



**KIZILBÜK GAYRİMENKUL YATIRIM ORTAKLIĞI A.Ş.  
INTERIM ACTIVITY REPORT OF THE BOARD OF  
DIRECTORS FOR THE PERIOD 30.03.2021 – 31.12.2021**

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## 1. COMPANY PROFILE

### 1.1. COMPANY INFORMATION

Kızılıbük Real Estate Investment Trust (REIT) was established through the partial demerger of Sinpaş REIT on March 30, 2021 with the purpose to invest in real estates, capital market instruments based on real estate, real estate projects and rights based on real estate.

Kızılıbük REIT, leveraging from the experience, expertise and strength of Sinpaş of nearly a half century in the development of real estate projects, aims to build its brand name both in Turkey and internationally and to develop a chain of wellness centers with its investments in a mixture of Thermals, vacation ownership, Hotels, Thermal SPAs, which are all subsets of a niche market.

The most important and currently the first investment of Kızılıbük REIT is the Kızılıbük Thermal Wellness Report project which is located in Marmaris İçmeler, at the point where the Aegean and Mediterranean seas merge into one, a unique and one of the most important holiday destinations in Turkey.

This unique mix-use project developed on a plot of land of 173 dunams (1 dunam is approximately 918, 40 square meters) features timeshare properties in various sizes, a 5-star resort hotel with a capacity of 205 rooms, 2 private dining restaurants and one main restaurant, a Thermal SPA, a Shopping Mall, indoor and outdoor Aquapark pools, adventure park, conference and meeting rooms and a health center. The project has been designed to provide uninterrupted and continuous services throughout the entire year.

The timeshare units that were developed within the scope of the project have been offered for sale on a timeshare basis for 48 months. The parcels of land on which the timeshare units were developed within the scope of the project are owned by Kızılıbük REIT and the timeshare ownership of the timeshare units sold are transferred to those customers who buy a timeshare unit by transferring the title of the relevant timeshare unit. On the other hand, the Company plans to rent the timeshare units that have not been sold yet and that still remained in the inventory to customers on a daily, weekly or monthly basis or for some longer period. However, the Company does not plan to sell trading areas that were developed within the scope of the project such as the Hotel, thermal SPA, Aquapark and other areas of a similar character or type. The Company will continue to hold these types of trading areas in its portfolio for the purpose of obtaining rental income and operating income.

From an organizational point of view, the Company carries out and performs the fundamental functions such as Management, Project Development, Budget Planning, Procurement, Sales-Marketing and Financial Affairs with its own resources and staff whereas it prefers to outsource other functions.

The Company's contact details are as follows:

|   |   |
|---|---|
| Trade Name of the Company:                  | Kızılıbük Gayrimenkul Yatırım Ortaklığı A.Ş.  |
| Trade Registration Number:                  | 302819-5  |
| Address of the Principal Place of Business: | Sinpaş Plaza, Dikilitaş Mahallesi, Yenidoğan Sokak,<br>No: 3/1-1 Beşiktaş -İstanbul |
| Phone No:                                   | + 90 212 3102700  |
| Corporate Website:                          | <a href="http://www.kizilbugyo.com">www.kizilbugyo.com</a>                          |

## 1.2. HISTORY

Kızılıbük GYO (Real Estate Investment Trust [ REIT]) was established through the partial demerger of Sinpaş REIT on March 30, 2021.

Through this partial demerger, the parcels of land located at the İçmeler Neighborhood, District of Marmaris in the Province of Muğla and on which the Kızılıbük Project named “Marmaris Kızılıbük Thermal Wellness was developed and other assets and liabilities have been transferred to by Sinpaş REIT to Kızılıbük REIT.

The net book value of the assets and liabilities that were transferred by way of the partial demerger was 230.498.169,32 TL, and furthermore Sinpaş RIET invested an amount of 9.501.830,68 TL in cash into the newly established company as capital. Accordingly, Kızılıbük REIT was established with a share capital of 240.000.000 TL which is wholly owned by Sinpaş REIT.

Following its establishment, the preparation of the IPO (Initial Public Offering) process of Kızılıbük REIT was completed and, in this context, an application was made to Capital Markets Board (“CMB”) on 28<sup>th</sup> May 2021 for initial public offering 60.000.000 shares corresponding to 25 % of the total share capital of Kızılıbük REIT amounting to 240.000.000 TL consisting of 240.000.000 shares, which are all owned by Sinpaş REIT. The approval by the Capital Markets Board for the initial public offering of Kızılıbük REIT as a result of the investigations conducted by the CMB and was published and announced in the bulletin of the Board, no 2021/36, dated July 14, 2021. The book-building process for the initial public offering of the shares of Kızılıbük REIT, which are all owned by Sinpaş REIT was carried out and completed in the period between 04-05 and 06 August 2021, and started to be traded on BIST with a free float rate of 25 %.

## 1.3 SHARE CAPITAL AND SHAREHOLDING STRUCTURE

The authorized share capital of the Company is 1.000.000.000 and its current share capital amounts to 240.000.000 TL.

The shareholding structure of the Company as of the date of the activity report is as follows:

| Shareholder                               | Group of Shares | Amount of Shares (TL) | Percentage     |
|---|-----------------|-----------------------|----------------|
| Sinpaş Gayrimenkul Yatırım Ortaklığı A.Ş. | A               | 1.000.000             | 82,30%         |
|   | B               | 196.500.000           |                |
| Avni Çelik                                | B               | 7.334.160             | 3,06%          |
| Others                                    | B               | 35.165.840            | 14,64%         |
| <b>TOTAL</b>                              |                 | <b>240.000.000</b>    | <b>100.00%</b> |

Group (A) shares have the privilege to nominate the candidates to the Board of Directors. All candidates to the Board of Directors are nominated by the Group (A) shareholders and are elected at the General Assembly from among the candidates nominated by the Group (A) shareholders.

## 1.4 BOARD OF DIRECTORS

The Board of Directors of Kızılıbük GYO is composed of 6 members, two of these members serve as independent members. The board members do not have specific duties individually assigned to them. The board members and their biographies are as follows:

| Yönetim Kurulu    | Unvanı                     | Bağımsız Üye | Görev Yetki Süresi |
|-------------------|----------------------------|--------------|--------------------|
| Avni Çelik        | Chairman of the Board      | No           | 30.03.2024         |
| Ahmet Çelik       | Vice Chairman of the Board | No           | 30.03.2024         |
| Mehmet Çelik      | Member of the Board        | No           | 30.03.2024         |
| Mahmut Sefa Çelik | Member of the Board        | No           | 30.03.2024         |
| Bekir Uzun        | Member of the Board        | Yes          | 30.03.2024         |
| Osman Nuri İnceöz | Member of the Board        | Yes          | 30.03.2024         |

### Dr. Avni Çelik, Chairman of the Board



He was born in 1950 in Çorum. He was graduated from the Civil Engineering Department of the State Academy of Architecture and Engineering. In 1974, he established the Sahil İnşaat ve Pazarlama A.Ş, namely Sinpaş. He made investments in industry, service, construction and energy sectors besides real estate. Today he is managing one of the Turkey's leading institutions Sinpaş Holding with over 33 subsidiaries and 2,000 employees. Dr. Avni Çelik who is the Chairman of the High Advisory Board of GYODER, Council member of Istanbul Chamber of Commerce and the Chairman of the Board of Trustees of İstanbul Commerce University also serves as the president of several professional association and foundation.

### Amet Çelik, Vice Chairman of the Board



Ahmet Çelik was born in 1962 in Alaca, Çorum and graduated from the Public Management Department of the Faculty of Economics and Administrative Sciences of Gazi University in 1988. From 1987 to 1990 he served at the accounting department of Sinpaş Yapı A.Ş and between 1992-2001 he worked as the Chief Manager and Vice General Manager in the purchasing department of the company. During 2001 – 2007, besides holding office as the Vice General Manager he also performed the duty of the Board Member in group companies. In 2007 he was assigned as the General Manager of Sinpaş Yapı A.Ş. and since 2013 he has been working as the Vice Chairman of the group companies. Ahmet Çelik has also been a Board member of İstanbul Chamber of Commerce since 2009. Furthermore, he is still holding the offices of the Committee Head and Member of the Earth Sector, Construction Expert Committee Member of İstanbul Chamber of Commerce, Member of the Board of Trustees of Boğaziçi Foundation where he served as the Chairman between 2008 -2014. Also, he has been serving as the Chairman of Alaca Education and Culture Foundation and Vice Chairman of Konutder Association since 2011. Ahmet Çelik is also a Congress member of Fenerbahçe Sports Club.

### Fatih Kıvanç, Member of the Board



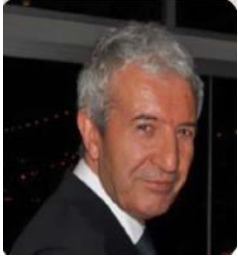
Fatih Kıvanç was born in 1972 in Adana. He was graduated from the Faculty of Economics and Administrative Sciences of Marmara University and he received his Master's degree in Business Administration at the University of North Carolina. He has been holding the office of Vice General Manager in charge of Marketing in Kıvanç Textile company since 1997 and also serving as a Board Member of Acıbadem Schools, Boğaziçi Foundation and Darende Education and Culture Foundation from 2007 to today. Having been a member of the Corporate Governance Association of Turkey, Osmanbey Textile Businessmen and the Turkish Clothing Manufacturers' Association, he is also a Board member of Sinpaş Group Companies. Fatih Kıvanç has been serving as a Board Member of Sinpaş GYO since June, 2020.

### **Mahmut Sefa Çelik, Member of the Board**



Mahmut Sefa Çelik was born in 1975 in Ankara. He was graduated from Kabataş High School in 1993 and received his bachelor's degree in Civil Engineering from Yıldız Technical University in 1998. He worked as the construction supervisor of Sinpaş Aqua City Project between 1999 to 2001, as the Deputy Foreign Trade Manager in Seranit Granit Seramik San. A.Ş. between 2004-2005 and the manager of several expansion investments at the Seranit Bilecik Factory from 2004 to 2005. In 2005, Mahmut Sefa Çelik was assigned as the Vice General Manger in charge of Project Planning and ministrative Leave Processes at Sinpaş Head office in İstanbul. Since then, he served and has been serving in several positions including a Board Member of a Sinpaş Holding company Saf GYO A.Ş., General Manager of Servet GYO A.Ş., Board Member of Batı Ege Gayrimenkul A.Ş., Board Member of Oswe Real Estate Gmbh, Executive Board Member of Kat Gayrimenkul Geliştirme A.Ş. and Board Member of Ottoman Gayrimenkul Yatırımları A.Ş. Mahmut Sefa Çelik has been holding offices of the Board Member of Sinpaş GYO since 2018 and the General Manager and Board Member of Kızılıbük Gayrimenkul Yatırım Ortaklığı A.Ş. since February 2021.

### **Bekir Uzun, Independent Member of the Board**



He was born in 1951 in Alaca, Çorum. Having completed his primary education in the town where he was born, and the secondary education at Ankara Hasanoğlan Atatürk Teacher Training School and İstanbul Çapa Higher Teacher Education School, Bekir Uzun was graduated from the Law School of İstanbul University in 1974. He worked as a self-employed attorney in İstanbul from 1975 to 1981. In 1982 he joined the Union of Soil, Ceramic, Cement and Glass Industry Employers as a consultant solicitor where he served as the Secretary General from 1983 to March 2016. He resigned his office in March 2016. Currently he makes his living as a freelance counselor.

### **Osman Nuri İnceöz, Independent Member of the Board**



He was born in 1961 in Zile, Tokat. Having completed his primary and secondary education in Zile, and high school education at the İstanbul Kuleli Military High School he was graduated from Gülhane Military Medical Academy (GATA) in 1986. He received specialist training in internal medicine. He served as a military doctor at the Turkish Armed Forces till 2005 when he retired at the rank of colonel. He has been working as an internal medicine specialist at Memorial Şişli Hospital in İstanbul since 2006. He is married with 2 children and has a good command of English.

#### **1.4.1 COMMITTEES OF THE BOARD OF DIRECTORS**

| <b>Committees</b>              | <b>Chairman</b> | <b>Member</b>     |
|--------------------------------|-----------------|-------------------|
| Audit Committee                | Bekir Uzun      | Osman Nuri İnceöz |
| Corporate Governance Committee | Bekir Uzun      | Osman Nuri İnceöz |
| Early Risk Detection Committee | Bekir Uzun      | Osman Nuri İnceöz |

#### **1.4.2 OPERATING PRINCIPLES OF THE BOARD OF DIRECTORS**

The agenda of the Board of Directors shall be determined by the approval of the Chairman of the Board of Directors. The members are called to the board meetings within a reasonable time in advance of the meetings, being informed of the date and agenda of the relevant meeting.

In the 2021 reporting period, the Board of Directors for a total of 24 meetings. All resolutions at the meetings of the Board of Directors were adopted by unanimity of the votes cast by the members of

the Board of Directors, present at the relevant meeting. In principle, the final resolutions at the meetings of the Board of Directors are taken considering the questions directed and different opinions expressed by the members of the Board of Directors at these meetings. The members of the Board of Directors have no weighted voting privileges and/or negative veto power. Furthermore, in the case where specific decisions pertaining to transactions with related parties as defined in the relevant legislation of Capital Markets Board are not adopted by the Board of Directors by unanimity of the votes cast by the members of the Board of Directors, present at the relevant meeting, then the relevant specific decision shall be required to be disclosed to public together with the reasons for the relevant decision within the framework of regulations of the Capital Markets Board relating to public disclosure of material events, and in addition, it must be included in the agenda of the next meeting of the General Assembly of Shareholders, and the shareholders must be informed thereabout. Moreover, no administrative and/or judicial sanctions were imposed upon or enforced against the Company or any of its members of the Board of Directors on the grounds of being engaged in any act or practice which is contrary to or violation of the provisions of the applicable legislation.

On the other hand, it is planned to take out an insurance policy to protect the Company against damages that may be caused by the members of the Board of Directors during the discharge of their duties and it has been incorporated into the program, but the process has not been completed yet.

## **1.5 GENERAL ASSEMBLY**

The Extraordinary General Assembly for 2021 was held on Wednesday, June 09, 2021 at 02:00 PM at the headquarters of the Company. The meeting minutes of the General Assembly meeting are as follows.

### **THE MINUTES OF THE EXTRAORDINARY GENERAL ASSEMBLY MEETING OF KIZILBÜK GAYRİMENKUL YATIRIM ORTAKLIĞI ANONİM ŞİRKETİ FOR 2021 HELD ON JUNE 09, 2021 AT 02:00 PM**

The Extraordinary General Assembly Meeting of KızılbüK Gayrimenkul Yatırım Ortaklığı for 2021 was held on June 09, 2021 at 02:00 PM at the headquarters of the company located at Dikilitaş Mah, Yenidoğan Sokak, Sinpaş Plaza, No: 36/1-1 Beşiktaş- İstanbul under the supervision of Mrs. Nevin OKTAY, a Representative of the Ministry appointed by virtue of the letter no E-90726394 431.03-00064525559, dated 08/06/2021 of the Republic of Turkey İstanbul Provincial Directorate of Trade.

Upon examination of the attendees' list of this Extraordinary General Assembly Meeting which was convened without any notice of meeting or prior call pursuant to the provisions of article 416 of the Turkish Commercial Code it was understood that shareholders holding a total of 240.000.000 shares corresponding to the Company's total share capital amounting to 240.000.000 TL attended the meeting, in person, and therefore it was determined that the minimum meeting quorum provided for both in the Law and the Company's Articles of Association was met and consequently the meeting was opened by Ahmet Çelik, the Chairman of the Board of Directors and the meeting proceeded to discuss the issues on the agenda.

#### **1. IT WAS UNANIMOUSLY RESOLVED TO ELECT:**

Mahmutsefa Çelik as the PRESIDING OFFICER to chair the meeting

Kenan Even Karakaya as the VOTE COLLECTOR

Mehmet Köşek as the MEETING SECRETARY

2. It was unanimously resolved to grant authorization to the presiding committee to sign the minutes of meeting on behalf of the shareholders present at the meeting.

3. The proposal for election and appointment of Güreli Yeminli Mali Müşavirlik ve Bağımsız Denetim Hizmetleri A.Ş. registered with the İstanbul Trade Registry Office under trade registration number 206580 with Central Registration (MERSIS) Number 0443002859800014 as the independent auditor for a period of one year to audit the

financial statements for 2021 was submitted to the approval of the General Assembly. This proposal was adopted by the General Assembly by unanimous vote of the shareholders present.

4. The proposal to set an upper limit for donations to be made in 2021 at 1 % (one percent) of the total assets of the Company presented in the financial statements for the year ended March 31, 2021. This proposal was adopted by the General Assembly by unanimous vote of the shareholders present.
5. The proposal for payment of an attendance fee of 6.000 TL, gross to the Chairman of the Board of Directors and 3.000 TL, gross, to each Director on the Board was submitted to the approval of the General Assembly. The proposal was unanimously adopted.
6. The Remuneration Policy developed by the Board of Directors was submitted to the approval of the General Assembly. The Remuneration Policy was unanimously approved.
7. The Internal Directive on the Working Principles and Procedures of the General Assembly was read at the General Assembly, opened for discussion and submitted to the approval of the General Assembly. The Internal Directive was adopted and approved by the General Assembly by unanimous vote of the shareholders present, and the Internal Directive was attached to the meeting minutes.
8. No one took the floor on the agenda item under the heading "wishes and requests".
9. It was unanimously resolved to adjourn the meeting as there were no further items for discussion.

#### **1.5.1 DECLARATION OF INDEPENDENCE BY INDEPENDENT DIRECTORS**

*I hereby declare that I satisfy the following requirements and independence criteria set out by the Capital Markets Board for independence directors within the framework of article 4.3.6 of the Annex to the Communiqué on Corporate Governance Serial No II- 17.1, and in this regard, I am a candidate for the election of independent directors to be made in the General Assembly of Kızılbük Gayrimenkul Yatırım Ortaklığı A.Ş. to be held in 2021.*

*Not to have a relationship in terms of employment at an administrative level to take upon significant duty and responsibilities within the last five years, not to own more than 10 % of the capital or voting rights or privileged shares either jointly or solely or not to have established a significant commercial relation between the Company, other entities and companies on which the Company holds the control of management or significant effect and shareholders who hold control of management of the Company or have significant effect on the Company and legal entities on which these shareholders hold control of management and himself/herself, his/her spouse and his/her relatives by blood or marriage up to second degree (significance of the significant commercial relationship for either the candidate for independent director or the company would be sufficient to deem that there is a significant commercial relationship between the parties)*

*Not to have worked or served as an employee at an administrative level to assume significant duty and responsibilities or as a member of the board of directors within the last five years in companies that carries out and/or provide services to support certain activities and organizations of the Company, in whole or in part, within the framework of contracts concluded between the company and these service provider companies, in particular in the fields of audit (including tax audit, statutory audit, internal audit), rating and consulting of the Company;*

*Not to have been a partner or shareholder (with a stake of 10% or more) or have worked or served as an employee at an administrative level to assume significant duty and responsibilities or as a member of the board of directors within the last five years in companies that provide services and products to the Company in significant volumes;*



*To have professional education, knowledge and experience to allow him/her to duly and properly fulfill the duties assigned for being an independent director;*

*Not to work or serve as a full-time employee in public agencies, organizations and institutions except being an academic member at universities provided that it complies with the relevant legislation;*

*To be deemed to reside in Turkey according to the Income Tax Law;*

*To have appropriate and strong ethical standard, professional reputation and experience to help him/her to positively contribute to the activities and operations of the Company, to maintain his/her impartiality and objectivity in conflicts of interests between the shareholders of the Company and to freely make decisions taking into account the rights of stakeholders;*

*To be able to spare a sufficient time for the activities of the Company to help him/her to closely monitor the operation of the Company's activities and to duly and properly perform and fulfill the requirements of his/her tasks and duties in an accurate, timely and complete manner;*

*There are no judicial and administrative sanctions imposed on him/her by the Board's Decision-Making Organ with regard to the decisions that he/she has made within the last 10 years acting as a member of board of directors as a result of the investigation by the Capital Markets Board;*

*Not to have been or have served as an executive member of the Company's Board of Directors for a period of more than six years within the last ten years. The same person can serve as an independent director in various companies operating under the roof of the holding company without any limitation on the number of companies. However, an independent director cannot be or serve as an independent director in the holding or group of companies for a period of more than six years within the last ten years.*

Osman Nuri Inceöz

Bekir Uzun

## **1.6 COMMITTEES AND WORKING PRINCIPLES**

### **1.6.1 DUTIES AND WORKING PRINCIPLES OF THE CORPORATE GOVERNANCE COMMITTEE**

The Corporate Governance Committee was established in April 3, 2021. The independent board member Mr. Bekir Uzun is the chairman of the committee and the independent board member Mr. Osman Nuri Inceöz is serving as a committee member.

The working principles of the Corporate Governance Committee are the following:

#### **The Corporate Governance Committee Regulation**

##### **OBJECTIVE**

The Corporate Governance Committee Regulation is developed in line with CMB's Legislation and the terms and conditions of Corporate Governance Principles to establish the Corporate Governance Committee with members from relevant departments for the purpose of monitoring the compliance of the Board with the Company's Corporate Governance Principles and making recommendations to the Board to improve corporate governance practices and to disclose the working principles of the committee.

##### **AUTHORITY AND SCOPE**

The committee in charge of corporate governance is established and authorized by the Board of Directors for the purpose of:

- Ensuring the development and implementation of Corporate Governance Principles within the organization
- Making remedial recommendations to the Board to improve corporate governance practices,
- Supervising the works of the shareholder relations department,
- By considering the Corporate Governance Principles Making proposals for the number of members and the election procedure of the Board of Directors; and on the structure and efficiency of the Board of Directors and committees established under it,

- Foreseeing and identifying potential risks that may endanger the business activities of the Company and setting an agenda for the Board focusing on taking measures to mitigate the negative effects of such risks,
- Determining the principles, criteria and practices to be used for the remuneration of the members of the Board of Directors and the managers who have administrative responsibilities taking into account the Company's long-term goals and developing a human resources and remuneration policy that covers all employees of the Company and overseeing the implementation of these principles,
- Within the framework of the remuneration policy, presenting proposals to the members of the Board of Directors regarding the wages to be paid to Board members and managers with administrative responsibility,
- Making annual assessment of corporate governance and submitting the reports on their activities and the Statement of Compliance with the Corporate Governance Principles to the approval of the Board of Directors.

The Committee operates under its own authority and responsibility and makes recommendations for the Board of Directors and if necessary, prepares a report and seeks the opinion of the Board of Directors, however the responsibility of final decision always belongs to the Board of Directors.

## **ORGANIZATION**

Duties, working principles, task fields and member composition of the committee are determined and announced by the Board of Directors.

The Committee in charge of Corporate Governance is composed of at least two members. The Chairman of the Committee is chosen among the independent members of the Board of Directors. The Chief Executive Officer or the General Manager should not hold a position at the Committee. If the Committee is composed of two members, then both of them; if it is composed of more than two members, then the majority of them are chosen among the members of the Board of Directors who do not have executive roles.

The Corporate Governance Committee convenes as specified by the relevant CMP principles and every time when it is needed upon the invitation made by the Chairman of the Committee. The committee reviews the Company's risk management systems at least once a year. The committees keep a written record of all the activities they undertake. The Committee further presents its reports covering information on its works and meeting results to the Board of Directors. The Committee may invite any managers whom it considers necessary to its meetings and may take their opinions.

## **DUTIES AND RESPONSIBILITIES**

### **Compliance to Corporate Governance Principles**

- The Committee ensures that the significance and benefits of Corporate Governance Principles are understood and adopted throughout the organization. It determines whether an efficient and effective "corporate governance culture" is established within the Company.
- The Committee makes recommendation to the Board of Directors on issues that the infrastructure for managerial applications aiming to increase the Company performance operates in a sound manner, is understood and accepted by the employees, and is supported by the management.
- The Committee undertakes other activities requested by the Board of Directors that would be considered within the scope of corporate governance.

- Offers suggestions to the Board of Directors in respect of implementing business matters that are beneficial for the Company and shareholders but not been put into practice yet.
- The Committee determines whether or not corporate governance Principles are being fully implemented by the company, if not, the reason thereof, and state any conflict of interests arising as a result of imperfect implementation of these Principles, and present remedial Principles to the board of directors.

### **Managerial Control**

- The Committee takes opinions of the management and related parties on the identification of areas that may constitute managerial risks and vulnerabilities and plans on the issue of overcoming the deficiencies.
- The Committee examines important complaints received by the partnership on management; ensures their closure and ensures the submission of the notifications of the employees on this issue to the management within the principle of confidentiality.

### **Public Disclosure**

- The Committee, by reviewing the activity report to be disclosed and the corporate website, revises whether the information exists therein are accurate and consistent.
- The Committee develops recommendations to ensure the disclosures are to be made in accordance the Capital Market Legislation and the information policy of the Company.

### **Compliance with Internal Regulations**

- The Committee ensures that internal regulations are available in writing and communicated with all employees.
- The Committee assesses whether the internal regulations and acceptable behavior patterns (Code of Conduct) are transferred to employees through an appropriate communication method by the Company management.
- The Committee assesses the activities carried by the management to monitor the compliance with internal regulations.
- The Committee supervises the compliance to internal regulations which prevent conflict of interest that may arise among members of the Board of Directors, managers and other employees, and of misuse of information with the capacity of business secrets.

### **Nomination**

- The Committee constitutes a transparent system for determination of candidates eligible for the board of directors and determines policies and strategies in this respect.

## **Investor and Shareholder Relations**

- The Investor Relations and Shareholder Relations Unit is established to maintain effective communication between the Company and investors and shareholders and to fully meet their requirements for right to information.
- The Investor Relations and Shareholder Relations Unit;
  - 1- Responds the information requests of stake holders and investors within the framework of legislation, articles of partnership, corporate governance principles and information policy,
  - 2- Organizes periodic investor contact meetings at home and abroad within the framework of corporate governance principles and information policy, and participates organized meetings,
  - 3- Carries necessary works for turning the company website into an active communication platform for domestic and foreign investors,
  - 4- Supervises and monitors the process with regard to public disclosure is realized in accordance with the legislation,
  - 5- Ensures sound, reliable and up-to date keeping of the records concerning shareholders,
  - 6- Ensures that activity reports are prepared as specified in the relevant legislation and the CMB Corporate Governance Principles,
  - 7- Follows up to ensure that General Assembly meetings are duly convened,
  - 8- Prepares the documents which will be presented to shareholders in General Assembly,
  - 9- Undertakes necessary works to make sure that minutes of meetings are recorded properly.

## **Risk Management**

- The Corporate Governance Committee besides monitoring the management of Operational and Financial Risks by the relevant departments of the Company it undertakes operations to identify risks that may occur and to guide the managers of the relevant departments and Internal control operations accordingly. And when necessary, the Committee issues a warning for the purpose of identifying, computing, analyzing, monitoring and reporting and mitigating controllable and uncontrollable risks that the Company may encounter.
- The Committee determines the risk management policy and procedures based on the risk management strategies and in line with the opinion of the Board of Directors and ensures that the policy is implemented and complied with.
- Participates in the design, selection, implementation and preapproval process of risk measurement model which is the fundamental instrument of the risk management process, regularly reviews the model and makes the necessary changes to the model by conducting scenario analysis.
- When necessary, it takes information, opinion and report from relevant departments to ensure that risk monitoring function is properly performed.
- The Committee reviews the risks identified in the annual reports of the Company developed in compliance with the financial reporting standards accepted by the Capital Market Board.

## **Other Responsibilities**

- The Committee follows the developments in the field of corporate governance and researches their effects on the Company management,
- The Committee undertakes other activities requested by the Board of Directors that would be considered within the scope of corporate governance,
- The Committee may initiate special investigations when deemed necessary and benefit from independent expert opinions on matters they consider relevant to their activities,
- The Committee offers suggestions regarding the number of board members and executives.

## **1.6.2 DUTIES AND WORKING PRINCIPLES OF THE AUDIT COMMITTEE**

The Corporate Audit Committee of our Company was established in April 3, 2021. The independent board member Mr. Bekir Uzun is the chairman of the committee and the independent board member Mr. Osman Nuri İnceöz is serving as a committee member.

The working principles of the Corporate Audit Committee are the following:

### **Audit Committee Regulation**

#### **OBJECTIVE**

The objective of the Audit Committee Regulation is to determine the formation, responsibilities and duties of the Audit Committee with members to be appointed among Board members to perform supervision and audit functions by the Board of Directors within the framework of the regulations, provisions and principles included in the Capital Market Legislation and Corporate Governance Principles of the Capital Market Board.

#### **AUTHORITY AND SCOPE**

The Committee in charge of audit is established and authorized by the Board of Directors of the Company. The Committee operates under its own authority and responsibility and makes recommendations for the Board of Directors; however, the responsibility of final decision always belongs to the Board of Directors.

#### **ORGANIZATION**

The Committee in charge of audit is composed of at least two members. If the Committee is composed of two members, then both of them; if it is composed of more members, then the majority of them are chosen among the members of the Board of Directors who do not have executive roles.

The Committee in charge of audit in principle convenes at least 4 times every three months each year. All works undertaken by the Committee in charge of audit are put in writing and recorded. The Committee presents its reports covering information on its works and meeting results to the Board of Directors.

## **DUTIES AND RESPONSIBILITIES**

### **Financial Statements and Public Disclosure**

- The audit committee should supervise whether or not periodic financial statements including footnotes are prepared in accordance with the current legislation and international accounting standards,
- The audit committee, together with the external audit company, reviews the changes introduced in the accounting policies, international accounting standards and the legislation that may substantially affect financial tables and operations of the company.
- The Committee in charge of audit, by reviewing the activity report to be disclosed to public revises whether the information exists therein are accurate and consistent compared with the information possessed by the committee.

### **Independent Audit Company and Rating Agency**

- Appointment of the external audit company and the services to be provided thereby should only be submitted to the board upon the preliminary approval by the audit committee.
- The audit committee assesses whether or not there exist any issues that may jeopardize the independence of the audit company and the performance of auditors.
- The committee ensures that all issues detected during and as a result of the audit conducted by the independent auditing company and the suggestions for the resolution thereof are submitted to the committee in charge of audit in a timely manner and discussed accordingly.
- The committee is entitled to appoint the Corporate Governance Rating and Credit Rating agencies and to initiate the rating process by concluding agreements.

### **Internal Audit**

- The audit committee ensures that necessary measures are taken to perform internal audit duties in a transparent manner.
- The committee provides information and offers suggestions to the Board of Directors about the efficiency of the systematic operating process of the internal audit department and issues that are restricting or preventing the activities of internal auditors.
- The committee ensures that all issues detected during and as a result of the audit conducted by the internal audit department and the suggestions for the resolution thereof are submitted to the committee in charge of audit in a timely manner and discussed accordingly.

### **Compliance with Regulations Prescribed by Law**

- It controls whether or not periodic financial statements including footnotes are prepared in accordance with the current legislation and in-house regulations.
- The audit committee reviews the results of audits and investigations conducted by regulatory authorities and provides information and offers suggestions to the Board of Directors.
- The audit committee scrutinizes full compliance with the in-house regulations and policies which aim to avoid any possible conflicts of interests that may arise among members of the board, the executives and other employees of the company and to prevent abuse of confidential information.

### **1.6.3 DUTIES AND WORKING PRINCIPLES OF THE EARLY RISK DETECTION COMMITTEE**

The Early Risk Detection Committee of our Company was established in April 3, 2021. The independent board member Mr. Bekir Uzun is the chairman of the committee and the independent board member Mr. Osman Nuri İnceöz is serving as a committee member.

The working principles of the Early Risk Detection Committee are the following:

#### **Early Risk Detection Committee Regulation**

##### **OBJECTIVE**

The objective of the Early Risk Detection Committee Regulation is to determine the formation and operating structure of the Early Risk Detection Committee with members to be appointed among Board members to perform early identification of risks that would endanger the presence, development and continuity of the business of Kızılbük Gayrimenkul Yatırım Ortaklığı A.Ş, and implementation of necessary measures with regard to identified risks, and managing the risks within the framework of the regulations, provisions and principles included in the Capital Market Legislation and Corporate Governance Principles of the Capital Market Board.

##### **AUTHORITY AND SCOPE**

The committee notifies the Board of Directors in writing of its assessments and suggestions about issues that fall under the activities listed in the duties and responsibilities section. The committee is entitled to invite any employee of the Company to the committee meetings and to obtain their opinions. The committee is also entitled to obtain opinions of the independent experts as it deems necessary regarding its operations. The board of directors shall provide all necessary sources and assistance to the audit committee for its duties to be performed.

##### **ORGANIZATION**

The Early Risk Detection Committee is composed of at least two members. The chairman of the committee is elected from among independent members of the Board. The Chairman of the Board or the General Manager may not hold a position at the Committee. If the Committee is composed of two members, then both of them; if it is composed of more members, then the majority of them are chosen among the members of the Board of Directors who do not have executive roles.

The Early Risk Detection Committee convenes at least six times a year but the interval between consecutive meeting should not exceed three months. All works undertaken by the Committee are put in writing and recorded. The Committee presents its reports covering information on its works and meeting results to the Board of Directors.

##### **DUTIES AND RESPONSIBILITIES**

The duties and responsibilities of the committee are the following:

- To carry out activities for early identification of risks that would endanger the presence, development and continuity of the business of the Company and implementation of necessary measures with regard to identified risks, and managing the risks.
- To determine the opportunities that will increase the profitability and the effectiveness of business operations of the Company, to ensure that necessary activities are carried out for

implementing the determined opportunities and reporting to the Board of Directors in a timely manner.

- To determine the risk management policy and procedures based on the risk management strategies and in line with the opinion of the Board of Directors and to ensure that the policy is implemented and complied with.
- To take information, opinion and report from relevant departments if deemed necessary to ensure that risk monitoring function is properly performed.
- To review and report the risks identified in the annual reports of the Company developed in compliance with the financial reporting standards accepted by the Capital Market Board.
- To establish effective internal control systems for identifying, evaluating, monitoring and managing risk factors and opportunities that may affect the achievement of business objectives of the Company within the scope of corporate risk management approach.
- To integrate risk management and internal control systems to the corporate structure of the Company and monitor their effectiveness.
- To measure and use in decision-making mechanisms all risk factors and opportunities identified by the risk management and internal control systems of the Company by applying appropriate controls and to report such risk factors and opportunities to the Board of Directors.
- To undertake other activities requested by the Board of Directors that would be considered within the scope of risk identification and management.

To undertake other duties as may be prescribed by the Capital Market Board regulations and the Turkish Commercial Code.

## **1.7. CORPORATE GOVERNANCE PRINCIPLES COMPLIANCE REPORT**

Our Company takes utmost care to comply with the Corporate Governing Principles prepared and issued by the Capital Markets Board. Our Company has always been complying with the mandatory principles set forth in the Communiqué on Corporate Governance and has been carefully applying all mandatory principles. On the other hand, our Company mostly complies with the non-mandatory principles of the Corporate Governance. The Corporate Governance Principles Compliance Report will be published on the Public Disclosure Platform (PDP) at <https://www.kap.org.tr/tr/Bildirim/1002867> and <https://www.kap.org.tr/tr/Bildirim/1002868>

## **1.8. PROFIT DISTRIBUTION POLICY**

The Company's profit distribution policy is as follows.

Our Company distributes profit in accordance within the framework of the relevant provisions of the Turkish Commercial Code, Capital Markets legislation, Tax Legislation, other relevant applicable laws and regulations and relevant articles of the Company's Articles of Association. In determination of the profit distribution, amendments, revisions and developments in the relevant communiqués, our long term strategy, our company's capital requirements, investment and financing policies, profitability and cash position are taken into consideration.

The decision of profit distribution and annual dividend payment is subject to a proposal to be submitted to the approval of the General Assembly every year by the Board of Directors. In this context, the Board of Directors may decide whether or not to propose the distribution of profits with



the total amount of dividends, and the shareholders may accept or reject this proposal through the general assembly.

In the case where the Board of Directors decides to distribute the profit, in accordance with the Capital Markets Legislation and other relevant legislation, a minimum 20% of the "distributable profit for the period" calculated based upon the net profit for the period presented in the financial statements that are prepared within the framework of the Capital Markets Legislation and independently audited is distributed in cash or as bonus shares. The dividend to be distributed in accordance with the decision to be taken in the General Assembly may be fully in cash or as bonus shares, or partially in cash and partially as bonus shares.

Upon the proposal of the Board of Directors, the General Assembly may determine the dividend distribution date, provided that the profit distribution is made on a date before the last day of the accounting period, in which the general assembly that decided to distribute profit, is held. Dividends shall be distributed equally to all of the shares existing as of the date of distribution pro rata their shares in capital, regardless of their dates of issuance and acquisition.

In principle, our Company does not pay dividends, in advance.

In the case where the Board of Directors proposes to the General Assembly to distribute dividends below the rate specified above or not to distribute dividends, the grounds on which the ground is based should be explained to the shareholders.

## **1.9 REMUNERATION PRINCIPLES OF THE MEMBERS OF THE BOARD OF DIRECTORS AND SENIOR EXECUTIVES**

### **Board of Directors**

Attendance fees are paid to the members of the Board of Directors. The attendance fees to be paid to the members of the Board of Directors are determined based on the performance and success of the Company by also taking into account the macroeconomic developments and in a manner to be responsive to the market, and the policies regulating the remuneration principles of the members of the Board of Directors shall take effect upon their approval by the General Assembly and shall be revised by the resolution of the General Assembly to that effect.

### **Senior Executives**

The Company pays competitive remuneration to its senior executives in a manner to be responsive to the market. The Company promotes pay equality between comparative work and jobholders. In wage increases, certain factors including but not limited to performances of senior executives, their efforts to develop themselves, industry averages and the inflation rate are taken into account. The senior executives get paid 12 months a year, and wage increase is made once a year.

## **1.10 DONATION POLICY**

Our Company may grant donations and contributions to public benefit foundations, foundations and associations, public organizations and institutions, municipalities, villages, universities, organizations and institutions, educational institutions and students who carry out scientific research and development activities, and as a consequence of the occurrence of natural disasters such as earthquake, flood, frost, etc. to the relevant public institutions, special provincial administration and Red Crescent and other organizations of a similar nature in the affected region or area.

The Board of Directors shall prepare and submit its proposal for the upper limit of the donations and contributions to be made to the approval of the General Assembly at the annual general assembly meetings, and the upper limit of the donations and contributions shall be determined by the General Assembly.

At the annual ordinary general assembly meetings held to discuss the results at the end of the financial year, the shareholders are provided with information about the donations and contributions made during the financial year, in question.

## **1.11 INVESTMENT STRATEGY**

The foremost strategy of our Company is to timely complete the development of Kızılıbük Thermal Wellness Resort, for the present, our very first emerging project, and to put the project into service and the Thermal Wellness Resort into operation in a timely manner according to the priorities, deadlines and established schedules for progress and completion of the project achieving the planned targets on schedule for the sale of timeshare units and rentable areas. Furthermore, the Company plans to outsource the management and operation of Kızılıbük Thermal Wellness Resort to one of its affiliates or subsidiaries which is experienced and specialized in this field or to a professional operating company specialized in operating and managing this type of holiday resorts and facilities in order to make the project successful and sustainable.

The Company develops its strategy and plans considering to transform and expand this unique “Kızılıbük” concept into a chain of holiday resorts in the medium and long-term and believes that with this strategy the Company will have a significant customer potential for timeshare units and timeshare vacation resorts not limited to a certain region but spread country-wide. The Company plans to grow in this niche market in which it captured a respectable reputation thanks to Kızılıbük project and to transform and expand this mixed concept consisting of thermal facilities, timeshare units, hotel and thermal SPA functions into a chain of unique holiday resorts, in particular through investments in other thermal locations in the country. In this regard, the provinces of Balıkesir, Bursa, Denizli, Bolu and Afyon come to the forefront with their thermal resources in terms of priority in terms of investing in this field. With the new facilities to be added to the chain of unique resorts, we plan to offer exchange programs to the customers who have become a member of the “Kızılıbük World” and thus to provide them with the opportunity to spend their holidays in different holiday resorts and facilities every year. Through the strategy of transforming and expanding into a chain of resorts, the Company aims to bring customer satisfaction to the highest level on the one hand, and to ensure the sustainable growth and development of Kızılıbük GYO (REIT- Real Estate Investment Trust) on the other hand.

In the long term, the Company may consider to make investments in various regions of the world developing similar concepts in different formats and/or in different application contexts leveraging its existing experience and expertise in this field depending on the potential of the “Kızılıbük” concept in transforming and expanding into a chain of resorts within the country.

## **2. ASSETS IN THE PORTFOLIO**

The most important and currently the first investment of the Company is the Kızılıbük Thermal Wellness Report project which is located in Marmaris İçmeler, at the point where the Aegean and Mediterranean seas merge into one, a unique and one of the most important holiday destinations in Turkey. The appraisal report outlining the value of the real estate, which is included in the portfolio of assets of our Company, was prepared by Lotus Gayrimenkul Değerleme ve Danışmanlık A.Ş. (a real estate appraisal and consulting company). On the other hand, the Company appointed Lotus

Gayrimenkul Değerleme ve Danışmanlık A.Ş. and Reel Gayrimenkul Değerleme A.Ş. (a real estate and machinery and equipment appraisal company) for the provision of the valuation services for new assets to be purchased or otherwise acquired in 2021.

The summary information included in the appraisal report of Kızılıbük Thermal Wellness Resort project is as follows:

| Portfolio Value                            | City  | Valuation Company | Report Date | Appraisalment |
|--|-------|-------------------|-------------|---------------|
| Marmaris Hotel and Timeshare Units Project | Muğla | Lotus             | 07.01.2022  | 5.865.000.000 |

## 2.1 KIZILBÜK THERMAL WELLNESS RESORT PROJECT

The very first project of Kızılıbük REIT is located at İçmeler Kızılkum, one of the most beautiful and unique bays of Marmaris. This very special project of Kızılıbük REIT, which will be open and fully operational 365 days a year, contains numerous firsts in it and consists of 1.350 luxurious timeshare units and a 5-star resort hotel with a capacity of 230 rooms, a Thermal SPA, Wellness Park, Congress Center, and a Marina Shopping Mall, a huge Aqua & Adventure Park and wellness & healthy living units.

Kızılıbük Thermal Wellness Resort Project, which brings together the timeshare (vacation ownership) approach with the thermal wellness concept offers a lifetime holiday opportunity. Kızılıbük Thermal Wellness Resort stretching out along the unique shores and bays of Marmaris, with its waters which have tremendous healing potential and untouched nature and landscape promises a new generation holiday approach in a pleasant, healthy, peaceful and tranquillizing environment for conservative families. Timeshare units that include everything a family might need for an enjoyable holiday, all of which are equipped with luxurious furniture, built-in kitchen and bathroom appliances designed with a concept inspired by a boat and that have been brought together in a unique harmony offer a new generation holiday approach compatible with religious sensitivities with their ambiance featuring a high standard of life.

Within the scope of the Kızılıbük Project which is located at İçmeler Neighborhood, District of Marmaris in the Province of Muğla, the Company plans to develop 80.016 divided form of vacation ownerships and use rights on a total of 1.667 independent units (timeshare units) to be constructed in four stages, and to build a hotel approximately 34.250 m<sup>2</sup> in size, and a Shopping Mall approximately 9.870 m<sup>2</sup> in size, and a conference room and meeting room, approximately with a total size of 1.100 m<sup>2</sup>, 2 private dining restaurants with a total size of 530 m<sup>2</sup>, each 265 m<sup>2</sup> in size together with their indoor and outdoor areas, a main restaurant, 1200 m<sup>2</sup> in size including indoor and outdoor areas, a lobby terrace outdoor space 390 m<sup>2</sup> in size, a thermal wellness center with an area of 7.485 m<sup>2</sup> and a sports ground 150m<sup>2</sup> in size and in addition to all the foregoing to develop a Thermal SPA, aquapark and common areas.

**1st Stage:** Consists of the Hotel, Thermal SPA, Aquapark & Adventure Park, Shopping Mall and other trading areas and 555 independent units (timeshare units) featuring 26.640 divided form of vacation ownerships and use rights constructed on a total construction area of 117.513 m<sup>2</sup>.

**2nd Stage:** Consists of 852 independent units (timeshare units) featuring 40.896 divided form of vacation ownerships and use rights constructed on a total construction area of 84.627 m<sup>2</sup>.

**3rd Stage:** Consists of the project area named On the Hills Villa covering a total construction area of 32.017 m2 on which 80 independent units subject to timeshare ownership will be constructed.

**4th Stage:** Consists of the project area named Secret Valley covering a total construction area of 42.913 m2 on which 180 independent units subject to timeshare ownership will be constructed.

The project is planned to be constructed and completed in four stages, and the completion time for each stage is scheduled for different dates, and the fourth stage which is the final stage of the project is scheduled to be completed in 2027.

### **3. ECONOMIC OUTLOOK**

#### **Macroeconomic Outlook**

Despite the recovery in global economic activity in the first half of the year, the most recently announced confidence indices started to decline due to the pandemic. In spite of the increase in the vaccination rate, new variants keep the downside risks to global economic activity alive and increase uncertainty. While growth forecasts for some of Turkey's main export markets led by German and the US have been revised downwards; significant upward revisions have been seen for major trading partners such as Italy and Russia. While global PMI indices receded from their peak, they remained above the 50-threshold level for both the manufacturing and services sectors. These developments point out that Turkey's external demand outlook remains favorable. When we look at the labor market, the level of employment in many advanced countries is still below pre-pandemic levels.

Although commodity prices posted an increase on average compared to the previous reporting period, the differentiation between energy and non-energy prices continues. Energy prices have recently gained pace due to the increase in crude oil and natural gas prices. On the other hand, non-energy commodity prices remained almost flat driven by differing prices among products.

The recovery in global demand, high course of commodity prices, supply constraints in some industries and rise in transportation costs have led to producer and consumer price increases on a global scale. At this point, it is worthy of mention that the weather conditions in major agricultural commodity exporting countries have caused unfavorable effects on global food prices. Central banks are closely monitoring the effects of the rise in global inflation on inflation expectations and international financial markets.

Central banks in advanced economies consider that the rise in inflation would be mostly temporary with normalization in demand composition, easing of supply constraints and waning base effects, but that there is still uncertainty about the timing of the fall in inflation. In this context, advanced economy central banks maintain their supportive monetary stances and continue their asset purchase programs. In most of the emerging economies, both actual inflation and inflation expectations remain above the targets. However, expectations suggest that inflation will converge to targets by end-2022.

As a reflection of these developments in global markets, it is seen that portfolio flows towards emerging economies follow a fluctuating course. Except for China, emerging economies have recently posted portfolio outflows. The course of the pandemic and the projections on when and at what speed the monetary policies will normalize in emerging economies will also continue to have an effect on portfolio movements and financial markets in these economies in the upcoming period.

In the current reporting period, the global risk appetite followed a fluctuating course mainly due to the effect of global inflation developments and higher energy prices. Risk premiums and the implied exchange rate volatility were higher for emerging economies, including Turkey, while exchange rates depreciated due to the impact of strengthening dollar index.

In the second quarter of 2021, GDP increased by 0.9% on a quarterly basis and by 21.7% on an annual basis, respectively. Although economic activity has lost some pace due to the pandemic-led restrictions and tightening financial conditions, it remained above its long-term trend in this quarter. The quarterly growth was boosted by both domestic demand and net exports in the second quarter. While the contribution of domestic demand was led by private consumption, public expenditures and investments remained moderate. The contribution to growth made by net exports was driven by imports that receded against strong exports and slowing gold imports.

Leading indicators indicate that economic activity remained strong in the third quarter on the back of external demand. Industrial production continued their upward trend also in July-August. On the other hand, turnover indices reveal that external demand continued to support industrial production, in particular, in intermediate goods and capital goods in the third quarter.

The speeding up of the vaccination rollout has been supporting the global economic recovery. The phasing-out of the pandemic-led measures thanks to higher vaccination rates in Turkey and all over the world acts as a factor that enhances the contribution of external demand to economic activity. Meanwhile, the increase in the number of cases driven by new virus variants causes the uncertainties regarding the course of the pandemic to continue.

The speeding up of domestic vaccination rollout facilitates the recovery in services sector, particularly in tourism, which has been adversely affected by the pandemic, and leads to a more balanced composition in economic activity. Retail sales volume index has gained a significant pace due to the reopening. The easing of restrictions coupled with the strong momentum in vaccination since June fostered the recovery in tourism and related services. It is observed that the demand for durable goods lost pace, while that for non-durable goods improved. This balancing in demand is important due to its positive effects on the current account balance, inflation and employment.

Survey data reveals that firms are planning to increase their investment expenditures for the future. In the third quarter of this year, the tendency for investment of manufacturing industry firms has recorded the highest figure since the third quarter of 2011. The increase in investment tendency also continued in October, which we observe across companies of a variety of scales. From a sectoral perspective, an investment tendency spreading across the main sectors has been recorded, with a stronger focus on intermediate goods and investments.

As for the relationship between investments and loans, we observed that our companies' demand for loans for fixed investment increased in the third quarter. In our Monetary Policy Committee (MPC) decisions, it was emphasized that the tightness in the monetary stance started to have a more-than-expected contractionary effect on commercial loans. Due also to the impact of falling commercial loan rates, loans will further support fixed capital investments in the upcoming period.

High-frequency data on employment also points out some recovery in the labor market due to the re-opening. Services sector employment recorded a slower recovery due to pandemic-led restrictions. But we have recently witnessed that the losses of the pandemic period have been fully compensated with a strong employment increase. In addition, with the contribution of strong exports, it is worthy of mention that the course of employment in the industrial sector is more favorable compared to other sub-items.

Consequently, it is seen that non-farm employment started to recover owing mainly to the contribution of the industrial sector, and reached the pre-pandemic levels in the first quarter of 2021, despite the limited contribution from the services sector. In conclusion, it can be said that the labor market has largely survived the effects of the pandemic period, thanks to the contribution of the services sector and tourism.

Exports remained strong in the third quarter due to the fast recovery in global demand and the rise in export prices. The mitigating effects of monetary tightening on loans and domestic demand limited the increase in imports. Thus, despite the hike in international commodity prices and the strong course of economic activity, imports followed a more moderate upward trend in the third quarter compared to the previous quarter.

Thanks to its strong performance in exports, Turkey has started to give a surplus in its foreign trade with Europe, our biggest trade partner. On the other hand, we continue to have a deficit in trade with the Asian region.

In the third quarter of 2021, the upward trend in import prices continued based on the soaring international commodity prices, while the increase in export prices remained relatively weak. This limits the impact of the quantity-based balancing in foreign trade on the current account balance. On the other hand, the recovery in services revenues gained strength owing to the acceleration of vaccination and the removal of restrictions. In the upcoming period, we expect the annualized current account balance to improve further in the rest of the year with the support of the strong uptrend in exports on the back of favorable external demand conditions. Maintenance of this trend in the current account balance with a stronger pace will have a positive effect on the country's risk premium by reducing the need for external financing in the upcoming period.

The positive reflections of the developments in the balance of payments on the international reserves of the CBRT are clearly evident. Reserves have recently settled into a trend of steady

increase. In this period, especially rediscount credit returns, required reserve measures and gold ore purchases stand out as the factors boosting the CBRT's reserves. In addition, developments such as swap transactions with other central banks and SDR allocations also have an upside effect on these increases.

As of October 15, 2021, reserves climbed to approximately USD 126 billion. In the upcoming period, the CBRT aims to continue with the accumulation of reserves to strengthen the monetary transmission mechanism. Accordingly, rediscount credits come to the forefront as the main reserve accumulation tool. Moreover, we have recently taken some important steps to enhance the effectiveness of the rediscount credit mechanism.

When it is moved on to the financial conditions, it is seen that the slowing effects of strong monetary tightening on loans and domestic demand persist. Annual loan growth declined to the 8.7% level, indicating a notable decline in real terms. However, a closer look at loan growth composition reveals that there has been a higher-than-expected decline in commercial loans as of the third quarter led by the tight monetary stance. With a 6.7% exchange-rate-adjusted growth, commercial loans are far below the average of previous years. In addition, the macroprudential policy framework that was strengthened to bring general-purpose loans and credit card transactions back on a moderate course has begun to show its positive effects. High-frequency loan data indicates that the growth rate of general-purpose loans slowed due to these measures, while their maturities somewhat shortened. We follow the developments in commercial loans to be able to support the financing of companies with a high investment appetite. At this point, we consider that it is important to emphasize once again that a more moderate and balanced growth in personal loans is important to limit the risks to the inflation outlook and external balance.

In the third quarter of 2021, consumer inflation increased due to supply-side factors such as rising food and import prices, in particular for energy, and supply chain disruptions as well as higher administered prices, and developments driven by the reopening. In this period, consumer inflation was recorded at 19,58 percent, which was above the forecast range presented in the July Inflation Report, whereas core B inflation remained within the forecast range at 18.63%. This discrepancy was mostly due to rising unprocessed food prices. In the core C index, inflation was reported to be at 16.98%.

In the third quarter of the year, annual inflation recorded a quarter-on-quarter increase in the B index, but was slightly down in the C index. Inflation fluctuated over this period, reflecting economic shutdown and reopening. The inflation trend decreased across core products, but increased in processed food and services, the latter due to the reopening.

Food prices continue to shape the inflation dynamics across the world serving as a determinant factor. Adverse weather conditions, drought, special restrictions on food exports in some countries and increased stocks drive food prices higher globally. Thus, central banks and policy makers of other countries, like ours, carefully monitor the developments in food prices and core inflation and

the effect of rising inflation on inflation expectations.

This trend in the food prices is also observed in Turkey. In July and August, food price inflation remained significantly higher than both historical averages and non-food inflation. In September, unprocessed food inflation saw some correction after rising sharply in the last two months, while processed food inflation was around historical averages. Annual food inflation remained high despite a small decline in September due to fresh fruit and vegetable prices. Due to their relatively larger weight in the consumption basket and the currently high food inflation, food prices contribute more significantly to consumer inflation in Turkey than in other countries.

Output gap indicators monitored by the Central Bank point out that total demand strengthened in the third quarter following normalization. After the second quarter's pandemic-led measures, restrictions were lifted amid accelerated vaccination, and domestic demand picked up as spending resumed. The positive trend in exports continued in this quarter. Thanks to a faster vaccination rollout, some countries loosened their travel restrictions for Turkey. Thus, aggregate demand conditions were supported through both channels, while loan growth continued to slow due to the tight monetary policy stance. Given the reopening-led recovery in the third quarter, we expect demand conditions to follow a more moderate course in the final quarter of the year.

International commodity prices continue to weigh on producer and consumer prices. An analysis of commodity prices indicates that the first striking development in commodities was that prices of agricultural products ceased to rise in the third quarter. Nevertheless, prices of some basic agricultural products continued to increase in this period, and price hikes became more widespread in October. Prices of industrial metals continue to rise, while the subcategory of energy has diverged negatively recently due to the supply-demand mismatch caused by the recovering global demand. After having fallen to a historical low at the beginning of the pandemic, oil prices have risen sharply in 2021. It is seen that supply constraints have played a determinant role in the recent rise in oil prices.

In addition to the increase in commodity prices, disruptions in the supply chain also led to a rise in producer prices. In this period, transportation costs have posted high increases and suppliers' lead and delivery times have been extended. This, in turn, has exerted an upward pressure on prices due to supply constraints. An analysis of suppliers' delivery times published in the scope of Turkey PMI data reveals that there has been some improvement although in September they are still below the threshold value of 50. This indicates that supply-related problems still continue to exist despite some decline.

When we look at the course of inflation expectations, it is seen that both the survey of market participants and market-based indicators point to a slight increase in inflation expectations recently



Considering the inflation outlook, the course of the pandemic and impacts of pandemic-specific conditions on supply chains, the developments regarding the economic activity and demand composition, and financial conditions, it was evaluated that there was a need for an update in the monetary policy. Within this framework, the policy rate was lowered by a total of 300 basis points in September and October. While determining our monetary policy stance, we evaluated the analyses to decompose the impact of demand factors that monetary policy can have an effect, core inflation developments and supply shocks. In the last three months, the Central Bank provided funding in a simplified operational framework, via open market operations and swap transactions. The overnight interest rates on the money market continued to be determined around the Central Bank policy rate.

### **Medium-Term Projections and Risks**

The medium-term forecasts that are summarized so far are based on the economic outlook. We reviewed and revised our assumptions for external factors such as import prices, food prices, global growth, and fiscal policy. The assumptions for external factors such as import prices, food prices, global growth, and fiscal policy are reviewed and revised.

Crude oil prices have been broadly consistent with the Central Bank's July Inflation Report forecasts. Nevertheless, the price increments stemming from the supply-demand mismatch, which were observed in September and continued in October, signal that crude oil prices will remain above our July forecasts in the upcoming period. For this reason, we have revised our crude oil price assumptions upwards. As is known, the assumptions for crude oil prices are based on the average of futures curves in international markets. Accordingly, the assumption for average crude oil prices was revised upwards as USD 70.8 for 2021 and USD 77.5 for 2022. In addition to the climb in oil prices, recently, natural gas prices have also increased rapidly and international commodity prices rose with the impact of the energy prices. Accordingly, the assumptions regarding the general level of import prices exceeded the Central Bank's July Inflation Report assumptions due to the energy prices. The futures price curve in international markets indicates that import prices will continue to increase for a while and then take a downtrend.

The Central Bank has, taking into account the rise in international prices and developments regarding agricultural drought, revised its food inflation assumptions upwards for 2021 and 2022. Despite increasing uncertainties over the global economic activity stemming from the delta variant, the assumptions regarding the external demand Outlook were not revised and updated compared to the previous reporting period.

These projections are based on a medium-term outlook in which fiscal and financial policies will be determined within a macro framework in tandem with the monetary policy and in line with the projected disinflation path.

In line with these fundamental assumptions and short-term projections, and under the scenario in which the monetary policy stance would continue to be determined tight enough to ensure return of inflation to a downtrend once temporary effects disappear, it is expected that inflation will converge to the targets gradually. Accordingly, inflation is projected to be 18.4% at the end of 2021, fall to 11.8% at the end of 2022, further decrease to 7.0% at the end of 2023 and stabilize around 5% in the medium term.

Thus, the year-end inflation forecast for 2021 was revised up by 4.3 points, from 14.1% to 18.4%. Compared to the previous reporting period, the revisions in assumptions for food prices and Turkish lira-denominated import prices have increased the inflation forecast by 2.1 points and 1.5 points, respectively. Meanwhile, administered prices have driven the forecast up by 0.3 points, largely due to the impact of the rise in alcohol-tobacco prices. Moreover, the revision in the output gap raised this forecast by 0.4 points

On the other hand, the year-end inflation forecast for 2022 was revised upwards from 7.8% to 11.8%. Effects of the revision in initial conditions on the underlying trend of inflation have pushed the year-end inflation forecast for 2022 up by 2.2 points. On the other hand, revision in the food inflation assumption have added 1.0 points to the forecast while that in the output gap have increased the forecast by 0.8 points

The recent increase in inflation has been driven by supply side factors such as rise in food and import prices, and supply constraints, increase in administered prices, and developments due to the reopening. Particularly in summer months, it was observed that there have been demand-side effects in some sectors such as restaurants-hotels due to the reopening. At the same time, our exports registered a strong upward trend on the back of additional demand for some sectors in Turkey during the pandemic period. Currently, data for supply processes suggest that supply-side factors remain influential on a global scale. Supply conditions struggled to respond to the sudden increase in global demand particularly at the early stages of the pandemic. Against this background, international commodity prices and freight costs have posted substantial increases. Pandemic conditions have further aggravated the situation. It is expected that such constraints to ease gradually in the upcoming period.

While determining our monetary policy stance, the analyses to decompose the impact of demand factors that monetary policy can influence, core inflation developments and supply shocks were evaluated and our monetary policy stance was updated accordingly. However, it is considered that until the end of the year, supply-side transitory factors leave a limited room for the downward adjustment to the policy rate.

The global warming problem triggered by the advance of technology and rapid industrialization also contribute to climate change. Global climate change affects economic activity, and may lead to fluctuations in the general price level, particularly in food prices, and consequently in inflation.

Moreover, global climate change may also affect the financial system adversely through the different financial risks it creates. As a matter of fact, global climate change is closely monitored by many central banks and international financial institutions due to the risks it poses to price stability and financial stability

In this context, it is observed that sustainability-themed syndicated loan and Eurobond securities issues have been carried out recently by domestic banks and the real sector in Turkey. It is considered that it important to increase the share of sustainable-themed resources within the funding structure of domestic banks and the real sector, and to realize environmentally friendly and social-themed investments in this way.

In this respect, it is seen that the Central Bank of the Republic of Turkey places a special emphasis on and supports sustainable finance initiatives as a long-term policy to reduce financial risks driven by global climate change without prejudice to the main goals and objectives of the monetary policy. In this direction, the CBRT continues to work on various steps such as encouraging reserve requirement practices regarding these funding sources, and accepting sustainable-themed securities as collateral within the framework of the CBRT liquidity management.

The economic data is included in this report based on the Republic of Turkey Central Banks's (CBRT)Annual Inflation Report ( Inflation Report for 2021-IV)

## **4. DEVELOPMENTS REGARDING THE ACTIVITIES**

### **4.1 KIZILBÜK THERMAL WELLNESS RESORT PROJECT**

The foremost strategy of our Company is to timely complete the development of Kızılıbük Thermal Wellness Resort, for the present, our very first emerging project, and to put the project into service and the Thermal Wellness Resort into operation in a timely manner according to the priorities, deadlines and established schedules for progress and completion of the project achieving the planned targets on schedule for the sale of timeshare units and rentable areas. Furthermore, the Company plans to outsource the management and operation of Kızılıbük Thermal Wellness Resort to one of its affiliates or subsidiaries which is experienced and specialized in this field or to a professional operating company specialized in operating and managing this type of holiday resorts and facilities in order to make the project successful and sustainable.

## **5. COMPARATIVE FINANCIAL STATEMENTS**

### **5.1 BALANCE SHEET**

The comparative Solo Balance Sheet of our company as of December 31, 2021 is as follows. (Unless otherwise stated the amounts are expressed in Turkish Lira (TL).)

| ASSETS  | Note | Reviewed Current Period | Unaudited<br>Previous Period |
|---|------|-------------------------|------------------------------|
|   |      | 31 December 2021        | 30 March 2021                |
| <b>Current Assets</b>   |      | <b>463.386.507</b>      | <b>66.142.263</b>            |
| Cash and Cash Equivalents   | 4    | 338.350.082             | 9.501.831                    |
| Financial investments   |      | -                       | -                            |
| Trade receivables   | 6    | -                       | -                            |
| -Trade Receivables from Non-related Parties                           |      | -                       | -                            |
| - Trade Receivables from Related Parties                              |      | -                       | -                            |
| Other Receivables   | 7    | -                       | 56.597.224                   |
| -Other Receivables from Non-related Parties                           |      | -                       | -                            |
| -Other Receivables from Related Parties                               |      | -                       | 56.597.224                   |
| Derivative Financial instruments                                      | 8    | -                       | -                            |
| Inventories   | 9    | -                       | -                            |
| Prepaid Expenses  | 17   | 97.125.575              | 43.208                       |
| -Prepaid Expenses to Non-related Parties                              |      | 97.125.575              | 43.208                       |
| -Prepaid Expenses to Related Parties                                  |      | -                       | -                            |
| Assets Related to Current Tax   | 18   | 125.651                 | -                            |
| <b>Other Current Assets</b>   | 18   | <b>27.785.199</b>       | <b>-</b>                     |
| <b>Fixed Assets</b>   |      | <b>2.235.900.978</b>    | <b>2.099.107.535</b>         |
| Trade receivables   | 6    | -                       | -                            |
| -Trade Receivables from Non-related Parties(UV)                       |      | -                       | -                            |
| - Trade Receivables from Related Parties(UV)                          |      | -                       | -                            |
| Other Receivables   | 7    | 43.000                  | -                            |
| -Other Receivables from Non-related Parties(UV)                       |      | 43.000                  | -                            |
| -Other Receivables from Related Parties (UV)                          |      | -                       | -                            |
| Inventories (UV)  | 9    | 137.738.240             | 25.799.282                   |
| Investments Valued By Equity Method                                   | 10   | -                       | -                            |
| Investments in Other Enterprises Linked By<br>Participating Interests |      | -                       | -                            |
| Rental Right Property   | 13   | 2.942.443               | -                            |
| Investment Property   | 11   | 2.093.400.000           | 2.073.308.253                |
| Tangible Assets   | 12   | 1.729.496               | -                            |
| Intangible Assets   | 13   | 47.799                  | -                            |
| Prepaid Expenses (UV)   | 17   | -                       | -                            |
| Other fixed assets  | 18   | -                       | -                            |
| <b>TOTAL ASSETS</b>   |      | <b>2.699.287.485</b>    | <b>2.165.249.798</b>         |

| <b>RESOURCES</b>   | <b>Note</b> | <b>Reviewed Current Period</b> | <b>Unaudited<br/>Previous Period</b> |
|--|-------------|--------------------------------|--------------------------------------|
|  |             | <b>30 September 2021</b>       | <b>30 March 2021</b>                 |
| <b>Short-term Liabilities</b>  |             | <b>50,388,974</b>              | <b>76,822,514</b>                    |
| Current Installments of Long-term Liabilities  | 5           | 1,220,471                      | -                                    |
| -Current Installments of Long-term Liabilities to Non-related Parties                                  |             | 1,220,471                      | -                                    |
| -Current Installments of Long-term Liabilities to Related Parties                                      |             | -                              | -                                    |
| Trade Payables   | 6           | 44,318,205                     | 76,822,514                           |
| -Trade Payables to Non-related Parties   |             | 32,867,320                     | -                                    |
| -Trade Payables to Related Parties   |             | 11,450,885                     | 76,822,514                           |
| Payables Related to Employee Benefits  | 15          | 359,290                        | -                                    |
| Other Payables   | 7           | -                              | -                                    |
| -Other Payables to Non-related Parties   |             | -                              | -                                    |
| -Other Payables to Related Parties   |             | -                              | -                                    |
| Derivative Financial instruments   |             | -                              | -                                    |
| -Derivative Financial instruments held for hedges  |             | -                              | -                                    |
| Deferred income  | 20          | 36,360                         | -                                    |
| Short-term Liabilities   | 15          | -                              | -                                    |
| -Provisions for Related to Employee Benefits   |             | -                              | -                                    |
| -Other Provisions Short-term   |             | -                              | -                                    |
| -Other Short-term Liabilities  | 16          | 4,454,648                      | -                                    |
| <b>Long-term Liabilities</b>   |             | <b>455,850,022</b>             | <b>-</b>                             |
| Long-term Payables   |             | 2,006,502                      | -                                    |
| -Long-term Payables to Non-related Parties   | 5           | 2,006,502                      | -                                    |
| -Long-term Payables to Related Parties   |             | -                              | -                                    |
| Trade Payables   | 6           | -                              | -                                    |
| -Trade Payables to Non-related Parties (UV)  |             | -                              | -                                    |
| -Trade Payables to Related Parties (UV)  |             | -                              | -                                    |
| Long term provisions   | 15          | 14,144                         | -                                    |
| Payables Related to Employee Benefits (UV)   |             | 14,144                         | -                                    |
| Other Payables   | 7           | 3,100,202                      | -                                    |
| -Other Payables to Non-related Parties (UV)  |             | 3,100,202                      | -                                    |
| -Other Payables to Related Parties (UV)  |             | -                              | -                                    |
| Deferred Income (UV)   | 20          | 450,729,174                    | -                                    |
| -Deferred Income to Non-related Parties (UV)   |             | 54,540                         | -                                    |
| -Deferred Income to Related Parties (UV)   | 3           | 450,674,634                    | -                                    |
| Derivative Financial instruments (UV)  |             | -                              | -                                    |
| -Derivative Financial instruments held for hedges  |             | -                              | -                                    |
| <b>EQUITY</b>  |             | <b>2,193,048,489</b>           | <b>2,088,427,284</b>                 |
| <b>Equity Attributable to Owners of the Parent Company</b>   |             | <b>2,193,048,489</b>           | <b>2,088,427,284</b>                 |
| Paid Capital   | 21          | 240,000,000                    | 240,000,000                          |
| Positive Distinction from Share Capital Adjustment   |             | -                              | -                                    |
| Redeemed Shares (-)  |             | -                              | -                                    |
| Premiums / Discounts for Shares  |             |                                |                                      |
| Accumulated other which will not be reclassified in profit or loss Comprehensive incomes or (expenses) |             | (43,721)                       | -                                    |
| Revaluation and Measurement gains and (losses)   |             | (43,721)                       | -                                    |
| Defined benefit pension plan remeasurement losses  |             | (43,721)                       | -                                    |
| Accumulated other which will not be reclassified in profit or loss Comprehensive incomes or (expenses) |             | -                              | -                                    |
| Revaluation and Measurement gains and (losses)   |             | -                              | -                                    |
| Reserves on Retained Earnings  |             | -                              | -                                    |
| Effect of Transactions Between Entities Under Common Control   |             | 1,857,496,784                  |                                      |
| Prior Years' Profits / (Losses)  |             | (9,069,500)                    | 1,857,496,784                        |
| Net Profit / (Loss) for the Period   |             | 104,664,926                    | (9,069,500)                          |
| <b>TOTAL EQUITY</b>  |             | <b>2,699,287,485</b>           | <b>2,165,249,798</b>                 |

## 5.2 INCOME STATEMENT

The comparative Solo Income Statement of our company for the period March 30, 2021 - December 31, 2021 is as follows. (Unless otherwise stated the amounts are expressed in Turkish Lira (TL).)

|   | Note Reference | Audited Period<br>30 March -31<br>December 2021 |
|---|----------------|---|
| <b>CONTINUING OPERATIONS</b>  |                |   |
| Revenue   | 22             | -   |
| Cost of Sales (-)   | 22             | -   |
| <b>GROSS PROFIT / (LOSS)</b>  |                | <b>-</b>  |
| Marketing Selling and Distribution Expenses (-)                                   | 23             | (24.684.390)                                    |
| General Administrative Expenses (-)   | 23             | (4.980.911)                                     |
| Net Gain Fair Value Adjustments on Investment Property                            | 11             | 9.590.734                                       |
| Other Real Operating Income   | 25             | 123.320.098                                     |
| Other Real Operating Expenses (-)   | 26             | (8.015.735)                                     |
| <b>REAL OPERATING PROFIT / (LOSS)</b>   |                | <b>95.229.796</b>                               |
| Income from Investing Activities  |                | -   |
| Expenses from Investing Activities (-)  |                | -   |
| Shares of Profit/Loss from Investments Valued by Equity Method                    | 27             | -   |
| <b>OPERATING PROFIT / (LOSS) BEFORE FINANCING INCOME (EXPENSES)</b>               |                | <b>95.229.796</b>                               |
| Financing Income  | 28             | 9.870.412                                       |
| Financing Expenses (-)  | 29             | (435.282)                                       |
| <b>PROFIT / (LOSS) FROM CONTINUING OPERATIONS BEFORE TAX</b>                      |                | <b>104.664.926</b>                              |
| <b>Tax Income / (Loss) from Continuing Operations</b>                             |                | <b>-</b>  |
| Tax Income / (Loss) for the Period  |                | -   |
| Deferred Tax Income / (Loss)  |                | -   |
| <b>PROFIT / (LOSS) FROM CONTINUING OPERATIONS</b>                                 |                | <b>104.664.926</b>                              |
| <b>PROFIT / (LOSS) FOR THE PERIOD</b>   |                | <b>104.664.926</b>                              |
| <b>Earnings per Share</b>   | 31             |   |
| Earnings / (Loss) per Share from Continuing Operations                            | 31             | 0,4361039                                       |
| <b>OTHER COMPREHENSIVE INCOME SECTION</b>   |                |   |
| <b>Other Comprehensive Income that will not be Reclassified to Profit or Loss</b> |                | <b>(43.721)</b>                                 |
| Gains (Losses) Resulting from Revaluation of Defined Benefit Plans                |                | (43.721)  |
| <b>Other Comprehensive Income that will not be Reclassified to Profit or Loss</b> |                | <b>-</b>  |
| Gains Resulting from Revaluation of Available-for-Sale Financial Assets           |                | -   |
| <b>OTHER COMPREHENSIVE INCOME</b>   |                | <b>(43.721)</b>                                 |
| <b>TOTAL COMPREHENSIVE INCOME</b>   |                | <b>104.621.205</b>                              |

### 5.3 COMPLIANCE CONTROL OF PORTFOLIO LIMITATIONS

|          | Financial Statement Main Account Items                                      | Applicable Regulation                    | 31 December 2021 (TL)        |
|----------|---|--|------------------------------|
| <b>A</b> | Money and Capital Market Instruments  | Communique no III-48.1a, Article 24/(b)  | 338.350.082                  |
| <b>B</b> | Real Estates, Projects based on Real Estate,<br>Rights based on Real Estate | Communique no: III-48.1a, Article 24/(a) | 2.231.138.240                |
| <b>C</b> | Affiliates<br>Other Assets  | Communique no III-48.1a, Article 24/(b)  | -<br>129.799.163             |
| <b>D</b> | <b>Total Assets</b>   | Communique no III-48.1a, Article 3/(k)   | <b>2.699.287.485</b>         |
| <b>E</b> | Financial Liabilities   | Communique no III-48.1a, Article 31      | 3.226.973                    |
| <b>F</b> | Other Financial Liabilities   | Communique no III-48.1a, Article 31      | -                            |
| <b>H</b> | Due to Related Parties (Non-Commercial)                                     | Communique no III-48.1a, Article 23/(f)  | -                            |
| <b>I</b> | Shareholders' Equity<br>Other Resources                                     | Communique no III-48.1a, Article 31      | 2.193.048.489<br>503.012.023 |
| <b>D</b> | <b>Total Resources</b>  | Communique no III-48.1a, Article 3/(k)   | <b>2.699.287.485</b>         |

|           | Financial Statement Main Account Items  | Applicable Regulation                   | 31 December 2021 (TL) |
|-----------|---|---|-----------------------|
| <b>A1</b> | The portion of Money and Capital Market Instruments held for Payables of Properties for the following 3 years | Communique no III-48.1a, Article 24/(b) | -                     |
| <b>A2</b> | Term / Demand/ Currency   | Communique no III-48.1a, Article 24/(b) | -                     |
| <b>A3</b> | Foreign Capital Market Instruments  | Communique no III-48.1a, Article 24/(d) | -                     |
| <b>A4</b> | Foreign Real Estates, Projects based on Real Estate,<br><b>Rights based on Real Estate</b>                    | Communique no III-48.1a, Article 24/(d) | -                     |
| <b>B2</b> | Idle Lands / Fields   | Communique no III-48.1a, Article 24/(c) | -                     |
| <b>C1</b> | Foreign Affiliates  | Communique no III-48.1a, Article 24/(d) | -                     |
| <b>C2</b> | Affiliates for Operating Company  | Communique no III-48.1a, Article 28     | -                     |
| <b>J</b>  | Non-cash Loans  | Communique no III-48.1a, Article 31     | -                     |
| <b>K</b>  | Mortgage costs of servient lands which will be developed and not owned  | Communique no III-48.1a, Article 22/e   | -                     |
| <b>L</b>  | Total Investment in Cash and Capital Market Instruments that are held by an investment firm                   | Communique no III-48.1a, Article 22(1)  | <b>338.350.082</b>    |

|   | Portfolio Limitations  | Applicable Regulation                       | Computation   | Minimum/Maximum Rate | 31 December 2021 |
|---|--|---|---------------|----------------------|------------------|
| 1 | Mortgage Cost of servient lands that are not owned by the partnership whereon project will be implemented                | Communique no III-48.1a, Article 22/e       | K/D           | Max 10%              | 0,00%            |
| 2 | Real Estates, Projects based on Real Estate Rights Based on Real Estate  | Communique no III-48.1a, Article 24(a), (b) | (B+A1)/D      | Min 51%              | 82,66%           |
| 3 | Cash and Capital Market Instruments and Affiliates   | Communique no III-48.1a, Article 24(b)      | (A+C-A1)/D    | Max 49%              | 12,53%           |
| 4 | Foreign Real Estates, Projects based on Real Estate, Rights based on Real Estate, Affiliates, Capital Market Instruments | Communique no III-48.1a, Article 24(d)      | (A3+B1+C1)/D  | Max 49%              | 0,00%            |
| 5 | Idle Lands / Fields  | Communique no III-48.1a, Article 24/1(c)    | B2/D          | Max 20%              | 0,00%            |
| 6 | Affiliates to Operator Company   | Communique no III-48.1a, Article 28/1(a)    | C2/D          | Max 10%              | 0,00%            |
| 7 | Borrowing Limit  | Communique no III-48.1a, Article 31         | (E+F+G+H+J)/I | Max 500%             | 0,15%            |
| 8 | Term/ Demand TL/ Foreign Currency Account  | Communique no III-48.1a, Article 22/b       | (A2-A1)/D     | Max 10%              | 0,00%            |
| 9 | Total Investment in Cash and Capital Market Instruments that are held by an investment firm                              | Communique no III-48.1a, Article 22/(1)     | (L/D)         | Max 10%              | 12,53%           |

The information provided in note titled “Compliance Control of Portfolio Limitations” as of December 31, 2021 is derived from the financial statements in accordance with the Article No: 16 of the Communiqué Serial: II No: 14.1 on “Principles of Financial Reporting in Capital Markets” of CMB. The summary information is prepared in accordance with the provisions of the control of portfolio limitations of Communiqué on “Principles Regarding Real Estate Investment Companies” Serial III No: 48.1, which was published by the Capital Markets Board on the Official Gazette No 28660 dated May 28, 2013 and the “Communiqué on Amending the Communiqué on Principles. Regarding Real Estate Investment Companies” Serial: III No: 48.1 which was published on the Official Gazette No 28891 dated January 23, 2014.

## 6. INFORMATION ABOUT SHARE PERFORMANCE

The share chart of our company as of the date of public offering up to now is as follows.

