



KAMUYU AYDINLATMA PLATFORMU

İŞ GAYRİMENKUL YATIRIM ORTAKLIĞI A.Ş. Corporate Governance Information Form 2023 - Annual Notification

Summary

Corporate Governance Information Form

1. SHAREHOLDERS

Related Companies

Related Funds

1. SHAREHOLDERS	
1.1. Facilitating the Exercise of Shareholders Rights	
The number of investor meetings (conference, seminar/etc.) organised by the company during the year	The Company did not organize or attend any investor conference.
1.2. Right to Obtain and Examine Information	
The number of special audit request(s)	0
The number of special audit requests that were accepted at the General Shareholders' Meeting	0
1.3. General Assembly	
Link to the PDP announcement that demonstrates the information requested by Principle 1.3.1. (a-d)	https://www.kap.org.tr/tr/Bildirim/1116839
Whether the company provides materials for the General Shareholders' Meeting in English and Turkish at the same time	All General Assembly Documents (invitation, agenda, power of attorney, informative document, profit distribution proposal, board members nominees and resolutions of the general assembly), except list of attendants are disclosed at the same time.
The links to the PDP announcements associated with the transactions that are not approved by the majority of independent directors or by unanimous votes of present board members in the context of Principle 1.3.9	-
The links to the PDP announcements associated with related party transactions in the context of Article 9 of the Communique on Corporate Governance (II-17.1)	https://www.kap.org.tr/tr/Bildirim/1093990 https://www.kap.org.tr/tr/Bildirim/1095363 https://www.kap.org.tr/tr/Bildirim/1115537 https://www.kap.org.tr/tr/Bildirim/1157655
The links to the PDP announcements associated with common and continuous transactions in the context of Article 10 of the Communique on Corporate Governance (II-17.1)	https://www.kap.org.tr/tr/Bildirim/1115591
The name of the section on the corporate website that demonstrates the donation policy of the company	Investor Relations/ Corporate Governance/ Policies

The relevant link to the PDP with minute of the General Shareholders' Meeting where the donation policy has been approved	https://www.kap.org.tr/tr/Bildirim/192006
The number of the provisions of the articles of association that discuss the participation of stakeholders to the General Shareholders' Meeting	Article 22
Identified stakeholder groups that participated in the General Shareholders' Meeting, if any	Besides shareholders and their representatives, Board Members and the representative of the independent audit firm attended the 2022 General Assembly Meeting. Also, by informing the Company, Company employees participated in the General Assembly Meeting without the right to take the floor.
1.4. Voting Rights	
Whether the shares of the company have differential voting rights	Hayır (No)
In case that there are voting privileges, indicate the owner and percentage of the voting majority of shares.	Our Company Articles of Association contains no privileges with regard to use of votes. But, the Group A shareholders have the privilege to nominate candidates to become members of the Board of Directors. One of the Board of Directors members is elected among the nominees of Group B shareholders and the remaining members are elected from the nominees of Group A shareholders.
The percentage of ownership of the largest shareholder	% 52,06
1.5. Minority Rights	
Whether the scope of minority rights enlarged (in terms of content or the ratio) in the articles of the association	Hayır (No)
If yes, specify the relevant provision of the articles of association.	-
1.6. Dividend Right	
The name of the section on the corporate website that describes the dividend distribution policy	Investor Relations/ Corporate Governance/ Policies
	"Board of Directors' proposal concerning the distribution of net period income were approved exactly as it was. The proposal suggests; not distributing dividends aiming to optimize the

Minutes of the relevant agenda item in case the board of directors proposed to the general assembly not to distribute dividends, the reason for such proposal and information as to use of the dividend.	cash flows since the Company is in investment period and transferring the remaining amounts from the profits prepared according to the Tax Procedure Law and the CMB regulations to extraordinary reserves and retained earnings respectively, after the allocation of the primary legal reserve pursuant to the regulation from the profits prepared according to the Tax Procedure Law and the CMB regulations."
PDP link to the related general shareholder meeting minutes in case the board of directors proposed to the general assembly not to distribute dividends	https://www.kap.org.tr/tr/Bildirim/1126763

General Assembly Meetings

General Meeting Date	The number of information requests received by the company regarding the clarification of the agenda of the General Shareholders' Meeting	Shareholder participation rate to the General Shareholders' Meeting	Percentage of shares directly present at the GSM	Percentage of shares represented by proxy	Specify the name of the page of the corporate website that contains the General Shareholders' Meeting minutes, and also indicates for each resolution the voting levels for or against	Specify the name of the page of the corporate website that contains all questions asked in the general assembly meeting and all responses to them	The number of the relevant item or paragraph of General Shareholders' Meeting minutes in relation to related party transactions	The number of declarations by insiders received by the board of directors	The link to the related PDP general shareholder meeting notification
21/03/2023	0	% 70,77	% 0,24	% 70,53	Investor Relations/General Assembly/Resolutions Made In The Annual General Assembly	Investor Relations/General Assembly/ Meeting Invitation and Agenda/ The Answers of the Questions Asked at the GAM	-	222	https://www.kap.org.tr/tr/Bildirim/1126763

2. DISCLOSURE AND TRANSPARENCY

2. DISCLOSURE AND TRANSPARENCY	
2.1. Corporate Website	
Specify the name of the sections of the website providing the information requested by the Principle 2.1.1.	"Corporate" and "Investor Relations" sections.
If applicable, specify the name of the sections of the website providing the list of shareholders (ultimate beneficiaries) who directly or indirectly own more than 5% of the shares.	We have no real person shareholder who directly own more than 5% of the shares. Shareholder structure of the Company is provided in "Corporate >Shareholder Structure" section of the website.
List of languages for which the website is available	Turkish and English
2.2. Annual Report	
The page numbers and/or name of the sections in the Annual Report that demonstrate the information requested by principle 2.2.2.	
a) The page numbers and/or name of the sections in the Annual Report that demonstrate the information on the duties of the members of the board of directors and executives conducted out of the company and declarations on independence of board members	""Board of Directors"", "Senior Management" and ""Declaration of Interest by Independent Board Members""
b) The page numbers and/or name of the sections in the Annual Report that demonstrate the information on committees formed within the board structure	Board of Directors/ Working Principles of Board of Directors Committees
c) The page numbers and/or name of the sections in the Annual Report that demonstrate the information on the number of board meetings in a year and the attendance of the members to these meetings	Boards of Directors/ Board Meetings
ç) The page numbers and/or name of the sections in the Annual Report that demonstrate the information on amendments in the legislation which may significantly affect the activities of the corporation	"Changes in Legislation during the Reporting Period"
d) The page numbers and/or name of the sections in the Annual Report that demonstrate the information on significant lawsuits filed against the corporation and the possible results thereof	"Additional Information Required by CMB Regulations / Lawsuits Initiated Against the Company during the Reporting Period"

<p>e) The page numbers and/or name of the sections in the Annual Report that demonstrate the information on the conflicts of interest of the corporation among the institutions that it purchases services on matters such as investment consulting and rating and the measures taken by the corporation in order to avoid from these conflicts of interest</p>	<p>"Main Service Providers/ Disclosure of Any Conflicts of Interest Between the Company and Its Service Providers"</p>
<p>f) The page numbers and/or name of the sections in the Annual Report that demonstrate the information on the cross ownership subsidiaries that the direct contribution to the capital exceeds 5%</p>	<p>There is no cross ownership subsidiaries.</p>
<p>g) The page numbers and/or name of the sections in the Annual Report that demonstrate the information on social rights and professional training of the employees and activities of corporate social responsibility in respect of the corporate activities that arises social and environmental results</p>	<p>"Human Resources" and "Corporate Social Responsibility"</p>

3. STAKEHOLDERS

3. STAKEHOLDERS	
3.1. Corporation's Policy on Stakeholders	
The name of the section on the corporate website that demonstrates the employee remedy or severance policy	Investor Relations/ Corporate Governance/ Policies
The number of definitive convictions the company was subject to in relation to breach of employee rights	-
The position of the person responsible for the alert mechanism (i.e. whistleblowing mechanism)	Committee for Audit
The contact detail of the company alert mechanism	https://www.isgyo.com.tr/contact/ethic-line-contact-form/
3.2. Supporting the Participation of the Stakeholders in the Corporation's Management	
Name of the section on the corporate website that demonstrates the internal regulation addressing the participation of employees on management bodies	-
Corporate bodies where employees are actually represented	-
3.3. Human Resources Policy	
The role of the board on developing and ensuring that the company has a succession plan for the key management positions	Company's organizational chart and the current promotion application require that employees are placed under each management who are trained and regarded as the manager candidates while promotions to key positions are under the authority of the Board of Directors.
The name of the section on the corporate website that demonstrates the human resource policy covering equal opportunities and hiring principles. Also provide a summary of relevant parts of the human resource policy.	"Human Resources" and "Corporate/Sustainability"
Whether the company provides an employee stock ownership programme	Pay edindirme plani bulunmuyor (There isn't an employee stock ownership programme)

<p>The name of the section on the corporate website that demonstrates the human resource policy covering discrimination and mistreatments and the measures to prevent them. Also provide a summary of relevant parts of the human resource policy.</p>	<p>There isn't an employee stock ownership programme.</p>
<p>The number of definitive convictions the company is subject to in relation to health and safety measures</p>	<p>"Human Resources" and "Corporate/ Sustainability"</p>
<p>3.5. Ethical Rules and Social Responsibility</p>	
<p>The name of the section on the corporate website that demonstrates the code of ethics</p>	<p>Investor Relations/ Corporate Governance/ Code of Ethics</p>
<p>The name of the section on the company website that demonstrates the corporate social responsibility report. If such a report does not exist, provide the information about any measures taken on environmental, social and corporate governance issues.</p>	<p>The Company does not have Corporate Social Responsibility Report. The Company has formed environmental, social and corporate governance policies and disclosed them. The ESG Policies and Company's Sustainability Principles Compliance Report are available in "Corporate> Sustainability" section of the Corporate web site</p>
<p>Any measures combating any kind of corruption including embezzlement and bribery</p>	<p>An Ethical Hotline has been established for the stakeholders to report the transactions considered to be contradictory to the laws and the Company's ethical values. The Company's Code of Ethics regulates this subject. Internal regulations of the Company also stipulates a ban to offer benefits regarding the employees. All of these factors are scrutinized by the current supervision activities of the Company. The Company's Gifts & Hospitality Policy and Anti-Bribery and Anti-Corruption Policy are submitted to the information of all stakeholders.</p>

4. BOARD OF DIRECTORS-I

4. BOARD OF DIRECTORS-I	
4.2. Activity of the Board of Directors	
Date of the last board evaluation conducted	-
Whether the board evaluation was externally facilitated	Hayır (No)
Whether all board members released from their duties at the GSM	Evet (Yes)
Name(s) of the board member(s) with specific delegated duties and authorities, and descriptions of such duties	<p>According to the assignation of duties and responsibilities; Board Members Mr. Can Yücel and Mr. Kubilay Aykol were elected as the Chairman of the Board of Directors and as the Vice Chairman, respectively. Also, elections to committee seats were held as required by CMB Corporate Governance Communiqué and working principles of the Committees. Independent Board Member Ms. Prof. Arzu Erdem was elected as the Head of the Committee for Early Detection of Risk and the member of the Committee for Audit; Independent Board Member Prof. Oğuz Cem Çelik was elected as the Head of the Corporate Governance Committee; Independent Board Member Mr. İlkay Arıkan was elected as the Head of the Committee for Audit and the member of the Corporate Governance Committee; Board Members Mr. Kubilay Aykol and Mr. Murat Doğan were</p>

elected as members of the Corporate Governance Committee and Committee for Early Recognition of Risk. There is no delegation of authority other than the distribution of tasks. Neither a Nominating Committee nor a Remuneration Committee has been set up. The functions of these committees are performed by the Corporate Governance Committee. The Corporate Governance Committee is also appointed within the scope of the Company's Environmental, Social and Corporate Governance issues and sustainability practices

Number of reports presented by internal auditors to the audit committee or any relevant committee to the board	4
Specify the name of the section or page number of the annual report that provides the summary of the review of the effectiveness of internal controls	Internal System Unit
Name of the Chairman	Can Yücel
Name of the CEO	Ömer Barlas Ükü
If the CEO and Chair functions are combined: provide the link to the relevant PDP announcement providing the rationale for such combined roles	-
Link to the PDP notification stating that any damage that may be caused by the members of the board of directors during the discharge of their duties is insured for an amount exceeding 25% of the company's capital	The Company has insurance for any damage that may be caused by the members of the board of directors during the discharge of their duties but the amount of the insurance does not exceed 25% of the capital.No PDP notification is made regarding this issue.
The name of the section on the corporate website that demonstrates current diversity policy targeting women directors	-
The number and ratio of female directors within the Board of Directors	There is 1 female Board Member in the Board. The ratio is 11%.

İlkay Arıkan	İcrada Görevli Değil (Non-executive)	Bağımsız üye (Independent director)	23/03/2022	https://www.kap.org.tr/tr/Bildirim/1116839	Değerlendirildi (Considered)	Hayır (No)	Evet (Yes)
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4. BOARD OF DIRECTORS-II

4. BOARD OF DIRECTORS-II	
4.4. Meeting Procedures of the Board of Directors	
Number of physical or electronic board meetings in the reporting period	The Board of Directors convened 7 times during this year.
Director average attendance rate at board meetings	% 89
Whether the board uses an electronic portal to support its work or not	Evet (Yes)
Number of minimum days ahead of the board meeting to provide information to directors, as per the board charter	As a rule under the general practices of the Company, care is taken to send the information and documents relevant to the agenda of the board meetings to all board members at least one week in advance.
The name of the section on the corporate website that demonstrates information about the board charter	"Investor Relations/ Corporate Governance/ Articles of Association" and "Corporate/Board of Directors/Board of Directors Working Principles"
Number of maximum external commitments for board members as per the policy covering the number of external duties held by directors	There is no policy covering the number of external duties held by directors. Assumption of external commitments by the Board members has been subject to the general provisions and the board members are required to get the permission of the General Assembly for having transactions with the Company and borrowing from the Company under the Article 395 of Turkish Code of Commerce (TTK)

	and noncompetition with the Company under the Article 396 of TTK.
4.5. Board Committees	
Page numbers or section names of the annual report where information about the board committees are presented	Board of Directors/ Operating Principles of the Board of Directors and Board of Directors' Assessment of the Efficiency of Board of Directors Committees and the Company's Internal Systems sections and "Committee for Audit Report" section.
Link(s) to the PDP announcement(s) with the board committee charters	https://www.kap.org.tr/tr/Bildirim/363253 https://www.kap.org.tr/tr/Bildirim/1074633

Composition of Board Committees-I

Names Of The Board Committees	Name Of Committees Defined As " Other" In The First Column	Name-Surname of Committee Members	Whether Committee Chair Or Not	Whether Board Member Or Not
Kurumsal Yönetim Komitesi (Corporate Governance Committee)		Prof. Dr. Oğuz Cem Çelik	Evet (Yes)	Yönetim kurulu üyesi (Board member)
Kurumsal Yönetim Komitesi (Corporate Governance Committee)		Kubilay Aykol	Hayır (No)	Yönetim kurulu üyesi (Board member)
Kurumsal Yönetim Komitesi (Corporate Governance Committee)		İlkay Arıkan	Hayır (No)	Yönetim kurulu üyesi (Board member)
Kurumsal Yönetim Komitesi (Corporate Governance Committee)		Murat Doğan	Hayır (No)	Yönetim kurulu üyesi (Board member)
Kurumsal Yönetim Komitesi (Corporate Governance Committee)		Ayşegül Şahin Kocameşe	Hayır (No)	Yönetim kurulu üyesi değil (Not board member)
Riskin Erken Saptanması Komitesi (Committee of Early Detection of Risk)		Prof. Dr. Arzu Erdem	Evet (Yes)	Yönetim kurulu üyesi (Board member)

Riskin Erken Saptanması Komitesi (Committee of Early Detection of Risk)	Kubilay Aykol	Hayır (No)	Yönetim kurulu üyesi (Board member)
Riskin Erken Saptanması Komitesi (Committee of Early Detection of Risk)	Murat Doğan	Hayır (No)	Yönetim kurulu üyesi (Board member)
Denetim Komitesi (Audit Committee)	İlkay Arıkan	Evet (Yes)	Yönetim kurulu üyesi (Board member)
Denetim Komitesi (Audit Committee)	Prof. Dr. Arzu Erdem	Hayır (No)	Yönetim kurulu üyesi (Board member)

4. BOARD OF DIRECTORS-III

4. BOARD OF DIRECTORS-III	
4.5. Board Committees-II	
<p>Specify where the activities of the audit committee are presented in your annual report or website (Page number or section name in the annual report/website)</p>	<p>"Board of Directos/ Working Principles of Board of Directos Committees" and "Board of Directors? Assessment of the Efficiency of Board of Directors Committees and the Company?s Internal Systems" sections and "Committee for Audit Report" section.</p>
<p>Specify where the activities of the corporate governance committee are presented in your annual report or website (Page number or section name in the annual report/website)</p>	<p>"Board of Directos/ Working Principles of Board of Directos Committees" and "Board of Directors? Assessment of the Efficiency of Board of Directors Committees and the Company?s Internal Systems" sections</p>
<p>Specify where the activities of the nomination committee are presented in your annual report or website (Page number or section name in the annual report/website)</p>	<p>"Board of Directos/ Working Principles of Board of Directos Committees" and "Board of Directors? Assessment of the Efficiency of Board of Directors Committees and the Company?s Internal Systems" sections</p>
<p>Specify where the activities of the early detection of risk committee are presented in your annual report or website (Page number or section name in the annual report/website)</p>	<p>"Board of Directos/ Working Principles of Board of Directos Committees" and "Board of Directors? Assessment of the Efficiency of Board of Directors Committees and the Company?s Internal Systems" sections</p>

Names Of The Board Committees	Name of committees defined as "Other" in the first column	The Percentage Of Non-executive Directors	The Percentage Of Independent Directors In The Committee	The Number Of Meetings Held In Person	The Number Of Reports On Its Activities Submitted To The Board
Kurumsal Yönetim Komitesi (Corporate Governance Committee)		% 80	% 40	The committee convened 14 times during the year, but no physical meetings were held.	8
Riskin Erken Saptanması Komitesi (Committee of Early Detection of Risk)		% 100	% 33	The committee convened 6 times during the year, but no physical meetings were held.	6
Denetim Komitesi (Audit Committee)		% 100	% 100	The committee convened 8 times during the year, but no physical meetings were held.	8