



# ***PEKER GAYRİMENKUL YATIRIM ORTAKLIĞI A.Ş.***

## ***ANNUAL REPORT OF BOARD OF DIRECTORS***

*For the period 01.01.2023 - 31.12.2023*



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## 1. COMPANY PROFILE

### 1.1 BACKGROUND

The company has been established with the trade title of "Peker Investment Gayrimenkul Anonim Şirketi" through partial spin-off from Peker Holding Anonim Şirketi on 25 April 2017. The company has been registered in the trade registry as of April 25, 2017 and then the real estate investment trust has then filed an application with the Capital Markets Board for conversion. The application has been approved in accordance with the Capital Markets Board's decision dated September 21, 2017 and numbered 34/1144, and the trade title of the Company has been registered with the trade registry and amended as Peker Gayrimenkul Yatırım Ortaklığı A.Ş. on September 28, 2017, pursuant to the authorizations issued by the CMB and the Ministry of Customs and Trade.



Company's trade registry office and registry number:

- Istanbul Trade Registry

- Registry Number: 81769-5

Contact Details:

Address	Cumhuriyet mah. Yeni Yol 1 Sk. Bomonti Business Center 8/1 Şişli/ ISTANBUL
Internet Address	www.pekergyo.com
Telephone Number	444 32 64
Fax Number	+90-212-241-00-90

## 1.2 TIMELINE

Timeline related to the operational development of Peker Gayrimenkul Yatırım Ortaklığı A.Ş. is as follows:

- The company has been established as Peker Investment Gayrimenkul Anonim Şirketi with a share capital of 17.000.000 TL as of April 25, 2017, through partial spinoff from Peker Holding Anonim Şirketi, and has been registered as of April 25, 2017.
- As part of its establishment, the Company has acquired through partial spin-off Ataköy NEF 22 Project, Sultan Makamı Mansions and the shares of Peker Holding London Ltd., Peker GMBH and Peker Investment GMBH companies from Peker Holding A.Ş.
- The share capital of the company has been increased from 17.000.000 TL to 30.000.000 on 28 April 2017. It has been determined by the report of CFA Batuhan Hakan DURUKAN, dated 31.07.2017 and numbered SMMM-59580-2017-01, that the share capital of the company has been paid up.



- The Board of Directors of the company decided to convert into a real estate investment trust and filed with the Capital Markets Board on 6 June 2017 for that purpose.
- The company sold its shares in Peker Holding London Ltd., Peker GMBH and Peker Investment GMBH to its related parties.
- The Capital Markets Board approved the conversion of the Company into “Peker Gayrimenkul Yatırım Ortaklığı A.Ş.” pursuant to the decision adopted at its meeting dated 21.09.2017 and numbered 34/1144.
- Following the approval by the Capital Markets Board, the company held the general assembly meeting on the amendment of its articles of association on 26 September 2017 and completed the registration process on 28 September 2017.
- The initial public offering of the shares corresponding to 32% of the company's share capital has been closed through book running on 15-16 February 2018, following the approval of the Capital Markets Board, and the company's shares started to be traded on the Istanbul Stock Exchange as of 22 February 2018.
- The share capital of the company has been increased from 30.000.000 TL to 73.100.000 TL out of the part of the annual profit for the year 2017 that has not been distributed and has been fully transferred to the retained earnings. Capital increase transactions have been registered by the Trade Registry on 11.01.2019.
- The company merged in a simplified manner by acquiring Peker Proje Geliştirme ve Danışmanlık Hizmetleri A.Ş., of which it is a 100% shareholder, with all its assets and liabilities, and the said merger has been registered by the Trade Registry on 08.03.2019.
- The share capital of the company has been increased from 73.100.000 TL to 253.000.000 using the retained earnings. Capital increase transactions have been registered by the Trade Registry on 23.09.2020.
- The share capital of the company has been increased from 253.000.000 to 669.833.746,99 TL by paying the entire amount in cash. Capital increase transactions have been registered by the Trade Registry on 11.08.2021.

### 1.3 SHAREHOLDING STRUCTURE

The registered capital cap of our Company is 1.850.000.000 TL and issued share capital is 669.833.746,99 TL. The current breakdown of these shares among the shareholders is as follows.



31 December 2023				
Shareholders	No. of Shares	Share amount	Group	Type
Hasan Peker	42.166.667	42.166.667	A	Registered
Ayşegül Peker (*)	-	-	A	Registered
Hasan Peker	220.198.300	220.198.300	B	Bearer
Ayşegül Peker	-	-	B	Bearer
Capital Union Bank Ltd. Publicly traded	54.382.059 353.086.721	54.382.059 353.086.721	B B	Bearer Bearer
<b>Total</b>	<b>669.833.747</b>	<b>669.833.747</b>		

As of 31 December 2023, "Inflation Adjustments on Equity" is 1.787.200.218 TL.

(\*) In the operating year 2023, Ayşegül Peker, the Vice-Chairperson of the Board of Directors has transferred her unlisted shares with a total nominal value of 87.306.792 TL which represents 13,03% of the share capital of the Company including Class A shares with a nominal value of 14.083.667 TL and Class B shares with a nominal value of 73,223,125 TL to Hasan Peker, the Chairman of the Company in a transaction taking place outside the stock exchange. Such share transfer has not resulted in a change of control in the management of the Company.

The Class A shareholders of the Company have preferential rights in election of the members of the Board of Directors. If the Board of Directors consists of 5 members, 3 of them, and in case of 6 or 7 members, 4 of them are selected by the General Assembly from among the candidates nominated by the Class A shareholders.

In case of share capital increase, new shares of Class A shall be issued against the Class A shares, new shares of Class B shall be issued against the Class B shares. If, however, the Board of Directors restricts the shareholders to acquire new shares, all of the new shares to be issued shall be Class B and registered shares.

### 1.3 BOARD OF DIRECTORS

Our Board of Directors has been formed as follows in accordance with the resolution of the General Assembly dated 23.06.2023.



Name Surname	Position	Start Date of Term of Office	Expiry Date of Term of Office
Hasan Peker	Chairman of the Board of Directors	23.06.2023	22.06.2026
Fatih Peker	Vice Chairman of the Board of Directors	23.06.2023	22.06.2026
Alper Saha	Member of Board of Directors	23.06.2023	22.06.2026
M. Serkan Karabacak	Independent Director	23.06.2023	22.06.2026
Bora Oruç	Independent Director	28.02.2024	22.06.2026

#### Committees of the Board of Managers

	Corporate Governance Committee	Audit Committee	Risk Early Detection Committee
Chairman	Mehmet Serkan KARABACAK	Bora ORUÇ	Bora ORUÇ
Member	Bora ORUÇ	Mehmet Serkan KARABACAK	Fatih PEKER
Member	Murat PARMAKÇI		

The working principles of the committees are published in the corporate website.

#### 1.4 PROFIT DISTRIBUTION POLICY

The profit distribution by Peker Gayrimenkul Yatırım Ortaklığı A.Ş. (Company) is performed primarily in accordance with the Turkish Commercial Code, Capital Market Legislation, Tax Legislation, other relevant legislation and the provisions of its articles of association regarding profit distribution. In calculating the amount of dividend to be distributed, any changes and developments in the relevant legislation, the Company's long-term strategy,



capital requirements, investment and financing policies, profitability and cash position of the Company are taken into account.

Unless there is an extraordinary situation arising from the investment and financing needs of the company, the Board of Directors proposes to the General Assembly to distribute the first dividend, in an amount up to at least 30% of the distributable profit for the period, to the shareholders in cash. If the Board of Directors proposes to the General Assembly to distribute cash dividends below the above-mentioned rate or not to distribute cash dividends at all, the basis for such a proposal is disclosed to the shareholders.

The General Assembly makes the final decision on profit distribution.

## EMPLOYEE DETAILS

### Senior Officers of Company

Name Surname	Position	Business Address
Murat Oktay	Managing Manager	Cumhuriyet mah. Yeni Yol 1 Sk. Bomonti Business Center 8/1 Şişli İstanbul
Şükran Altıntaş	Legal Adviser	Cumhuriyet mah. Yeni Yol 1 Sk. Bomonti Business Center 8/1 Şişli İstanbul
Recep Yılmaz	Asst. Managing Director, Finance	Cumhuriyet mah. Yeni Yol 1 Sk. Bomonti Business Center 8/1 Şişli İstanbul

### Benefits Provided to Senior Officers

For the accounting period ending on 31 December 2023, the benefits provided to senior officers consist of salaries paid and car rental expenses. The amount of benefits provided to the senior officers is 23,686.695 TL for the period 1 January - 31 December 2023.

No. of Employees: Employee count including overseas subsidiaries is 36.



## 2. ASSETS IN PORTFOLIO

### 2.1 Independent Residential Units in Ataköy NEF 22 Project

Information on the independent units in the Ataköy NEF 22 Project, which remain in the inventory of and are 100% owned by the Company and have not yet been pre-sold, are as follows:

Description	No of Independent Units	Saleable Area (m2)	Appraised Value (TL)
Commercial(*)	13	4.612,5	267.100.000,00

Information regarding the independent units that have been pre-sold to third parties and which continue to be subject to revenue sharing, but not yet delivered and are still carried forward in stock as of 31.12.2023 in Ataköy NEF 22 Project are as follows:

Description	No of Independent Units	Saleable Area (m2)	Total Appraised Value (TL)	Appraised Value Allocated to Company (TL) (50% of Total)
Commercial(*)	5	1.194,00	117.700.000	58.850.000

(\*) The said appraisal values are those being appraised as per the report of Lotus Gayrimenkul Değerleme ve Danışmanlık A.Ş. dated 08.01.2024 and numbered 2023/929.

### 2.2 Sultanmakami Mansions

As of 31.12.2023, the company continues to carry forward 1 independent unit in Sultan Makamı Mansions in its assets. The company has sold two of the independent units it owns and 2 jointly-owned independent units during the period.

Information on the independent units owned by the Company in Sultan Makamı Mansions as of 31.12.2023 is as follows:

Description	No of Independent Units	Saleable Area (m2)	Total Appraised Value (TL)
Residential Unit(*)	1	520	57.625.000

The said appraisal values are those being appraised as per the report of Lotus Gayrimenkul Değerleme ve Danışmanlık A.Ş. dated 08.01.2024 and numbered 2023/930.



### 2.3 Çamlıca Land

The Çamlıca Land with a total size of 11,019.81 m2 in the company's assets has been sold during the period at 781.387.558 TL (+ VAT) and has been removed from the company's assets.

### 2.4 Kaiserwall Germany

The immovable property which consists of 3 flats and 1 commercial area with a 417 m2 rentable area in Recklinghausen, Westphalia, Germany with an annual rental income of 40.000 €, has been acquired for 500.000 €. The building in question, from which rental income is generated, is included in the company's assets as of 31.12.2023. In the appraisal report dated 31.12.2023 as issued by the appraisal firm Wardin & Schmoranz, the value of the real estate in question has been appraised as 474.000,00 €.

### 2.5 Ritz Carlton

The flat No. 95 of The Ritz-Carlton Residences located at Teşvikiye, Vali Konagi Cd. N108, 34365 Şişli/Istanbul, has been purchased for 48,303,840 TL, and the relevant flat is rented and rental income is being generated. It has been valued at 62.000.000 TL as per the report of Lotus Gayrimenkul Değerleme ve Danışmanlık A.Ş. dated 08.01.2024 and numbered 2023/931.

### 2.6 Peker GYO Global GMBH

This company has purchased a property consisting of 1 flat and 1 commercial area with a rentable area of 300 m2 and an appraisal value of 232.000 € on 15.01.2021 at 220.000 € and another building with a land area of 202 m2 and appraisal value of 276.000 € on 03.02.2021 at 270,000€. Finally, a real estate with an appraisal value of 200,000€ and a 194 m2 land area in Grevenbroich, Germany's Nordrhein-Westfalen state has been purchased for 265,000€. The said property is adjacent to the other two property included in the portfolio of Peker GYO Global GMBH, and it is planned to design and develop the three property together.

On the other hand, another property with a land area of 2,690 m2 in Solingen, North Rhine-Westphalia Region, Germany, and appraisal value of 2.530,000€ has been purchased at 2,400,000€ by our



German subsidiary Peker GYO Global GMBH and it is planned to develop a 75-room hotel and a 20-flat housing project on the said land. A contract has been signed for the lease of the 75-room hotel to be built as part of the project to the B&B Hotel group, which has more than 600 hotels in 14 different countries, for a term of 20 + 5 years. The rental price is 426,600€ annually, and if, after the 5<sup>th</sup> year, 23.5% of the annual turnover is above the base rent, the rental fee will be paid as 23.5% of the turnover.

In that project, the construction works are underway and the inside of the existing building to be renovated as hotel as well as the rough construction and roofing of the residential building have been completed.

## **2.7 Blue Stone Investment GMBH**

Blue Stone Investment GMBH, wholly owned subsidiary of our Company, purchased a 2,370 m<sup>2</sup> land with an appraisal value of 1,980,000 € in Grevenbroich, Germany, on 07.10.2021 for 1.830.000€. It is planned to develop a housing project on the said land. The project development works are underway. Accordingly, application has been filed with the Municipality for construction license, awaiting its decision.

## **2.8 Nordstern Düsseldorf GMBH**

Nordstern Düsseldorf GmbH, another fully owned subsidiary of our Company, owns a land of 8,891 m<sup>2</sup> in Düsseldorf, Germany, and an adjacent land of 9.163 m<sup>2</sup> has been acquired from Düsseldorf Municipality and such lands will be developed together.

## **2.9 Peker GYO Spain SL**

Peker GYO Spain SL, our fully owned subsidiary in Spain has acquired the residential units numbered 18 and 19 for 1,400,000 € from Urbanisation Oasis Club in Malaga, Marbella, Spain. The value of the said property has been appraised as 1,994,785 € as of 31.12.2012 by the appraiser firm Uve Valoraciones S.A. and they have been sold to New Elements Real Estate Holding B. for 2,100,000€ in 2023. Therefore, the real estate in question is not included in our assets as of 31.12.2023.

Our subsidiary has executed purchase contracts in presence of notary public with Maldonado Gonzalez Abogados Slp for the acquisition of the land of 609,11 m<sup>2</sup> with an appraisal value of 342.862,21 € located at Avellano, 9.3, Benalmadena 1 29639 Malaga for



355,000 € and with Carmen Isabel Barrios Medina Montoya for the acquisition of another land of 670 m<sup>2</sup> with an appraisal value of 265.867,93 € located at Ficus Buena Vista Sol, 2, Buenavista, 29650, Mijas, Malaga for 220,000 €, and sales prices have already been paid and land registry formalities have been duly completed. Modular house projects are being developed on the said lands, and project works are underway. In this context, all materials and supplies related to modular house construction were purchased and their manufacturing has been completed at the factory. In addition, steel construction elements have been erected and plans have been drafted and a permit application has been filed with the municipality. Once licensed by the Municipality, the houses will be moved to the site and it is planned to complete the erection works within 2 months.

## **2.10 Peker GMBH**

This Company has acquired all of the shares representing the share capital of the subsidiary Peker GMBH, established in Germany with a share capital of 1,000,000 €, from its related parties, Peker Holding GMBH and Goldstein Investment GMBH, for 40,000,000€. The value of the such shares have been calculated as 41,428,662.61€ in the appraisal report dated 23.06.2023 as issued by German appraiser Konfident Steuerberatungsgesellschaft mBH.

Peker GmbH owns the Northgate Düsseldorf project (<https://www.pekergyo.com/projeler/northgate-dusseldorf/>). The said project is a project with a gross indoor construction area of 26.200 m<sup>2</sup> located in Düsseldorf, Germany. The project, which was developed on a land of 11,600 m<sup>2</sup>, has a total net usage area of 24.000 m<sup>2</sup> (including 8.400 m<sup>2</sup> hotel, 5.800 m<sup>2</sup> boarding, 1.800 m<sup>2</sup> office, 8.000 m<sup>2</sup> common use area). The 431-room hotel project, the construction of which started in 2019, was completed in early 2023. The hotel is one of the largest hotels in Dusseldorf and is leased to the Novum Group of Hotels (<https://www.novum-hotels.com/en/novum-hospitality>) for a term of 25+5 years. The hotel is in service. The annual rental income of the project in question is 3.7 Million Euros. In addition, the company also owns a villa-type residence, from which it generates rental income.

## **3. SUMMARIES OF APPRAISAL REPORTS**

As of 30.09.2023, the appraisal reports have been issued for the property owned by the Company by the appraisal firms including Reel Gayrimenkul Değerleme A.Ş. for the property in Turkey, NETZeWERK GmbH in Germany and Eurovaloraciones, S.A in Spain, and summarized details regarding these appraisal reports are as follows (amounts stated exclude VAT):



Company	Property Title	Appraisal Value	Currency	Appraisal Report No and Date
Peker GYO A.Ş.	NEF 22 Project Land Shares	58.850.000	TL	08.01.2024 – 2023/929
Peker GYO A.Ş.	NEF 22 Project Independent Units	267.100.000	TL	08.01.2024 – 2023/929
Peker GYO A.Ş.	Sultan Makamı Mansions	57.625.000	TL	08.01.2024 – 2023/930
Peker GYO A.Ş.	Ritz Carlton	62.000.000	TL	08.01.2024 – 2023/931
Peker GYO A.Ş.	Kaiserwall Building	474.000	Euros	31.12.2023
Peker GYO Global GMBH	Solingen Project	6.525.000	Euros	13.12.2023
Peker GYO Global GMBH	Rheydter Straße 9	225.000	Euros	15.12.2023
Peker GYO Global GMBH	Rheydter Straße 11	210.000	Euros	19.12.2023
Peker GYO Global GMBH	Rheydter Straße 13	255.000	Euros	19.12.2023
BlueStone Investment GMBH	Erft Loft	2.805.000	Euros	20.12.2023



Company	Property Title	Appraisal Value	Currency	Appraisal Report No and Date
Nordstern Düsseldorf GMBH	Nordstern Land	10.700.000	Euros	21.12.2023
Nordstern Düsseldorf GMBH	Nordstern Land	11.050.000	Euros	21.12.2023
Peker GYO Spain SL	Benalmadena Land	1.397.604,39	Euros	15.01.2024
Peker GYO Spain SL	Mijas Land	1.157.056,82	Euros	16.01.2024
Peker GMBH	Artwick Villa	1.475.000	Euros	20.12.2023
Peker GMBH	Northgate Building	86.000.000	Euros	14.12.2023

#### 4. ACTIVITIES OF COMPANY AND MATERIAL DEVELOPMENTS IN THE ACTIVITIES

**a) Information about special audit and public audit conducted during the accounting period:**

Our Company are subject to independent audit pursuant to the provisions of Turkish Commercial Code and capital market legislation. The said independent audit is being conducted for the year 2023 by Güney Bağımsız Denetim ve Serbest Muhasebeci Mali Müşavirlik Anonim Şirketi.

**b) Information about litigation against the Company which might have material impact on financial status and activities of the Company and possible outcomes of such litigation:**

None.

**c) Information about administrative or judicial sanctions imposed on the company and the members of the management body due to practices in**



**violation of applicable legislation**

None.

- d) Information about whether or not the targets in the previous periods have been achieved, whether or not the decisions of the general assembly have been fulfilled; if such targets have failed or decisions not fulfilled, their reasons and evaluations:**

The Company has achieved its 2023 Q4 goals.

- e) Assessments as to whether or not the Company has achieved its operational and financial performance goals disclosed to the public:**

None.

- f) If any extraordinary general meeting has been held during the year, information about such extraordinary general meeting including the date of the meeting, decisions taken and steps taken based on such decisions:**

Extraordinary General Assembly has been held 23.06.2023 where the members of Board of Directors have been elected.

- g) Information about the donations and grants made as well as the expenses made as part of social responsibility projects by the company during the year:**

In the current period, our Company and its subsidiaries have donated 2,000,000 TL to AFAD, 1,000,000 TL (50,000 Euros) to Ahbab Foundation in cash and a total of 58.500 TL as scholarship to students in order to help our suffering citizens affected by the earthquakes in Kahramanmaraş. Following the inflation-based correction in the Financial Statements, the total donation has amounted to 4.356.214 TL.

- h) If it is a member of group of companies, any and all the legal transactions entered into with the controlling company, a subsidiary of the controlling company, with the instructions of the controlling company and for the benefit of the controlling company or its subsidiary and any other measures taken or abstained from taking for the benefit of the controlling company or its subsidiary:**

Company is not a subsidiary.



## 5. COMPARATIVE FINANCIAL STATEMENTS

### 5.1 Analysis and evaluation of the management body with respect to the financial status and results of activities and extent of realization of the planned activities and status of the company against the strategic targets:

In Ataköy NEF 22 project, the sales of the independent units owned by the Company continues. In addition, 2 stores have been rented out, generating rental income.

The sales efforts of 1 independent unit remaining unsold in Sultan Makamı Mansion project continue.

Çamlıca Land has been sold and removed from our assets.

A residential flat has been purchased for Ritz Carlton project in Sile, Istanbul and leased out.

The property held for investment in Gravesend has been sold and removed from our assets.

Rental income is generated from our Kaiserwall building in Recklinghausen, Germany.

A land has been acquired by German subsidiary Peker GYO Global GMBH in Solingen in the North Rhine-Westphalia Region of Germany. The construction works are ongoing.

A land has been acquired by German subsidiary Blue Stone Investment GMBH in Grevenbroich in the North Rhine-Westphalia Region of Germany. The project development works are underway.

In addition, 100% shares of Nordstern Düsseldorf GMBH, which has a land investment in Düsseldorf, Germany, have been purchased by our Company as part of its overseas investment plans. The land of 9.163 m2 being adjacent to our existing land has been purchased by that company and the combined development of both lands is underway.

On the other hand, Peker GYO Spain SL, our fully owned subsidiary in Spain has acquired the residential units numbered 18 and 19 for 1,400,000 € from Urbanisation Oasis Club in Malaga, Marbella, Spain, and the said property has been sold out for 2.100.000 Euro in 2023. Two new lands have been purchased by that subsidiary in the current period and modular house projects are being carried out on these lands.

In addition, 100% shares of Peker GMBH have been purchased by our company, and rental income is obtained from the Northgate project and a villa-type residence owned by the company.

### 5.2 Information about current sales, profitability, income raising capacity, efficiency and debit / shareholders' equity ratio compared to previous years and other particulars to give an idea of the company's activities and future-looking expectations:

The comparative financial statements of company for the period 31.12.2022 and 31.12.2023 are provided below.



**5.3 Determination of whether or not the corporate capital lack any provision or sunken and evaluations of the management body in this respect:**

Our company is not in a financially insolvent position and it is not a sunken company.

**5.4 Measures planned to improve the financial structure of the Company, if any:**

None.

**5.5 OTHER PARTICULARS**

Financing bond issued on 18 January 2024 by the Company to qualified investors approved by the Capital Markets Board's decision No. 66/1472 of 2 November 2023 with an issue cap of 1.500.000.000 TL, TRFPEGY32410 ISIN Code, with annual compound interest rate of 63,14% p.a., with a nominal value of 82,500.000 TL and without any coupon payment has been redeemed on 18 March 2024.

Additionally, as part of the buy-back scheme involving 25.000.000 shares with a nominal value of 25.000.000 TL between 12 March 2024 and 11 March 2025 in line with the resolution of the Board of Directors dated 12 March 2024, 4.208.691 shares have been bought back for 79.236.472 TL as of 3 April 2024.

As of 19 March 2024, negotiations with Hyatt Group have started for the leasing of 21.500 m2 out of the rentable commercial area of 23.000 m2 as boarding house under the brand Hyatt House from Nordstern Project located in Düsseldorf, Germany which has been developed by Nordstern Düsseldorf GMBH. Furthermore, it has been planned to use the remaining 1.500 m2 as fitness area.



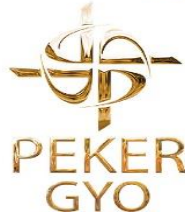
## 5.6 Financial Position Statement

The comparative consolidated financial position statement (\*) of company as of 31.12.2023 is as follows:

	Note	<u>Audited</u> <u>Current period</u> <u>December 31,</u> <u>2023</u>	<u>Audited</u> <u>Prior period</u> <u>December 31,</u> <u>2022</u>
<b>Current assets</b>		<b>1.731.535.403</b>	<b>1.312.906.683</b>
Cash and cash equivalents	4	57.631.848	91.693.166
Financial investments	5	93.129.712	5.257
Trade receivables			
<i>Due from related parties</i>	7-18	148.230.293	-
<i>Due from third parties</i>	7	705.981.642	58.868.902
Other receivables			
<i>Due from related parties</i>	8-18	3.187.382	268.124.417
<i>Due from third parties</i>	8	3.852.477	15.095.898
Inventories	9	295.541.592	338.063.633
Prepaid expenses			
<i>Due to related parties</i>	10-18	360.372.176	270.756.635
<i>Due to third parties</i>	10	6.604.879	262.907.556
Current income tax assets		31.897	105.398
Other current assets	11	56.971.505	7.285.821
<b>Non-current assets</b>		<b>4.174.129.823</b>	<b>4.942.317.063</b>
Financial investments	5	781.402	-
Trade receivables			
<i>Due from related parties</i>	7-18	-	848.433.868
Other receivables			
<i>Due from third parties</i>	8	857.345	864.932
Investment properties	12	4.095.680.007	4.029.258.716
Property, plant and equipment	13	54.585.482	50.513.153
Prepaid expenses			
<i>Due to related parties</i>	10-18	13.029.560	-
<i>Due to third parties</i>	10	-	447.126
Deferred tax assets	17	9.196.027	12.799.268
<b>Total assets</b>		<b>5.905.665.226</b>	<b>6.255.223.746</b>



		<u>Audited</u> <u>Current period</u> <u>December 31,</u> <u>2023</u>	<u>Audited</u> <u>Prior period</u> <u>December 31,</u> <u>2022</u>
<b>Current liabilities</b>		<b>361.120.059</b>	<b>910.095.898</b>
Short-term borrowings	6	119.063.019	288.898.626
Short-term portion of long-term borrowings	6	5.223.037	-
Short-term leasing liabilities	6	31.675.765	-
Other financial liabilities		54.488	36.292
Trade payables			
<i>Due to related parties</i>	7-18	960.730	-
<i>Due to third parties</i>	7	119.691.373	127.360.052
Contract liabilities	10	254.490	26.713.508
Employee benefit obligations		809.554	1.350.489
Other payables			
<i>Due to related parties</i>	8-18	1.631.630	455.028.949
<i>Due to third parties</i>	8	30.875.483	699.358
Provisions			
<i>Other provisions</i>		360.565	2.053.023
Current income tax liabilities		-	5.317.125
Other current liabilities	11	50.519.925	2.638.476
<b>Non-current liabilities</b>		<b>2.214.866.481</b>	<b>1.600.695.490</b>
Long-term borrowings	6	2.006.153.469	1.352.535.846
Long-term leasing liabilities	6	15.543.862	-
Other payables			
<i>Due to related parties</i>	8-18	1.160.344	130.310.118
Provisions			
<i>Provision for employee benefits</i>		495.880	2.030.805
Deferred tax liabilities	17	191.512.926	115.818.721
<b>Equity</b>		<b>3.329.678.686</b>	<b>3.744.432.358</b>
<b>Equity holders of the parent</b>		<b>3.118.620.735</b>	<b>3.744.432.358</b>
Paid-in capital	15	669.833.747	669.833.747
Adjustment to share capital	15	1.787.200.218	1.787.200.218
Share premium		15.752	15.752
Other accumulated comprehensive income and expense not to be reclassified to profit or loss			
<i>Gain/ (loss) arising from defined benefit plans</i>		(531.593)	(590.197)
Other accumulated comprehensive income and expense to be reclassified to profit or loss			
<i>Currency translation differences</i>		(514.092.143)	(486.315.390)
Effect of combinations of businesses under common control		(1.424.043.311)	5.191.570
Restricted reserves	15	115.248.666	96.461.310
Retained earnings		1.524.924.167	2.133.069.346
Net profit for the period		960.065.232	(460.433.998)
<b>Non-controlling interest</b>		<b>211.057.951</b>	<b>-</b>
<b>Total liabilities and equity</b>		<b>5.905.665.226</b>	<b>6.255.223.746</b>



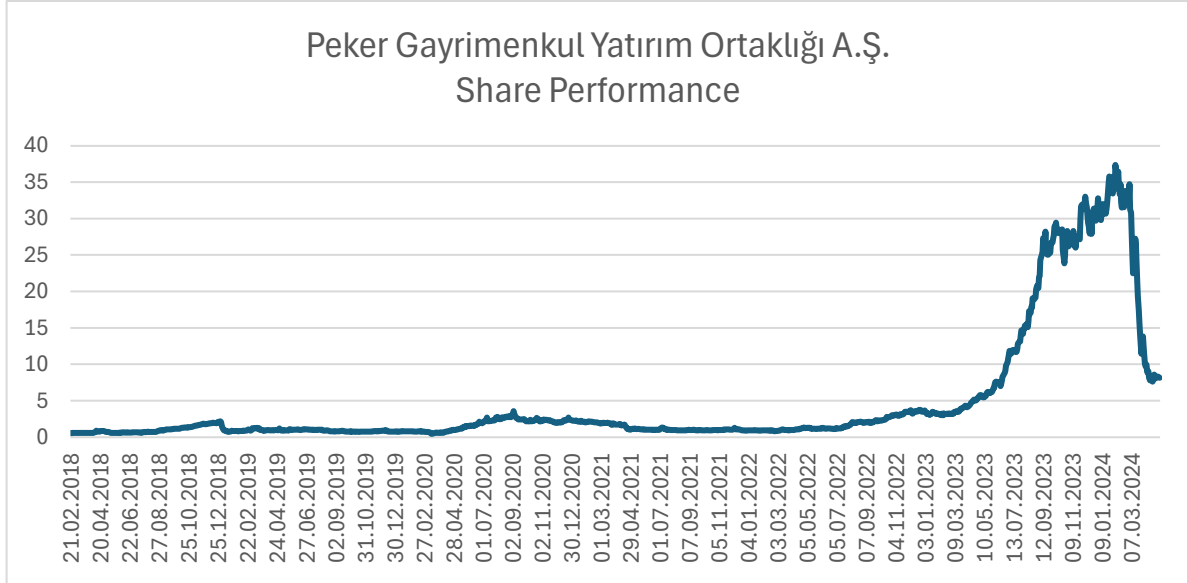
## 5.7 Profit & Loss Statement

The comparative consolidated profit-loss statement (\*) of company for the period 01 January 2023 – 31 December 2023 is as follows:

	Note	Audited Current period January 1- December 31, 2023	Audited Prior period January 1- December 31, 2022
Revenue	19	896.366.309	310.474.604
Cost of sales (-)	19	(964.142.008)	(498.259.024)
<b>Gross loss</b>		<b>(67.775.699)</b>	<b>(187.784.420)</b>
General administrative expenses (-)	20	(119.908.769)	(114.746.032)
Other income from operating activities	21	1.311.950.846	922.714.516
Other expenses from operating activities (-)	21	(126.206.262)	(282.263.286)
<b>Operating profit</b>		<b>998.060.116</b>	<b>337.920.778</b>
Income from investment activities	22	523.668.435	-
Expenses from investment activities (-)	22	(227.783)	(620.409)
<b>Operating income before financial income/ (expense)</b>		<b>1.521.500.768</b>	<b>337.300.369</b>
Finance income	23	18.981.665	11.912.761
Finance expenses (-)	23	(124.104.524)	(64.303.152)
Net monetary position gain/(loss)		(291.938.655)	(732.610.711)
<b>Profit/ (loss) before tax from continuing operations</b>		<b>1.124.439.254</b>	<b>(447.700.733)</b>
<b>Tax income/ (expense), continuing operations</b>		<b>(119.798.557)</b>	<b>(12.733.265)</b>
Taxes on expense	17	-	-
Deferred tax expenses (-)	17	(119.798.557)	(12.733.265)
<b>Net income</b>		<b>1.004.640.697</b>	<b>(460.433.998)</b>
<b>Equity holders of the parent</b>		<b>960.065.232</b>	<b>(460.433.998)</b>
<b>Non-controlling interest</b>		<b>44.575.465</b>	<b>-</b>
<b>Not to be reclassified to profit or loss</b>		<b>58.604</b>	<b>(590.197)</b>
Gain/ (loss) arising from defined benefit plans		58.604	(590.197)
<b>To be reclassified to profit or loss</b>		<b>(47.958.513)</b>	<b>(467.172.455)</b>
Currency translation differences		(47.958.513)	(467.172.455)
<b>Other comprehensive income</b>		<b>(47.899.909)</b>	<b>(467.762.652)</b>
<b>Total comprehensive income/ (loss)</b>		<b>956.740.788</b>	<b>(928.196.650)</b>
<b>Equity holders of the parent</b>		<b>932.347.083</b>	<b>(928.196.650)</b>
<b>Non-controlling interest</b>		<b>24.393.705</b>	<b>-</b>
<b>Earnings per share</b>	16	<b>0,39</b>	<b>(,19)</b>



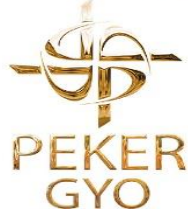
## 5.8 Share Performance



Our company's shares were offered to the public on February 15-16, 2018 at a price of 0.65 TL\* per share and started to be traded on Istanbul Stock Exchange as of February 21, 2018.

The share price, which remained flat for a while in the period following the initial public offering, due to the repurchase commitment offered for 45 days as part of initial public offering incentives, showed an upward movement in the April-December period and reached its peak level for that period on 27 December 2018. After the correction movement, it dropped to its all-time low (0.45 TL (\*)) as of 12 March 2020. Afterwards, the share price started to rise again and reached 3.55 TL(\*) on 03 September 2020.

The share price, which entered the year 2021 at the level of 2.26 TL, made daily closings at 0,92TL(\*) on August 19 and 20 and October 6, 15 and 18 due to the drop in the price following the capital increase approval decision and the exercise of the pre-emptive right. Finally, as a result of the withdrawals in the stock market in parallel with the declining exchange rate, with the announcement of TL-value maintaining deposits after the exchange rate fluctuations, it closed at the level of 0.89 TL(\*), the lowest for 2021, on 28.12.2021. And finally, the closing price of the year was 0.91 TL\*.



The share price, which started the year 2022 at 0.91 TL, was traded at a level of 0.81 TL(\*) on 24.02.2022 due to the negative effects of the Russia-Ukraine war on the markets. Afterwards, it increased with the reactive buys it received at this level and closed the year 2022 at a price of 3,53 TL. The share price, which followed a generally favorable course in 2023, closed the year in 2023 at 32,78 TL and maintained its favorable course at the beginning of 2024 and closed the day at the all-time high (37,38 TL) on 05.02.2024, and then the share price fell and closed the day at 9,72 TL\* on 13.05.2024.

\* The price adjusted for the capital increase transactions performed after the initial public offering.



## 5.9 Checking Compliance with Portfolio Limitations

Checklist for our Company's compliance with portfolio limitations is given below.

Main Accounting Items of the Financial Table		Relevant Regulation	31 Dec 2023	31 Dec 2022
A	Money and capital market instruments	III-48.1. Art. 24 / (b)	31.543.053	63.055.470
B	Real Estates, Real Estate-Based Projects, Real Estate-Based Rights, Real Estate Investment Fund Participation Shares and companies within the scope of sub-paragraph (ç) of the first paragraph of Article 28, in which they have 100% participation.	III-48.1. Art. 24 / (a)	2.536.497.073	2.406.903.439
C	Affiliates	III-48.1. Art. 24 / (b)	277.515.457	-
	Receivables due from related parties (non-commercial)	III-48.1. Art. 23 / (f)		
	Other assets		2.077.443.244	1.049.372.019
<b>D</b>	<b>Total of Assets (Total of Assets)</b>		<b>4.922.998.827</b>	<b>3.519.330.928</b>
E	Financial obligations	III-48.1. Art. 31	100.770.374	67.276.424
F	Other financial obligations	III-48.1. Art. 31	-	-
G	Financial leasing obligations	III-48.1. Art. 31	47.219.627	-
H	Due to related parties (non-commercial)	III-48.1. Art. 23 / (f)	-	-
I	Shareholder's equity	III-48.1. Art. 31	3.906.761.861	3.421.584.912
	Other liabilities		868.246.965	30.469.592
<b>D</b>	<b>Total of Liabilities (Total of Liabilities)</b>		<b>4.922.998.827</b>	<b>3.519.330.928</b>

Non-consolidated (individual) other financial information		Relevant Regulation	31 Dec 2023	31 Dec 2022
A1	The portion of the money and capital market instruments held for 3-year real estate payments	III-48.1. Art. 24 / (b)		
A2	Foreign Currency Time Deposit-Drawing / Special Current-Participation Account and TRY Time Deposit / Participation Account	III-48.1. Art. 24 / (b)	1.260.913	36.256.692
A3	Foreign capital market instruments	III-48.1. Art. 24 / (d)		
B1	Foreign real estates, real estate-based projects, real estate-based rights	III-48.1. Art. 24 / (d)	15.440.028	18.592.693
B2	Idle lands / parcels of lands	III-48.1. Art. 24 / (c)		
C1	Foreign affiliates	III-48.1. Art. 24 / (d)	2.087.242.559	923.858.773
C2	Participation in the operating company	III-48.1. Art. 28		
J	Non-cash loans	III-48.1. Art. 31		
K	Mortgage prices of the mortgaged parcels of lands on which the project will be developed and which do not belong to the partnership	III-48.1. Art. 22 / (e)		
L	The sum of money and capital market instruments investments in a single company	III-48.1. Art. 22 / (I)	60.550.600	-

Non-consolidated (individual) other financial information		Relevant Regulation	31 Dec 2023	31 Dec 2022	Minimum/Maximum rate
1	Mortgage prices of the mortgaged parcels of lands on which the project will be developed and which do not belong to the partnership	III-48.1. Art. 22 / (e)	0,0%	0,0%	Max. 10%
2	Real Estates, Real Estate-Based Projects, Real Estate-Based Rights, Real Estate Investment Fund Participation Shares and companies within the scope of sub-paragraph (ç) of the first paragraph of Article 28, in which they have 100% participation	III-48.1. Art. 24 / (a).(b)	51,52%	68,39%	Min. 51%
3	Money and capital market instruments and Affiliates	III-48.1. Art. 24 / (b)	6,28%	1,79%	Min. 49%
4	Foreign real estates, real estate-based projects, real estate-based rights, Affiliates, Capital Market Instruments	III-48.1. Art. 24 / (d)	42,71%	26,78%	Max. 49%
5	Idle lands / parcels of lands	III-48.1. Art. 24 / (c)	0,0%	0,0%	Max. 20%
6	Participation in the operating company	III-48.1. Art. 28/1 (a)	0,0%	0,0%	Max. 10%
7	Borrowing Limit	III-48.1. Art. 31	3,79%	1,97%	Max. 500%
7	Foreign Currency Time Deposit-Drawing / Special Current-Participation Account and TRY Time Deposit / Participation Account	III-48.1. Art. 24 / (b)	0,03%	1,03%	Max. 10%
9	The sum of money and capital market instruments investments in a single company	III-48.1. Art. 22 / (I)	1,23%	0,0%	Max. 10%