

IC GAYRİMENKUL YATIRIM ORTAKLIĞI A.Ş.
DIVIDEND DISTRIBUTION POLICY

1. Purpose and Scope

The purpose of the Dividend Distribution Policy (“Policy”) of IC Gayrimenkul Yatırım OrtaklıĞı A.Ş. (“IC GYO”) is to establish the principles of the Company’s dividend distribution and to enable shareholders to foresee the procedures and principles regarding the distribution of the profit that the Company will generate in future periods.

In matters of dividend distribution, IC GYO acts in compliance with the Capital Markets Law No. 6362, the Turkish Commercial Code No. 6102, the Capital Markets Board’s Corporate Governance Communiqué (II-17.1) and Dividend Communiqué (II-19.1), as well as capital markets legislation, tax laws, other applicable legislation, and Article 26 of the Company’s Articles of Association.

While implementing the Policy, IC GYO exercises utmost diligence in implementing the principles set out in the Corporate Governance Principles regulated under the Corporate Governance Communiqué.

In distributing dividends, a balance is sought between the interests of the shareholders and the interests of the Company, taking into account the Company’s medium- and long-term strategies as well as its investment and financing plans.

The Policy is announced to all stakeholders through the Company’s website.

2. Authority and Responsibility

The Policy, which is established by the Board of Directors within the framework of the Corporate Governance Principles, is submitted to the approval of shareholders as a separate agenda item at the General Assembly meeting.

The monitoring, oversight, development and necessary updates of the Policy fall under the authority and responsibility of the Board of Directors.

Any amendments to the Policy and their justifications are publicly disclosed, and the updated Policy is submitted to shareholders’ approval at the General Assembly meeting and published on the Company’s website.

3. Principles of Dividend Distribution

The date and method of distributing the annual profit to the shareholders are determined by the General Assembly upon the proposal of the Board of Directors, taking into account the regulations of the CMB and the applicable tax legislation.

Under the provisions of the tax legislation, Real Estate Investment Companies (REICs) benefit from a corporate tax exemption if at least 50% of their real estate-based earnings are distributed as dividends, in which case the REICs' final corporate tax burden is limited to the minimum corporate tax rate of 10%. If such dividend is not distributed within two months following the month in which the corporate tax return for the relevant fiscal period is filed, a 30% corporate tax must be calculated on all earnings of the REIC. Since the final decision regarding dividend distribution is taken by the General Assembly, the Company management plans to submit to the General Assembly each year a proposal for distributing the relevant portion of the period's profit in accordance with the distribution requirement set forth in tax legislation, in order for IC GYO to benefit from the corporate tax exemption.

Within this scope, IC GYO has adopted a dividend distribution policy based on submitting a proposal to the General Assembly to distribute, in cash or as bonus shares, at least 50% of the earnings derived from its real estate holdings.

However, considering the Company's current profitability and financial position, investment and capital requirements, financing plans, cash flows, national and global economic conditions, market dynamics and expectations, and other relevant factors, the Board of Directors may determine a different distribution ratio, propose that the dividend be distributed entirely in cash or entirely as bonus shares or partially in both forms, or may propose that no dividend be distributed.

The Board of Directors finalizes the dividend distribution proposal for the relevant fiscal period each year within the framework of the dividend distribution principles and submits it to the approval of the General Assembly.

The total amount of the proposed dividend may be distributed only to the extent that it can be fully covered by the net distributable profit and other available resources shown in the statutory records.

Dividends are distributed equally among all existing shares as of the distribution date, regardless of their issue or acquisition dates. There are no privileges in dividend distribution. Dividends may be distributed in a single payment or in instalments in accordance with the applicable capital markets regulations.

Dividend distribution begins on the date determined by the General Assembly. Dividends are distributed no later than the end of the second month following the month in which the corporate tax return for the relevant fiscal period must be filed.

If the Board of Directors proposes to the General Assembly that no dividend be distributed, the reasons for such proposal and information on the intended use of the undistributed profit are presented to shareholders at the General Assembly meeting.

The Company's Articles of Association include provisions on the distribution of advance dividends, and the General Assembly may resolve to distribute advance dividends to shareholders in accordance with Capital Markets Board regulations and other applicable legislation.