate Governance Principles and observing compliance with them, the Company espouses the four main elements of Corporate Governance Principles, which are equality, transparency, accountability and responsibility, in its activities.

The Company acts in line with the applicable regulations with respect to exercising of shareholding rights and public disclosure, makes sure that its relations with all stakeholders are carried out within the frame of publicly disclosed "Code of Ethics", and the Company's Board of Directors carries out its activities in compliance with the principles through the Committees and mechanisms set up.

With regards to Company's Governance Principle on stakeholders, the Company takes necessary measures for respecting human rights and for protecting Company employees from any internal physical, psychological and emotional abuse. Employees refrain from any abuse, discrimination or abusive acts at the work place. Company employees abstain from any and all acts that might lead to abuse, discrimination or mobbing in the workplace. In such cases, employees are obliged to report the incident through the communication channels made available. Conducting its activities in a manner to support UN SDG no. 16 "Peace, Justice and Strong Institutions", the Company set up a Whistleblowing Line for the so-called stakeholders consisting of shareholders, customers, creditors, suppliers and personnel to report any deeds they consider to be illegal or unethical to the Audit Committee composed of Independent Board Members. Whistleblowing Contact Form can be accessed on the Company Website.

This hotline enables the management of significant issues such as ethical violations, cases of corruption. Complaints received through the hotline are thoroughly investigated by Audit Committee and necessary actions are taken. The hotline, which was established to promote sustainable management functions and enable a more transparent and fair organization, provides solutions to all concerns and problems of relevant stakeholders who want to inform cases of non-compliance and ethical violations.

Executive Retention

The Company has devised its “Human Rights and Human Resources Policy” that incorporates the Universal Declaration of Human Rights, the International Labor Organization (ILO) covenants that Türkiye ratified, and other applicable legislation, which was approved by the Board of Directors, and the Assistant General Manager to whom the HR function reports is responsible for the implementation of the said Policy. The “Human Rights and Human Resources Policy” that is created in a complementary nature and an integral part of the Company’s Sustainability Policy

Adhering to the said Policy principles, İŞ REIC also aims to attract and retain highly qualified and experienced company executives to ensure the optimal and effective conduct of operations and to sustain continuous success.

Board of Directors Structure

The members of the Board of Directors are selected to complement each other in terms of their backgrounds, professional experiences, and expertise. This approach aims to harness diverse sources of experience, skills, and perspectives on corporate challenges for the benefit of effective leadership. The qualifications required when forming the Board of Directors shall be handled in compliance with the Capital Markets Board Communiqué on Principles Regarding Real Estate Investment Trusts, the Turkish Commercial Code and the other relevant capital markets legislation.

In accordance of the Capital Markets Board Communiqué on Principles Regarding Real Estate Investment Trusts, the members of the Board of Directors who shall take office in the partnerships are required to fulfill the conditions specified in subparagraphs other than subparagraph (e) of the first paragraph of Article 7. In addition, the majority of the members of the board of directors must be graduates of four-year higher education institutions and must have at least three years of experience in fields such as real estate, infrastructure, law, construction, banking and finance, which are closely related to the field of activity of the partnership.

Pursuant to the governing legislation, the Company attaches priority to selecting nominees possessing the necessary qualifications and experience associated with the field of activity when selecting the Board of Directors members, and also pursues diversity in the composition of the Board of Directors. The existing Board of Directors is composed of members having competence and experience in finance, banking, construction, architecture and accounting and finance.

İŞ REIC follows the principles of Company’s Articles of Association and Turkish Commercial Code for the election of Board of Directors. According to the Articles 11 and 21 of Company’s Articles of Association; Board of Directors are elected by the General Assembly and the quorum for General Assembly meeting and decisions are subject to the provisions of the Turkish Commercial Code and Capital Market Law. According to Turkish Commercial Code, Article 418 titled “Meeting and Quorum”; decisions are made by the majority of the votes at the General Assembly meeting.

İŞ REIC follows the Capital Markets Board regulations for merger transactions. There is a retirement right mechanism for shareholders who do not approve the merger. The retirement price is determined under the relevant legislation, allowing shareholders to sell their shares to the company at this price.

İŞ REIC follows the Turkish Commercial Code for the amendment of Articles of Association. According to the Article 421 of TCC; decisions to amend the articles of association are taken by the majority of votes present at the general assembly, where at least half of the company's capital is represented. If the

required quorum is not achieved in the first meeting, a second meeting can be held within one month at the latest. The quorum for the second meeting is at least one third of the company's capital is represented at the meeting. Additionally, according to the Article 454 of TCC, if the decision of the general assembly regarding the amendment of the articles of association would violate the rights of privileged shareholders, this decision cannot be implemented unless it is approved in a special meeting of the said shareholders. For this reason, Group A shareholders of the Company who has privilege to nominate candidates to Board, attend all the General Meetings and approve the amendments to the articles of association.

Minority shareholders constituting one-twentieth of the shares in publicly traded companies may request the board of directors, through a notary, in writing, stating the reasons and agenda, to call the general assembly to convene or if the general assembly is already convened, to include in the agenda the matters they wish to be resolved. The request to add an item to the agenda must be received by the board of directors before the date of payment of the announcement fee for the publication of the call announcement in the Turkish Trade Registry Gazette. (*Article 9, Paragraph 3 -Regulation On The Procedures And Principles Of General Assembly Meetings Of Joint Stock Companies And The Ministry Representatives To Be Present At These Meetings**). The Turkish Trade Registered Gazette shall be published at least three weeks before the meeting date not including the dates either of the announcement or of the meeting.

The Board of Company do not have unlimited authorized capital according to Article 7 in Articles of Association. In such article it is stated that the Board can issue shares up to TRY 7,000,000,000 preferred shares without shareholders approval. In such article it is also stated that the Board of Directors request for permission from the Capital Markets Board (CMB) for the previously authorized ceiling or for a new ceiling amount to obtain for a capital increase.

Once the permission request was granted by the CMB, the new authorization must also be given from the General Assembly for the extension of new period for capital increase. In the event that the said authorization is not obtained, the Company cannot increase its capital by a resolution of the Board of Directors.

Decision-Making Processes

The General Assembly convenes for Ordinary or Extraordinary General assembly meetings and takes decisions pursuant to the provisions of the Turkish Commercial Code and the capital market legislation. In Ordinary General Assembly meetings, which are held no later than 3 months as of the end of the Company's fiscal year, the issues included in the agenda to be prepared pursuant to article 409 of the Turkish Commercial Code are discussed and decided upon. Dismissal and replacement of Board of Directors members is considered to be related with the article concerning discussion of year- end financial statements. Extraordinary General Assembly is convened when the business of the Company requires or the reasons stipulated in article 410 et seq. arise pursuant to the provisions of Turkish Commercial Code, capital market legislation and this articles of association and takes required decisions. According to the articles of Turkish Commercial Code, for publicly traded companies, minority shareholders constituting at least 5% of the capital may request the Board of Directors to call the general assembly for a meeting by stating the reasons and agenda in writing, or, if the general assembly is to convene, to put on the agenda the issues they wish to be decided upon.

Issues that are not included in the agenda of GAM cannot be discussed and decided on, with the following exceptions:

- Dismissal and replacement of members of the Board of Directors are considered items related with discussion of financial statements and are directly discussed and decided on, upon request, regardless of the fact whether they are directly related with an agenda item or not.
- Even if it is not an agenda item, in the existence of justifiable grounds such as malpractice, inadequacy or breach of the obligation of loyalty, hardship in executing the duties in the company for having memberships in other companies, being a difficult person, or abuse of power, then issues regarding dismissing the members of the Board of Directors and choosing new people to replace them are taken into the agenda through the majority of votes of those who are present in the meeting. In accordance with these exceptions regulated in the Company's General Assembly Internal Directive, shareholders may demand the removal of directors.

Shareholders or other attendees, who wish to express their opinions on an agenda item that is being discussed, inform the chairman of the meeting committee that they want to take the floor. The names, surnames of those who have objected to decisions in the meetings and would like to have this written down in the meeting minutes, as well as reasons for their objection are recorded in the meeting minutes. If the reasons for objection are given in writing, this letter is attached to the meeting minutes. Also, the name and surname of the shareholder or his proxy opposing to the decision are recorded in the meeting minutes and it is indicated that there is an objection letter in attachment. The letter of objection attached to the meeting minutes is signed by the committee members and the Ministry representative, if he has attended. There is no cumulative voting practice in the Company. Each share of the Company has one voting right.

Board of Directors meetings are planned and held effectively and efficiently. According to Company's Articles of Association (Article 13) any member of the Board of Directors may ask the chairman of the board of directors to invite the board to convene. It is legally possible to take a decision on the proposal given by one of the members, with the written consents of the other members.

Invitations to attend annual general meetings are made by the Board of Directors within the framework of principles set forth in article 29 of the Capital Markets Law. General meeting invitations are published on the Company's website, the Public Disclosure Platform, and such other places as determined by the Capital Markets Board's regulations and other related legislation. Minority shareholders constituting one-twentieth of the shares in publicly traded companies may request the board of directors, through a notary, in writing, stating the reasons and agenda, to call the general assembly to convene or if the general assembly is already convened or to include in the agenda the matters they wish to be resolved. The request to add an item to the agenda(proposal) by these shareholders must be received by the board of directors before the date of payment of the announcement fee for the publication of the call announcement in the Turkish Trade Registry Gazette. (Article 9, Paragraph 3 -Regulation On The Procedures And Principles Of General Assembly Meetings Of Joint Stock Companies And The Ministry Representatives To Be Present At These Meetings*). The Turkish Trade Registered Gazette shall be published at least three weeks before the meeting date not including the dates either of the announcement or of the meeting.

Minority shareholders' request, whose constituting one-twentieth of the shares, to add an item to the agenda, must be received by the board of directors before the date of payment for the announcement fee in the Turkish Trade Registry Gazette. In that respect the General Meetings was held on 20 March 2025 and the announcement was published on 21.02.2025. Hence the due date for minority shareholders constituting one-twentieth of the shares who may request the board of directors, through a notary, in writing, stating the reasons and agenda was 21.02.2025 which The Turkish Trade Registered

Gazette published (24.02.2025). This due date was 21 days earlier where General Meetings was held on 20 March 2025.

The Company operates in compliance with current laws and regulations. According to current legal regulations, topics suggested by the minority within a specified period are considered by the board of directors to be included in the agenda. İŞ REIC's largest shareholder does not have veto power in terms of voting rights.

In accordance with the working principles of the Board of Directors, one member shall be selected from the candidates of Group B shareholders, while the rest shall be selected from the candidates of Group A shareholders. Nomination and election of independent members of the Board of Directors is carried out on the basis of Capital Markets Board adjustments relating to independent board members.

In accordance with the working principles of Committee for Audit, Corporate Governance Committee and Committee for Early Detection of Risks, the Committee may benefit from the opinions of the independent experts as may be needed on a subject related with its activities requiring specialization.