

TSKB GAYRİMENKUL YATIRIM ORTAKLIĞI A.Ş.

Corporate Governance Information Form

2018 - Annual Notification

Summary Info

Corporate Governance Information Form

1. SHAREHOLDERS

Related Companies 0

Related Funds 0

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	12
1.2. Right to Obtain and Examine Information	
The number of special audit request(s)	2
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/673430
Whether the company provides materials for the General Shareholders' Meeting in English and Turkish at the same time	General Meeting documents have not been published in English.
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	There is no transaction that is not approved by the majority of independent Board Members or by unanimous votes of present board members.
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/647927
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)	There is no transaction under Article 10.
The name of the section on the corporate website that demonstrates the donation policy of the company	http://www.tskbgyo.com/corporate-management/detail.aspx?SectionID=mkOyAEk1Odf2rS97ah5B9g%3d%3d&ContentID=v7NvZj0PgVcgBCgcU6yXFg%3d%3d
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/416311
The number of the provisions of the articles of association that discuss the participation of stakeholders to the General Shareholders' Meeting	Article 7
	Shareholders and their representatives, company

Identified stakeholder groups that participated in the General Shareholders' Meeting, if any	employees and independent auditor participated in the General Assembly meeting.
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.	There is no shares that carry privileged voting rights.
The percentage of ownership of the largest shareholder	% 86,37
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	Corporate Governance
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.	http://www.tskbggyo.com/images/pdf/Shareholders-Meeting-Minutes-2017.pdf
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/689138

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	
27/04/2018	1	% 83,5	% 1,98	% 98,02	Investor Relations	Investor Relations	-	181	https://www.kap.org.tr/tr/Bildirim/597679	
08/06/2018	0	% 83,55	% 1,89	% 98,11	Investor Relations	Investor Relations	-	183	https://www.kap.org.tr/tr/Bildirim/689138	

2. DISCLOSURE AND TRANSPARENCY

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2.1. Corporate Website	
Specify the name of the sections of the website providing the information requested by the Principle 2.1.1.	E-Company Information Portal, Company Profile, Investor Relations, Corporate Governance, FAQ Tabs in corporate website.
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.	Company Profile - Shareholder Structure
List of languages for which the website is available	Turkish, 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	2018 Annual Report - Board of Directors page 34
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	2018 Annual Report - Board of Directors page 35
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	2018 Annual Report - Board of Directors
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	Not existing.
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	Summary Statement of Board - page 43
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	There is not any consulting and rating services that company purchased.
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%	There is no cross ownership subsidiaries.
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	Not existing.

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	Not existing.
The number of definitive convictions the company was subject to in relation to breach of employee rights	Not existing.
The position of the person responsible for the alert mechanism (i.e. whistleblowing mechanism)	General Manager - Deputy General Manager
The contact detail of the company alert mechanism	gyo@tskb.com.tr
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	Investor Relations
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	The Board of Directors forms the necessary succession plans for the key management positions.
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
Whether the company provides an employee stock ownership programme	Pay edindirme planı bulunmuyor (There isn't an employee stock ownership programme)
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.	Human Resources
The number of definitive convictions the company is subject to in relation to health and safety measures	Not existing.
3.5. Ethical Rules and Social Responsibility	
The name of the section on the corporate website that demonstrates the code of ethics	Corporate Governance

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.

Not existing.

Any measures combating any kind of corruption including embezzlement and bribery

Defined in TSKB REIT Policies.

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	Not existing.
Number of reports presented by internal auditors to the audit committee or any relevant committee to the board	5
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	TSKB REIT Corporate Governance Principles Report - page 78
Name of the Chairman	Hakan Aygen
Name of the CEO	Hüseyin Tiken
If the CEO and Chair functions are combined: provide the link to the relevant PDP announcement providing the rationale for such combined roles	The CEO and Chair functions are not combined.
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 has not been notified on Public Disclosure Platform.
The name of the section on the corporate website that demonstrates current diversity policy targeting women directors	"Policy for Female Participation in Board of Directors" has not approved.
The number and ratio of female directors within the Board of Directors	3 - 43%

Composition of Board of Directors

				Link To PDP Notification	Whether the Independent	

Name, Surname of Board Member	Whether Executive Director Or Not	Whether Independent Director Or Not	The First Election Date To Board	That Includes The Independency Declaration	Director Considered By The Nomination Committee	Whether She/He is the Director Who Ceased to Satisfy The Independence or Not	Whether The Director Has At Least 5 Years' Experience On Audit, Accounting And/Or Finance Or Not
Hakan Aygen	İcrada Görevli Değil (Non-executive)	Bağımsız üye değil (Not independent director)	25/08/2017	-	Değerlendirilmedi (Not considered)	Hayır (No)	Evet (Yes)
Özlem Bağdatlı	İcrada Görevli Değil (Non-executive)	Bağımsız üye değil (Not independent director)	26/03/2013	-	Değerlendirilmedi (Not considered)	Hayır (No)	Evet (Yes)
Elif Aydoğan Özdemir	İcrada Görevli Değil (Non-executive)	Bağımsız üye değil (Not independent director)	01/02/2017	-	Değerlendirilmedi (Not considered)	Hayır (No)	Evet (Yes)
Seyit Hüseyin Gürel	İcrada Görevli Değil (Non-executive)	Bağımsız üye değil (Not independent director)	25/08/2017	-	Değerlendirilmedi (Not considered)	Hayır (No)	Evet (Yes)
Ahmrt Hanefi Özbilen	İcrada Görevli Değil (Non-executive)	Bağımsız üye değil (Not independent director)	25/08/2017	-	Değerlendirilmedi (Not considered)	Hayır (No)	Evet (Yes)
Ersan Yıldırım	İcrada Görevli Değil (Non-executive)	Bağımsız üye (Independent director)	17/03/2016	https://www.kap.org.tr/Bildirim/663686	Değerlendirildi (Considered)	Hayır (No)	Evet (Yes)
Aysel Ölçen Aydın	İcrada Görevli Değil (Non-executive)	Bağımsız üye (Independent director)	25/04/2018	https://www.kap.org.tr/Bildirim/697986	Değerlendirildi (Considered)	Hayır (No)	Evet (Yes)

4. BOARD OF DIRECTORS-II

4. BOARD OF DIRECTORS-II	
4.4. Meeting Procedures of the Board of Directors	
Number of physical board meetings in the reporting period (meetings in person)	67
Director average attendance rate at board meetings	% 85
Whether the board uses an electronic portal to support its work or not	Hayır (No)
Number of minimum days ahead of the board meeting to provide information to directors, as per the board charter	2
The name of the section on the corporate website that demonstrates information about the board charter	-
Number of maximum external commitments for board members as per the policy covering the number of external duties held by directors	It has been bordered under the Code of Commerce (TTK) regulations.
4.5. Board Committees	
Page numbers or section names of the annual report where information about the board committees are presented	Board of Directors - page 32
Link(s) to the PDP announcement(s) with the board committee charters	https://www.kap.org.tr/tr/Bildirim/365938

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)		Ersan Yıldırım	Evet (Yes)	Yönetim kurulu üyesi (Board member)
Kurumsal Yönetim Komitesi (Corporate Governance Committee)		Elif Aydoğan Özdemir	Hayır (No)	Yönetim kurulu üyesi (Board member)
Kurumsal Yönetim Komitesi (Corporate Governance Committee)		Cengaver Yıldızgöz	Hayır (No)	Yönetim kurulu üyesi değil (Not board member)

Denetim Komitesi (Audit Committee)		Ersan Yıldırım	Evet (Yes)	Yönetim kurulu üyesi (Board member)
Denetim Komitesi (Audit Committee)		Aysel Ölçen Aydınır	Hayır (No)	Yönetim kurulu üyesi (Board member)
Riskin Erken Saptanması Komitesi (Committee of Early Detection of Risk)		Aysel Ölçen Aydınır	Evet (Yes)	Yönetim kurulu üyesi (Board member)
Riskin Erken Saptanması Komitesi (Committee of Early Detection of Risk)		Elif Aydoğan Özdemir	Hayır (No)	Yönetim kurulu üyesi (Board member)

4. BOARD OF DIRECTORS-III

4. BOARD OF DIRECTORS-III	
4.5. Board Committees-II	
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)	Annual Report - Board of Directors - Corporate Governance Tab in corporate website.
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)	Annual Report - Board of Directors - Corporate Governance Tab in corporate website
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)	Annual Report - Board of Directors - Corporate Governance Tab in corporate website
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)	Annual Report - Board of Directors - Corporate Governance Tab in corporate website
Specify where the activities of the remuneration committee are presented in your annual report or website (Page number or section name in the annual report/website)	Annual Report - Board of Directors - Corporate Governance Tab in corporate website
4.6. Financial Rights	
Specify where the operational and financial targets and their achievement are presented in your annual report (Page number or section name in the annual report)	Summary Statement of Board
Specify the section of website where remuneration policy for executive and non-executive directors are presented.	Corporate Governance
Specify where the individual remuneration for board members and senior executives are presented in your annual report (Page number or section name in the annual report)	Financial Statements as at and For the Year Ended 31 December 2017 page 44

Composition of Board Committees-II

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)	% 66	% 33	6	6
Denetim Komitesi (Audit Committee)	% 100	% 100	5	5
Riskin Erken Saptanması Komitesi (Committee of Early Detection of Risk)	% 100	% 50	6	6