



KAMUYU AYDINLATMA PLATFORMU

ADRA GAYRİMENKUL YATIRIM ORTAKLIĞI A.Ş. Notification Regarding General Assembly



**MERKEZİ KAYIT
İSTANBUL**
Türkiye Sermaye Piyasası - Merkezi
Saklama ve Yatırım Kuruluşu

Notification Regarding General Assembly

Summary Info	Registration and Announcement of the 2025 Ordinary General Assembly Resolutions
Update Notification Flag	Yes
Correction Notification Flag	No
Postponed Notification Flag	No

General Assembly Invitation

General Assembly Type	Annual
Beginning of The Fiscal Period	01.01.2025
Ending Date Of The Fiscal Period	31.12.2025
Decision Date	26.03.2026
General Assembly Date	06.05.2026
General Assembly Time	14:00
Record Date (Deadline For Participation In The General Assembly)	05.05.2026
Country	Turkey
City	İZMİR
District	TORBALI
Address	Çaybaşı Mahallesi Aydın Caddesi No:51 Torbalı/İZMİR

Agenda Items

- 1 - Opening, establishment of the meeting chairmanship, and a moment of silence.
- 2 - Authorization of the Meeting Chairmanship to sign the Minutes of the General Assembly Meeting.
- 3 - Reading, discussion, and approval of the Board of Directors' Annual Activity Report for 2025.
- 4 - Reading of the Independent Audit Report for the year 2025.
- 5 - Reading, discussion, and approval of the Financial Statements for the 2025 fiscal year.
- 6 - Release of the members of the Board of Directors from liability, individually, in respect of the Company's activities for the year 2025.
- 7 - Discussion of the distribution of profit for the year 2025.
- 8 - Election of the Independent Members of the Board of Directors.
- 9 - Determination of the remuneration of the members of the Board of Directors.
- 10 - Discussion and resolution on the Board of Directors' proposal for the selection of an independent audit firm to audit the accounts and operations for the year 2026.
- 11 - Providing the General Assembly with information regarding the Real Estate Appraisal Company selected by the Board of Directors' resolution dated 26.01.2026.
- 12 - Providing shareholders with information on the donations and contributions made by the Company in 2025, in accordance with Capital Markets Board regulations.
- 13 - Determination of the upper limit for donations to be made by the Company in 2026.
- 14 - Submission of the updated profit distribution policy, adopted by the Board of Directors' resolution dated 15.08.2025, for the approval of the shareholders.
- 15 - Submission to the General Assembly for approval of the "Internal Directive on the Procedures and Principles of the General Assembly No. 01 dated 04.03.2026," established by the Board of Directors' resolution dated 04.03.2026.
- 16 - Presenting the Information Security and Information Systems Management Policy, approved by the Board of Directors' resolution dated 31.12.2025, for the information of the General Assembly.
- 17 - In accordance with Capital Markets Board regulations, providing shareholders with information on the guarantees, pledges, mortgages, and sureties given by the Company and its subsidiaries in favor of third parties in 2025, as well as the income or benefits derived therefrom.
- 18 - Granting permission to the members of the Board of Directors to undertake transactions in accordance with Articles 395 and 396 of the Turkish Commercial Code.
- 19 - Providing shareholders with information on the transactions carried out in accordance with Principle 1.3.6 of the Capital Markets Board's Corporate Governance Communiqué No. II-17.1.
- 20 - Wishes and suggestions.

Corporate Actions Involved In Agenda

Dividend Payment

General Assembly Invitation Documents

Appendix: 1	OLAGAN GENEL KURUL CAGRI.pdf - Other Invitation Document
Appendix: 2	GENEL KURUL BILGILENDIRME DOKUMANI.pdf - General Assembly Informing Document

General Assembly Results

Was The General Assembly Meeting Executed?	Yes
General Assembly Results	<ol style="list-style-type: none">Following the open voting conducted upon the proposal submitted for the election of the Meeting Chairmanship of the General Assembly, Ms. Cansel KAYA was unanimously elected as the Chairperson of the Meeting. The Chairperson appointed Mr. Sait Oğulcan GÜVEN as the Minutes Clerk and Ms. Gamze Emel KENDİGELEN as the Vote Collector. The Chairperson, Ms. Cansel KAYA, briefly informed the shareholders about the Electronic General Assembly system.Moving on to agenda item 2, the General Assembly unanimously authorized the Meeting Chairmanship to sign the minutes of the Ordinary General Assembly Meeting and to carry out all legal procedures related to the meeting.Moving on to agenda item 3, the proposal submitted by Mr. Kağan KAYA, representative of Adra Holding A.Ş., regarding not reading the 2025 Annual Report of the Board of Directors—since it had been made available to shareholders for review at the Company Headquarters, on the Company's corporate website, the Electronic General Assembly System (e-GKS), and the Public Disclosure Platform (KAP) within the legal period—was unanimously accepted. Following the acceptance of the proposal, the Chairperson asked whether anyone wished to speak on the report. No requests were made. The 2025 Annual Report of the Board of Directors was submitted to vote and unanimously approved.Moving on to agenda item 4, the proposal submitted by Mr. Kağan KAYA, representative of Adra Holding A.Ş., to read only the opinion section of the Independent Audit Report—since it had been made available to shareholders within the legal period—was accepted by majority vote (350,000,000 shares in favor and 76,938 shares against). Thereafter, Ms. Nurten POYRAZ, representative of the independent audit firm, read the opinion section of the report.Moving on to agenda item 5, a proposal was submitted by Mr. Kağan KAYA, representative of Adra Holding A.Ş., not to re-read the Company's 2025 Financial Statements—prepared in accordance with the Communiqué (II-14.1) of the Capital Markets Board on Principles of Financial Reporting in Capital Markets—since they had been made available to shareholders within the legal period. The proposal was unanimously accepted. The Chairperson asked if anyone wished to speak on the Financial Statements; no requests were made. The 2025 Financial Statements were submitted to vote and unanimously approved separately in accordance with the Tax Procedure Law and Capital Markets legislation.Under agenda item 6, the release of the members of the Board of Directors from liability for their activities was submitted to the General Assembly and approved unanimously, with the relevant members abstaining from voting.Under agenda item 7, it was noted that the Company recorded a net profit of TRY 411,143,481.10 in its statutory records prepared in accordance with the Tax Procedure Law for the period 01.01.2025–31.12.2025, while the financial statements prepared in accordance with the CMB Communiqué II-14.1 and audited by Deneyim Bağımsız Denetim ve Danışmanlık A.Ş. reflected a consolidated net loss of TRY 606,436,506. Accordingly, the Board of Directors' proposal not to distribute dividends for the 2025 fiscal year, to retain the VUK profit within the Company, and to transfer the remaining amount to extraordinary reserves after allocation of legal reserves was unanimously approved.Under agenda item 8, the proposal submitted by Mr. Kağan KAYA, representative of Adra Holding A.Ş., to appoint Ms. Gül SAĞIR AYDIN and Ms. Işıl DİNÇER as Independent Board Members for a term of one year was unanimously accepted.Under agenda item 9, the proposal submitted by Mr. Kağan KAYA to pay each Independent Board Member a monthly net fee of TRY 50,000 starting from 01.06.2026, and not to pay any remuneration to other Board Members, was accepted by majority vote (350,000,000 shares in favor and 76,938 shares against).Under agenda item 10, the proposal to appoint Deneyim Bağımsız Denetim ve Danışmanlık A.Ş. as the independent audit firm for the Company's 2026 accounts and transactions, as per the Board resolution dated 26.03.2026 and numbered 2026/06, was unanimously approved.Under agenda item 11, shareholders were informed of the Board resolution dated 26.01.2026 and numbered 2026/02 regarding obtaining valuation services from Invest Gayrimenkul Değerleme ve Danışmanlık A.Ş. in accordance with Article 35 of the CMB Communiqué III-48.1.Under agenda item 12, the General Assembly was informed that no donations were made by the Company in 2025.Under agenda item 13, the proposal submitted by Mr. Kağan KAYA to set the donation limit for 2026 at up to 0.5% (five per thousand) of net sales revenue was accepted by majority vote (350,000,000 shares in favor and 76,938 shares against).Under agenda item 14, the proposal to approve the Company's Dividend Distribution Policy, submitted by the Board resolution dated 15.08.2025 and numbered 2025/23, was unanimously accepted.Under agenda item 15, the proposal to approve the Internal Directive on the Procedures and Principles of the General Assembly dated 04.03.2026 was unanimously accepted.Under agenda item 16, shareholders were informed that the Company's Information Security Policy, approved by the Board resolution dated 31.12.2025 and numbered 2025/40, had been made available for their review.Under agenda item 17, shareholders were informed that the Company and its subsidiaries had not provided any guarantees, pledges, mortgages, or sureties in favor of third parties in 2025, nor derived any income or benefits therefrom.Under agenda item 18, the proposal submitted by Mr. Kağan KAYA to grant permission to Board Members for the transactions specified in Articles 395 and 396 of the Turkish Commercial Code for the year 2026 was unanimously accepted.Under agenda item 19, shareholders were informed that there were no significant transactions in 2025 requiring disclosure under Article 1.3.6 of the CMB Corporate Governance Communiqué II-17.1.Moving on to agenda item 20, shareholders were asked for their wishes and opinions; none were expressed. It was asked whether there were any objections to the resolutions adopted; none were raised. As there were no further items on the agenda, the Chairperson, Ms. Cansel KAYA, closed the meeting at 14:26. These minutes were prepared at the meeting venue and signed by the representatives of the Ministry of Trade and the Meeting Chairmanship.

Decisions Regarding Corporate Actions

Dividend Payment	Discussed
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General Assembly Registry

Were The Minutes Registered?	Yes
Date of Registry	15.05.2026

General Assembly Result Documents

Appendix: 1	TOPLANTI TUTANAGI ADRAGYO 06.05.2026_KAP.pdf - Minute
Appendix: 2	ADGYO HAZIRUN 06 05 2026_KAP.pdf - List of Attendants

Additional Explanations

The resolutions adopted at the 2025 Ordinary General Assembly Meeting held on 06.05.2026 were registered and announced in the Turkish Trade Registry Gazette dated 15.05.2026 and numbered 11584.

Respectfully announced to the public.

The English translation of this disclosure has been published simultaneously. In the event of any discrepancy between the Turkish and English versions of this statement, the Turkish version shall prevail.

We proclaim that our above disclosure is in conformity with the principles set down in "Material Events Communiqué" of Capital Markets Board, and it fully reflects all information coming to our knowledge on the subject matter thereof, and it is in conformity with our books, records and documents, and all reasonable efforts have been shown by our Company in order to obtain all information fully and accurately about the subject matter thereof, and we're personally liable for the disclosures.