

**ZİRAAT REAL ESTATE INVESTMENT TRUST INC.**  
**INFORMATIVE DOCUMENT FOR ORDINARY GENERAL ASSEMBLY MEETING TO BE HELD**  
**ON APRIL 21, 2026**

**1. INVITATION TO THE ORDINARY GENERAL ASSEMBLY MEETING TO BE HELD ON ON APRIL 21, 2026**

Our Company's Ordinary General Assembly Meeting regarding the fiscal year 2025 will be held on April 21, 2026, Tuesday at 14.30, at the address of "Finanskent Mahallesi Finans Caddesi Ziraat Kuleleri A Blok No:44/A Ümraniye-İstanbul /Türkiye" for the discussion and conclusion of the following agenda items.

Our shareholders are able to attend the meeting physically or electronically; in person or through their representatives. Shareholders and representatives who will attend the meeting via the Electronic General Meeting System (EGMS) shall first register their credentials with the Central Registry Agency (MKK)'s e-Investor: Investor Information Center and obtain secure digital signatures. Shareholders or their representatives who do not register with e-Investor and do not have secure electronic signatures will not be able to attend the General Assembly Meeting electronically.

In order to attend the meeting via EGMS or to appoint a representative/proxy, the registration process shall be completed till 21.00 on the day prior to the meeting. Detailed information on the procedures and principles regarding meeting participation, appointing a representative, making suggestions, expressing comments and voting electronically via EGMS is available on the website of MKK, <https://www.mkk.com.tr/en>.

Shareholders or their representatives who want to attend the meeting electronically shall fulfill their obligations in accordance within the framework of the provisions of the "Regulation on General Assemblies in Electronic Media in Joint-stock Companies", published in the Official Gazette dated 28 August 2012 and numbered 28395 and "Communiqué on the Electronic General Assembly System to be Applied in the General Assemblies of Joint Stock Companies" published in the Official Gazette dated 29 August 2012 and numbered 28396.

Shareholders who are unable to attend the meeting in person, while reserving the rights and obligations of shareholders participating electronically, shall prepare their proxy documents in accordance with the attached sample form and submit the notarized proxy documents, issued in compliance with the requirements of the "Communiqué No. II-30.1, Use of Proxy Vote and Proxy Collection through Invitation" to the Company prior to the meeting date. A proxy document is not required from a proxy appointed electronically via Electronic General Meeting System. The proxy may participate in the meeting either physically or through EGMS. Regardless of whether the proxy is appointed via a notarized proxy form or through EGMS, proxies attending the meeting in person are required to present their identification documents at the meeting.

Our shareholders who will attend the meeting physically and in person may attend the meeting simply by presenting their identity documents.

Financial statements for 2025 prepared using inflation accounting in accordance with the provisions of “Turkish Accounting Standard 29 Financial Reporting in Hyperinflationary Economies”, Board of Directors’ Annual Report including the Corporate Governance and Sustainability Compliance Reports, Independent Audit Report, Profit Distribution Statement and Turkish Sustainability Reporting Standards (TSRS) Compliant Sustainability Report for 2024 will be made available to shareholders at least three weeks prior to the General Assembly meeting on the Public Disclosure Platform at [www.kap.gov.tr](http://www.kap.gov.tr), on the Company’s corporate website at [www.ziraatgyo.com.tr](http://www.ziraatgyo.com.tr) and through the EGMS.

In accordance with the Law on the Protection of Personal Data numbered 6698, the detailed information regarding the personal data processing by our Company, through the Policy for Protection and Processing of Personal Data is shared with the public on the Company’s corporate website addressed [www.ziraatgyo.com.tr/en](http://www.ziraatgyo.com.tr/en).

## **BOARD OF DIRECTORS OF ZİRAAT REAL ESTATE INVESTMENT TRUST**

**Company Address:** Finanskent Mahallesi Finans Caddesi B Blok No:44/B İç Kapı No:12 Ümraniye / İstanbul

**Trade Registration and Number:** İstanbul Ticaret Sicil Müdürlüğü, 54300-5

**Mersis No:** 0998083652500016

## **2. ADDITIONAL DISCLOSURES WITHIN THE SCOPE OF CMB REGULATIONS**

This section contains additional required disclosures to be declared pursuant to the Corporate Governance Principle numbered 1.3.1 of the CMB’s Corporate Governance Communique numbered II-17.1 for our shareholders’ information.

### **2.1.Information on Partnership Structure and Voting Rights:**

Company’s issued capital amounts to 4.693.620.000 Turkish Liras. It has been divided into 4.693.620.000 shares, each with a nominal value of 1 TRY.

Company shares are divided in two groups; portion with a value of TRY 714.219.129 is Group A registered shares and the remaining with a value of TRY 3.979.400.871 is Group B bearer shares. Group A shares have privilege to nominate candidates for the election of Board members.

The shareholder structure of our Company as of March 19, 2026 is shown below.

<b>Title</b>	<b>Group</b>	<b>Share Amount (TRY)</b>	<b>Share Rate (%)</b>
T.C. Ziraat Bankası A.Ş.	A	714.219.129	15,22%
T.C. Ziraat Bankası A.Ş.	B	3.090.371.040	65,84%
Other	B	889.029.831	18,94%
<b>Total</b>		<b>4.693.620.000</b>	<b>100,00%</b>

## **2.2.Information on The Changes in The Administration and Operations of The Company and Its Affiliates That Could Have Major Impact on The Activities of The Company:**

There have been no changes in management or operations in 2025 that could significantly affect the activities of the Company or its significant subsidiaries and affiliates. Material event disclosures are published by the Company on the Public Disclosure Platform's and the company's websites within the scope of related regulations.

## **2.3.Information on Grounds for Dismissal and Replacement, and the Persons to be Nominated for the Board Membership if the General Assembly Agenda Contains Items regarding the Dismissal, Replacement or Election of the Board Members:**

In accordance with the criteria set forth under Principle 4.3.6 of the Corporate Governance Communiqué (II-17.1) of the Capital Markets Board and in line with the evaluations of the Nomination Committee; Mr. Muhittin SOYVURAL and Mr. Ali Şükrü KOÇ have been assessed to meet the independence criteria defined in the said Communiqué and have been nominated as independent board member candidates for the vacant independent board memberships in 2025. An application has been submitted to the Capital Markets Board regarding the candidacy of Mr. Muhittin SOYVURAL and Mr. Ali Şükrü KOÇ in accordance with the relevant legislation and no adverse opinion has been communicated by the Board in this respect.

The related Public Disclosure Platform (KAP) announcement is available at the link below.

<https://www.kap.org.tr/en/Bildirim/1442035>

## **2.4.Information on the Written Requests of the Shareholders Submitted to the Investor Relations Department for Adding Agenda Items:**

The shareholders made no requests to the Company's Investor Relations Department to add an agenda item regarding the Ordinary General Assembly

## **2.5.Information on the Amendment of the Articles of Association:**

There is no agenda item regarding the amendment of the Articles of Association.

## **3. AGENDA OF THE ORDINARY GENERAL ASSEMBLY MEETING FOR 2025**

- 1) Opening of the General Assembly Meeting and establishment of the Meeting Presidency,
- 2) Authorizing the Meeting Presidency to prepare and sign the meeting minutes,
- 3) Reading and discussion of the Board of Directors' Annual Report and the Independent Audit Report on the activities and accounts of 2025,
- 4) Reading, negotiating and approving the independently audited 2025 financial statements prepared using inflation accounting in accordance with the provisions of "Turkish Accounting Standard 29 Financial Reporting in Hyperinflationary Economies",
- 5) Reading, discussion and approval of the 2024 TSRS (Turkish Sustainability Reporting Standards) compliant Sustainability Report, within the framework of the Announcement No. 2025/43 dated June 25, 2025 issued by the Public Oversight, Accounting and Auditing Standards Authority,

- 6) Submitting the Board of Directors' proposal on the distribution of the profit in 2025 for the approval of the General Assembly,
- 7) Discharge of the Board Members for their activities in 2025,
- 8) Selection and determining the financial and other rights of the Board Members,
- 9) Submitting the Independent Board Members elected for the vacant independent board memberships during the year to the General Assembly for approval,
- 10) Informing the General Assembly regarding the remuneration principles of Board Members and Senior Executives,
- 11) Submitting the selection of the Independent Audit Firm for the "Financial Statement Audit" and "Sustainability Assurance Audit" for the year 2026 to the approval of the General Assembly,
- 12) Informing the General Assembly on donations and aids for the year 2025 within the scope of Capital Markets Board regulations,
- 13) Informing the General Assembly regarding the related party transactions for the year 2025 in accordance with the regulations of the Capital Markets Board,
- 14) Authorization of the Board Members to conduct the transactions provided under the Articles 395 and 396 of the Turkish Commercial Law,
- 15) Informing the shareholders regarding the collaterals, pledges, mortgages and sureties granted by the Company and its subsidiaries in favor of the third parties and regarding the income and benefits obtained from them, pursuant to the Article 12 of the Capital Markets Board's Corporate Governance Communiqué (II-17.1.), in 2025,
- 16) Wishes, requests and closing.

**POWER OF ATTORNEY****Ziraat Real Estate Investment Trust Inc.**

I/we hereby appoint ....., to represent me/us in the General Assembly Meeting of Ziraat Gayrimenkul Yatırım Ortaklığı A.Ş. to be held on April 21, 2026 at the address of “Finanskent Mahallesi Finans Caddesi Ziraat Kuleleri A Blok No:44/A Ümraniye-İstanbul /Türkiye” at 14:30 p.m. and in line with the views I/we have stated below, representative is authorized to vote, to make proposals and to sign the necessary documents.

**Representative’s (\*);****Name/Title:****Identity No/Tax No:****Trade Registry and Number:****MERSİS No:****Address:Signature:**

(\* Foreign national representatives are required to submit the equivalents (if any) of the above information.

**A) SCOPE OF THE POWER OF ATTORNEY****1. About the agenda items in the General Assembly Meeting;**

- The representative is authorized to vote in line with his/her own opinion.
- The representative is authorized to vote only in line with the suggestions of the Company’s management.
- The representative is authorized to vote in line with the instructions declared in the table below.

**Instructions:**

In case the option (c) is chosen by the shareholder; instructions specific to the agenda items 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 general assembly minutes if the reject option is selected.

<b>Agenda Items (*)</b>	<b>Accept</b>	<b>Reject</b>	<b>Dissenting Opinion</b>
<b>1.</b> Opening of the General Assembly Meeting and establishment of the Meeting Presidency			
<b>2.</b> Authorizing the Meeting Presidency to prepare and sign the meeting minutes			
<b>3.</b> Reading and discussion of the Board of Directors’ Annual Report and the Independent Audit Report on the activities and accounts of 2025			
<b>4.</b> Reading, negotiating and approving the independently audited 2025 financial statements prepared using inflation accounting in accordance with the provisions of “Turkish Accounting Standard 29 Financial Reporting in Hyperinflationary Economies”			
<b>5.</b> Reading, discussion and approval of the 2024 TSRS (Turkish Sustainability Reporting Standards) compliant Sustainability Report, within the framework of the Announcement No. 2025/43 dated June 25, 2025 issued by			

the Public Oversight, Accounting and Auditing Standards Authority			
6. Submitting the Board of Directors' proposal on the distribution of the profit in 2025 for the approval of the General Assembly			
7. Discharge of the Board Members for their activities in 2025			
8. Selection and determining the financial and other rights of the Board Members			
9. Submitting the Independent Board Members elected for the vacant independent board memberships during the year to the General Assembly for approval			
10. Informing the General Assembly regarding the remuneration principles of Board Members and Senior Executives,			
11. Submitting the selection of the Independent Audit Firm for the "Financial Statement Audit" and "Sustainability Assurance Audit" for the year 2026, to the approval of the General Assembly,			
12. Informing the General Assembly on donations and aids for the year 2025 within the scope of Capital Markets Board regulations			
13. Informing the General Assembly regarding the related party transactions for the year 2025 in accordance with the regulations of the Capital Markets Board			
14. Authorization of the Board Members to conduct the transactions provided under the Articles 395 and 396 of the Turkish Commercial Law			
15. Informing the shareholders regarding the collaterals, pledges, mortgages and sureties granted by the Company and its subsidiaries in favor of the third parties and regarding the income and benefits obtained from them, pursuant to the Article 12 of the Capital Markets Board's Corporate Governance Communique (II-17.1.), in 2025			
16. Wishes, requests and closing			

(\*) Items 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 to ensure voting by proxy.

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

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

**Special instructions**, if any, to be given by the shareholder to the proxy shall be specified here.

**B) SHARES REPRESENTED**

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

a) Order and Serial:\*

b) No/Group:\*\*

c) Quantity-Nominal Value:

d) Whether or not it has privilege in voting:

e) Whether it is Bearer's or Registered share:\*

f) The ratio to the total shares / voting rights of the shareholder:

\* The information about shares followed with registration is not requested

\*\* If any, group information shall be used instead of numbers for shares followed through registration.

**2. I approve the representative's representation of all of my shares included to the list of eligible shareholders to the general shareholders' meeting as prepared by the Central Registry Agency one day before the date of the General Shareholders' Meeting.**

**NAME, SURNAME or TITLE OF THE SHAREHOLDER (\*)**

**Identity No/Tax No:**

**Trade Registry and Number (if legal entity):**

**MERSİS No:**

**Address:**

**Signature:**

*(\*)For the foreign shareholders, it is mandatory to submit the equivalents (if any) of the above information*

**ZİRAAT REAL ESTATE INVESTMENT TRUST INC.**  
**PROFIT DISTRIBUTION STATEMENT FOR 2025**

1)	<b>Paid-In / Issued Capital</b>		<b>4.693.620.000</b>
2)	<b>Total Legal Reserves (According to Legal Records)</b>		<b>233.332.323,57</b>
<b>Information on privileges in dividend distribution, if any, in the Articles of Association</b>			<b>None</b>
		<b>Based on CMB Regulations</b>	<b>Based on Legal Records</b>
3)	Current Period Profit	10.083.324.227	948.333.197
4)	Taxes Payable (-)	2.527.672.787	-
5)	Net Current Period Profit	7.555.651.440	948.333.197
6)	Losses in Previous Years (-)	-	-
7)	Primary Legal Reserve (-)	47.416.660	47.416.660
8)	<b>Net Distributable Current Period Profit</b>	<b>7.508.234.780</b>	<b>900.916.537</b>
9)	Donations Made During The Year ( + )	-	-
10)	<b>Donation-Added Net Distributable Current Period Profit on which First Dividend Is Calculated</b>	<b>7.508.234.780</b>	<b>900.916.537</b>
11)	First Dividend to Shareholders	234.681.000	234.681.000
	-Cash	234.681.000	234.681.000
	-Stock	-	-
	-Total	234.681.000	234.681.000
12)	Dividend Distributed to Owners of Privileged Shares		
13)	Other Dividend Distributed	-	-
	- To the Members of the Board of Directors	-	-
	- To the Employees	-	-
	- To Non-Shareholders	-	-
14)	Dividend to Owners of Redeemed Shares	-	-
15)	Second Dividend to Shareholders	201.590.519	201.590.519
16)	Secondary Legal Reserves	20.159.052	20.159.052
17)	Statutory Reserves	-	-
18)	Special Reserves	-	-
19)	<b>Extraordinary Reserves</b>	<b>7.051.804.209</b>	<b>444.485.966</b>
20)	Other Distributable Resources	-	-

**Dividend Payment Rates Table**

SHARE GROUP	CASH DIVIDEND AMOUNT (TL)	STOCK DIVIDEND AMOUNT (TL)	TOTAL DIVIDEND AMOUNT (TL) / NET DISTRIBUTABLE CURRENT PERIOD PROFIT (%)	DIVIDEND TO BE PAID FOR SHARE WITH PAR VALUE OF 1 TL - NET (TL)	DIVIDEND TO BE PAID FOR SHARE WITH PAR VALUE OF 1 TL - NET (%)
Group A	66.386.598,06	0	7,37	0,0929499	9,294990
Group B	369.884.921,03	0	41,06	0,0929499	9,294990
<b>TOTAL</b>	<b>436.271.519,09</b>	<b>0</b>	<b>48,43</b>	<b>0,0929499</b>	<b>9,294990</b>