

Agenda for the 2025 Ordinary General Assembly Meeting of Shareholders

1. Opening, establishment of the Chairmanship Council,
2. Authorizing the Chairmanship Council to sign the minutes of the General Assembly Meeting,
3. Amendment of Article 8 of the Company's Articles of Association, titled "Capital and Shares," in accordance with the attached amendment draft approved by the Capital Markets Board's letter dated 02.02.2026 and numbered E-12233903-340.09-85562 and the General Directorate of Internal Trade of the Ministry of Trade of the Republic of Turkey's letter dated 12.03.2026 and numbered E-50035491-431.02-00119954202,
4. Reading and discussion of the Annual Report of the Board of Directors on the Company's activities in 2025 and the reading of the Auditor's Report,
5. Reading, discussion and approval of the financial statements of the year 2025,
6. Discharge of the Board Members individually for their activities in 2025,
7. In accordance with the Board of Directors' decision and the Profit Distribution Table, due to the absence of distributable profit for the 2025 fiscal year, the Board of Directors' proposal not to distribute profits is submitted to the General Assembly for approval,
8. Determining the number and the term of office of Board members and electing members of the Board of Directors,
9. Determining the salaries/remuneration of the Board of Directors members,
10. Discussion and decision on the selection of the independent auditing firm by the Board of Directors for the year 2026, in accordance with the Turkish Commercial Code and the Capital Markets Law,
11. Discussion and adoption of the General Assembly Internal Directive,
12. Approval of the Dividend Distribution Policy,
13. Approval of the Donations and Aid Policy and determining the limit for the donations to be made in 2026,
14. Informing the General Assembly about the Remuneration Policy,
15. Authorization of the shareholders holding management control, Board Members, senior executives, and their spouses and relatives up to the second degree of kinship by blood or marriage in accordance with Articles 395 and 396 of the Turkish Commercial Code and informing the shareholders about transactions carried out within this scope during 2025 in accordance with Capital Market Board's Corporate Governance Communiqué,
16. Wishes, hopes, and closing.

IC GAYRİMENKUL YATIRIM ORTAKLIĞI A.Ş.
THE AMENDMENT DRAFT OF ARTICLES OF ASSOCIATION

Previous Version	New Version
CAPITAL AND SHARES	CAPITAL AND SHARES
ARTICLE 8	ARTICLE 8
<p>The Company has been incorporated with a registered capital ceiling of TRY 8,000,000,000 pursuant to the provisions of the Capital Markets Law, and the capital is divided into 8,000,000,000 shares, each with a nominal value of TRY 1 (one).</p> <p>The permission for the registered capital ceiling that was granted by the Capital Markets Board shall be valid for the period of 2025-2029 (5 years). Even if the registered capital ceiling is not reached by the end of 2029, in order for the board of directors to be able to adopt a capital increase resolution after 2029, it shall be mandatory to obtain authorization from the general assembly for a new period by obtaining permission from the Capital Markets Board for the previously permitted ceiling or for a new ceiling amount. If such authorization is not obtained, the board of directors of the Company shall not be able to increase the capital by its own resolution.</p> <p>The issued capital of the Company is TRY 1,650,000,000 (one billion six hundred fifty million Turkish Lira), fully paid. The issued capital of the Company is divided into 1,650,000,000 (one billion six hundred fifty million) shares with a nominal value of TRY 1 (one).</p> <p>The share groups representing the issued capital are divided into Group A registered shares and Group B bearer shares. All Group A Shares belong to IC İbrahim Çeçen Yatırım Holding A.Ş., consisting of 1,000,000 (one million) shares corresponding to TRY 1,000,000 (one million Turkish Lira), and the Group B Shares consist of 1,649,000,000 (one billion six hundred forty-nine million) shares corresponding to TRY 1,649,000,000 (one billion six hundred forty-nine million Turkish Lira).</p> <p>Group A Shares are registered, and Group B Shares are bearer shares. Group B bearer shares may be freely transferred in accordance with the provisions of the Turkish Commercial Code and capital markets legislation.</p>	<p>The Company has been incorporated with a registered capital ceiling of TRY 8,000,000,000 pursuant to the provisions of the Capital Markets Law, and the capital is divided into 8,000,000,000 shares, each with a nominal value of TRY 1 (one).</p> <p>The permission for the registered capital ceiling that was granted by the Capital Markets Board shall be valid for the period of 2025-2029 (5 years). Even if the registered capital ceiling is not reached by the end of 2029, in order for the board of directors to be able to adopt a capital increase resolution after 2029, it shall be mandatory to obtain authorization from the general assembly for a new period by obtaining permission from the Capital Markets Board for the previously permitted ceiling or for a new ceiling amount. If such authorization is not obtained, the board of directors of the Company shall not be able to increase the capital by its own resolution.</p> <p>The issued capital of the Company is TRY 1,650,000,000 (one billion six hundred fifty million Turkish Lira), fully paid. The issued capital of the Company is divided into 1,650,000,000 (one billion six hundred fifty million) shares with a nominal value of TRY 1 (one).</p> <p>The share groups representing the issued capital are divided into Group A registered shares and Group B bearer shares. All Group A Shares belong to <u>IC İctas İnşaat Sanayi ve Ticaret A.Ş.</u>, consisting of 1,000,000 (one million) shares corresponding to TRY 1,000,000 (one million Turkish Lira), and the Group B Shares consist of 1,649,000,000 (one billion six hundred forty-nine million) shares corresponding to TRY 1,649,000,000 (one billion six hundred forty-nine million Turkish Lira).</p> <p>Group A Shares are registered, and Group B Shares are bearer shares. Group B bearer shares may be freely transferred in accordance with the provisions of the Turkish Commercial Code and capital markets legislation.</p>

<p>Group A registered shares may not be transferred without the approval of the Board of Directors.</p> <p>Group A shares shall have privileged rights regarding the determination of the members of the Board of Directors within the framework set forth in the articles titled “Duties and Term of Office of the Board of Directors” and “General Assembly Meetings” of this Articles of Association. Group B shares shall not carry any privileges.</p> <p>During the years 2025-2029, the board of directors shall be authorized, in accordance with the provisions of the Capital Markets Law and the regulations of the Capital Markets Board, to increase the issued capital up to the registered capital ceiling by issuing new shares, and to adopt resolutions regarding the restriction of pre-emptive rights of the shareholders and the issuance of privileged shares or shares above or below nominal value within the framework of capital markets legislation. The authority to restrict pre-emptive rights shall not be exercised in a manner that causes inequality among shareholders.</p> <p>In capital increases, new Group A shares shall be issued against Group A shares and new Group B shares shall be issued against Group B shares. However, if the Board of Directors restricts the shareholders’ pre-emptive rights, all new shares to be issued shall be issued as Group B shares. The amount of issued capital must be indicated on the documents in which the Company’s trade name is used.</p> <p>The shares representing the capital shall be monitored in dematerialized form in accordance with dematerialization principles.</p> <p>A resolution for capital increase through in-kind contributions may only be adopted at the general assembly.</p>	<p>Group A registered shares may not be transferred without the approval of the Board of Directors.</p> <p>Group A shares shall have privileged rights regarding the determination of the members of the Board of Directors within the framework set forth in the articles titled “Duties and Term of Office of the Board of Directors” and “General Assembly Meetings” of this Articles of Association. Group B shares shall not carry any privileges.</p> <p>During the years 2025-2029, the board of directors shall be authorized, in accordance with the provisions of the Capital Markets Law and the regulations of the Capital Markets Board, to increase the issued capital up to the registered capital ceiling by issuing new shares, and to adopt resolutions regarding the restriction of pre-emptive rights of the shareholders and the issuance of privileged shares or shares above or below nominal value within the framework of capital markets legislation. The authority to restrict pre-emptive rights shall not be exercised in a manner that causes inequality among shareholders.</p> <p>In capital increases, new Group A shares shall be issued against Group A shares and new Group B shares shall be issued against Group B shares. However, if the Board of Directors restricts the shareholders’ pre-emptive rights, all new shares to be issued shall be issued as Group B shares. The amount of issued capital must be indicated on the documents in which the Company’s trade name is used.</p> <p>The shares representing the capital shall be monitored in dematerialized form in accordance with dematerialization principles.</p> <p>A resolution for capital increase through in-kind contributions may only be adopted at the general assembly.</p>
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