

# EMLAK KONUT GAYRİMENKUL YATIRIM ORTAKLIĞI A.Ş.

## Corporate Governance Information Form

### 2019 - Annual Notification

#### Summary

The Corporate Governance Information Form 2019

# 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 participated in tree national conferences in 2019 setting up meetings with a total of 153 investors/analysts in these events. Throughout the year, the Company participated in 6 national conference setting up meetings with a total of 35 investors/analysts in this event. Except for these events, the Company had 59 meetings within and outside its headquarters-teleconference meeting with 147 investors/analysts in these meetings.
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)	<a href="https://www.kap.org.tr/tr/Bildirim/753508">https://www.kap.org.tr/tr/Bildirim/753508</a>
Whether the company provides materials for the General Shareholders' Meeting in English and Turkish at the same time	Provided
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	<a href="https://www.kap.org.tr/tr/Bildirim/759527">https://www.kap.org.tr/tr/Bildirim/759527</a>
	<a href="https://www.kap.org.tr/tr/Bildirim/735076">https://www.kap.org.tr/tr/Bildirim/735076</a> ; <a href="https://www.kap.org.tr/tr/Bildirim/735616">https://www.kap.org.tr/tr/Bildirim/735616</a> ; <a href="https://www.kap.org.tr/tr/Bildirim/749773">https://www.kap.org.tr/tr/Bildirim/749773</a> ; <a href="https://www.kap.org.tr/tr/Bildirim/787584">https://www.kap.org.tr/tr/Bildirim/787584</a> ; <a href="https://www.kap.org.tr/tr/Bildirim/753508">https://www.kap.org.tr/tr/Bildirim/753508</a>

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)	<a href="http://www.kap.org.tr/tr/Bildirim/787591">www.kap.org.tr/tr/Bildirim/787591</a> ; <a href="https://www.kap.org.tr/tr/Bildirim/793159">https://www.kap.org.tr/tr/Bildirim/793159</a> ; <a href="https://www.kap.org.tr/tr/Bildirim/793980">https://www.kap.org.tr/tr/Bildirim/793980</a> ; <a href="https://www.kap.org.tr/tr/Bildirim/805934">https://www.kap.org.tr/tr/Bildirim/805934</a> ;
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)	<a href="https://www.kap.org.tr/tr/Bildirim/733256">https://www.kap.org.tr/tr/Bildirim/733256</a> ; <a href="https://www.kap.org.tr/tr/Bildirim/733255">https://www.kap.org.tr/tr/Bildirim/733255</a> ; <a href="https://www.kap.org.tr/tr/Bildirim/754667">https://www.kap.org.tr/tr/Bildirim/754667</a> ; <a href="https://www.kap.org.tr/tr/Bildirim/754668">https://www.kap.org.tr/tr/Bildirim/754668</a> ; <a href="https://www.kap.org.tr/tr/Bildirim/774691">https://www.kap.org.tr/tr/Bildirim/774691</a> ; <a href="https://www.kap.org.tr/tr/Bildirim/774692">https://www.kap.org.tr/tr/Bildirim/774692</a> ; <a href="https://www.kap.org.tr/tr/Bildirim/792440">https://www.kap.org.tr/tr/Bildirim/792440</a> ; <a href="https://www.kap.org.tr/tr/Bildirim/792438">https://www.kap.org.tr/tr/Bildirim/792438</a> ;
The name of the section on the corporate website that demonstrates the donation policy of the company	Investor Relations/ Corporate Governance Information
The relevant link to the PDP with minute of the General Shareholders' Meeting where the donation policy has been approved	<a href="https://www.kap.org.tr/tr/Bildirim/759527">https://www.kap.org.tr/tr/Bildirim/759527</a>
The number of the provisions of the articles of association that discuss the participation of stakeholders to the General Shareholders' Meeting	Article of Association- Article 23
Identified stakeholder groups that participated in the General Shareholders' Meeting, if any	Stakeholders such as Independent Auditor Representative and employees have participated in the General Shareholder's Meeting. But they have no right to speak.
<b>1.4. Voting Rights</b>	
Whether the shares of the company have differential voting rights	Evet (Yes)
In case that there are voting privileges, indicate the owner and percentage of the voting majority of shares.	25.336.991.900 A Group shares of Ministry of Environment and Urbanisation Housing Development Administration (6.67%)
The percentage of ownership of the largest shareholder	% 49,34
<b>1.5. Minority Rights</b>	
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.	-
<b>1.6. Dividend Right</b>	

The name of the section on the corporate website that describes the dividend distribution policy	Investor Relations / Corporate Governance Information / Dividend Policy
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.	Dividend was distributed.
PDP link to the related general shareholder meeting minutes in case the board of directors proposed to the general assembly not to distribute dividends	-

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
30/04/2019	0	% 73,23	% 23,9	% 49,34	Investor Relations / General Assembly Information	Investor Relations / General Assembly Information	article 18	47	<a href="https://www.kap.org.tr/tr/Bildirim/671035">https://www.kap.org.tr/tr/Bildirim/671035</a>

## 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.	Frequently Asked Questions
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.	Emlak Konut REIC / Partnership Structure
List of languages for which the website is available	Turkish- English- Arabic
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	Corporate Governance Principles / Structure and Formation of Board of Directors
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	Corporate Governance Principles - Operating Principles of the Board of Directors
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	Corporate Governance Principles-Operating Principles of the 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	There is no such a section
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	Lawsuits Involving Our Company
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 no such a section

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%	Emlak Konut REIC Scope of Business / Capital and Partnership Structure
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	Corporate Governance Principle-Policies

## 3. STAKEHOLDERS

<b>3. STAKEHOLDERS</b>	
<b>3.1. Corporation's Policy on Stakeholders</b>	
The name of the section on the corporate website that demonstrates the employee remedy or severance policy	-
The number of definitive convictions the company was subject to in relation to breach of employee rights	2
The position of the person responsible for the alert mechanism (i.e. whistleblowing mechanism)	-
The contact detail of the company alert mechanism	-
<b>3.2. Supporting the Participation of the Stakeholders in the Corporation's Management</b>	
Name of the section on the corporate website that demonstrates the internal regulation addressing the participation of employees on management bodies	Human Resources Policy
Corporate bodies where employees are actually represented	-
<b>3.3. Human Resources Policy</b>	
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 creates the necessary displacement plans.
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.	Investor Relations / Corporate Governance Information / Human Resources Policy
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.	Investor Relations / Corporate Governance Information / Human Resources Policy
The number of definitive convictions the company is subject to in relation to health and safety measures	0
<b>3.5. Ethical Rules and Social Responsibility</b>	
The name of the section on the corporate website that demonstrates the code of ethics	-
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.

Donation and Aid Policy

Any measures combating any kind of corruption including embezzlement and bribery

The Company supports and respects internationally recognized human rights while fighting against corruption in all its forms , including extortion and bribery. The Company continues to work toward creating a set of ethical rules with utmost care. The Company will disclose its ethical rules to the public through its corporate website after their formation.



## 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	no performance evaluation.
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	No delegated duties and authorities
Number of reports presented by internal auditors to the audit committee or any relevant committee to the board	-
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	Corporate Governance Principle- Board of Directors Activity Principle
Name of the Chairman	Ertan KELEŞ
Name of the CEO	Hakan GEDİKLİ
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	Regarding the principle 4.2.8, the negligence of the Members of the Board of Directors and/ or damages they may cause when performing their duties were insured up to \$20 million.
The name of the section on the corporate website that demonstrates current diversity policy targeting women directors	There is no such a policy.
The number and ratio of female directors within the Board of Directors	1-14%

### Composition of Board of Directors

			The First	Link To PDP Notification	Whether the Independent	Whether She/He is the Director Who	Whether The Director Has At Least 5 Years'

Name, Surname of Board Member	Whether Executive Director Or Not	Whether Independent Director Or Not	Election Date To Board	That Includes The Independency Declaration	Director Considered By The Nomination Committee	Ceased to Satisfy The Independence or Not	Experience On Audit, Accounting And/Or Finance Or Not
ERTAN KELEŞ	İcrada görevli (Executive)	Bağımsız üye değil (Not independent director)	28/04/ 2014	-	Değerlendirilmedi (Not considered)	Evet (Yes)	Hayır (No)
HAKAN GEDİKLİ	İcrada görevli (Executive)	Bağımsız üye değil (Not independent director)	14/07/ 2018	-	Değerlendirilmedi (Not considered)	Evet (Yes)	Hayır (No)
HAKAN AKBULUT	İcrada Görevli Değil (Non-executive )	Bağımsız üye değil (Not independent director)	30/04/ 2019	-	Değerlendirilmedi (Not considered)	Evet (Yes)	Evet (Yes)
HAVVANUR YURTSEVER	İcrada Görevli Değil (Non-executive )	Bağımsız üye (Independent director)	05/12/ 2014	<a href="https://www.kap.org.tr/tr/Bildirim/754322">https:// www.kap.org.tr /tr/Bildirim/ 754322</a>	Değerlendirildi (Considered)	Hayır (No)	Hayır (No)
MUHTEREM İNCE	İcrada Görevli Değil (Non-executive )	Bağımsız üye (Independent director)	30/12/ 2016	<a href="https://www.kap.org.tr/tr/Bildirim/754322">https:// www.kap.org.tr /tr/Bildirim/ 754322</a>	Değerlendirildi (Considered)	Hayır (No)	Hayır (No)
SİNAN AKSU	İcrada Görevli Değil (Non-executive )	Bağımsız üye (Independent director)	31/08/ 2018	<a href="https://www.kap.org.tr/tr/Bildirim/754322">https:// www.kap.org.tr /tr/Bildirim/ 754322</a>	Değerlendirildi (Considered)	Hayır (No)	Hayır (No)
MUSTAFA LEVENT SUNGUR	İcrada Görevli Değil (Non-executive )	Bağımsız üye değil (Not independent director)	30/04/ 2019	-	Değerlendirilmedi (Not considered)	Evet (Yes)	Hayır (No)

## 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)	170
Director average attendance rate at board meetings	% 100
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	Investor Relations / Activity Reports
Number of maximum external commitments for board members as per the policy covering the number of external duties held by directors	<p>The Board members allocate sufficient time to company activities. If a board member is a manager or board member at another company or provides consultancy services to another company, it is essential that such situation does not cause a conflict of interest or hinders that member's duties at the Company. When members can take another duty or duties outside the Company are determined or limited by the CMB communiques and the TTC provisions. The duties and transactions that can be carried out by Board members outside the Company are stated in Article 22 of the Company's Articles of Association as follows: Shareholders, Board members, senior executives and their spouses and second</p>

	degree relatives by blood or marriage who has control of the Company management should receive the General Assembly's prior approval to be able to carry out transactions that can cause conflict of interest with the Company or its subsidiaries and the Assembly should be informed about such transactions.
<b>4.5. Board Committees</b>	
Page numbers or section names of the annual report where information about the board committees are presented	Corporate Governance Principles / Operating Principles of the Board of Directors
Link(s) to the PDP announcement(s) with the board committee charters	<a href="https://www.kap.org.tr/tr/Bildirim/199763">https://www.kap.org.tr/tr/Bildirim/199763</a> ; <a href="https://www.kap.org.tr/Bildirim/265751">https://www.kap.org.tr/Bildirim/265751</a>

#### 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
Denetim Komitesi (Audit Committee)		Havvanur YURTSEVER	Evet (Yes)	Yönetim kurulu üyesi (Board member)
Denetim Komitesi (Audit Committee)		Ertan KELEŞ	Hayır (No)	Yönetim kurulu üyesi (Board member)
Denetim Komitesi (Audit Committee)		Sinan AKSU	Hayır (No)	Yönetim kurulu üyesi değil (Not board member)
Kurumsal Yönetim Komitesi (Corporate Governance Committee)		Muhterem İNCE	Evet (Yes)	Yönetim kurulu üyesi (Board member)
Kurumsal Yönetim Komitesi (Corporate Governance Committee)		Ertan KELEŞ	Hayır (No)	Yönetim kurulu üyesi (Board member)

Kurumsal Yönetim Komitesi (Corporate Governance Committee)		Hakan AKBULUT	Hayır (No)	Yönetim kurulu üyesi (Board member)
Ücret Komitesi (Remuneration Committee)		Muhterem İNCE	Evet (Yes)	Yönetim kurulu üyesi (Board member)
Ücret Komitesi (Remuneration Committee)		Ertan KELEŞ	Hayır (No)	Yönetim kurulu üyesi (Board member)
Ücret Komitesi (Remuneration Committee)		Hakan AKBULUT	Hayır (No)	Yönetim kurulu üyesi (Board member)
Aday Gösterme Komitesi (Nomination Committee)		Muhterem İNCE	Evet (Yes)	Yönetim kurulu üyesi (Board member)
Aday Gösterme Komitesi (Nomination Committee)		Ertan KELEŞ	Hayır (No)	Yönetim kurulu üyesi (Board member)
Aday Gösterme Komitesi (Nomination Committee)		Hakan AKBULUT	Hayır (No)	Yönetim kurulu üyesi (Board member)
Riskin Erken Saptanması Komitesi (Committee of Early Detection of Risk)		Havvanur YURTSEVER	Evet (Yes)	Yönetim kurulu üyesi (Board member)
Riskin Erken Saptanması Komitesi (Committee of Early Detection of Risk)		Ertan KELEŞ	Hayır (No)	Yönetim kurulu üyesi (Board member)
Riskin Erken Saptanması Komitesi (Committee of Early Detection of Risk)		Mustafa Levent SUNGUR	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)	Corporate Governance Principles- Operating Principles of the Board of Directors
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 )	Corporate Governance Principles- Operating Principles of the Board of Directors
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)	Corporate Governance Principles- Operating Principles of the Board of Directors
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 )	Corporate Governance Principles- Operating Principles of the Board of Directors
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)	Corporate Governance Principles- Operating Principles of the Board of Directors
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)	2019 Activity Results
Specify the section of website where remuneration policy for executive and non-executive directors are presented.	Investor Relations / Corporate Governance Information / Remuneration Policy
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)	Corporate Governance Principles- Structure and Formation of Board of Directors

### 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
Denetim Komitesi ( Audit Committee)		% 100	% 50	4	4
Kurumsal Yönetim Komitesi ( Corporate Governance Committee)		% 50	% 33	0	0
Aday Gösterme Komitesi ( Nomination Committee)		% 50	% 33	2	2
Riskin Erken Saptanması Komitesi ( Committee of Early Detection of Risk)		% 67	% 33	12	12
Ücret Komitesi ( Remuneration Committee)		% 50	% 33	2	2