

# **RÖNESANS GAYRİMENKUL YATIRIM A.Ş.**

## **Corporate Governance Information Form**

### **2024 - Annual Notification**

#### **Summary**

Corporate Governance Information Form

# 1. SHAREHOLDERS

Related Companies

Related Funds

1. SHAREHOLDERS	
<b>1.1. Facilitating the Exercise of Shareholders Rights</b>	
The number of investor meetings (conference, seminar/etc.) organised by the company during the year	Through the year more than 50 meetings, conference calls, phone calls have been materialized with corporate and retail investors, while more than 100 questions have been answered via e-mail and / or phone. In 2024, the Company has held 1 teleconferences with multiple participants to inform analysts and portfolio managers on its quarterly financial results and operational developments.
<b>1.2. Right to Obtain and Examine Information</b>	
The number of special audit request(s)	There were no requests for the appointment of a private auditor during the reporting period.
The number of special audit requests that were accepted at the General Shareholders' Meeting	There was no request for a special auditor at the General Assembly Meeting.
<b>1.3. General Assembly</b>	
Link to the PDP announcement that demonstrates the information requested by Principle 1.3.1. (a-d)	<a href="https://www.kap.org.tr/tr/Bildirim/1335311">https://www.kap.org.tr/tr/Bildirim/1335311</a>
Whether the company provides materials for the General Shareholders' Meeting in English and Turkish at the same time	Not presented
The links to the PDP announcements associated with the transactions that are not approved by the majority of independent directors or by unanimous votes of present board members in the context of Principle 1.3.9	There was no such transaction during the year
The links to the PDP announcements associated with related party transactions in the context of Article 9 of the Communiqué on Corporate Governance (II-17.1)	There was no such transaction during the year



General Meeting Date	clarification of the agenda of the General Shareholders' Meeting	to the General Shareholders' Meeting	directly present at the GSM	represented by proxy	Meeting minutes, and also indicates for each resolution the voting levels for or against	questions asked in the general assembly meeting and all responses to them	Meeting minutes in relation to related party transactions	insiders received by the board of directors	shareholder meeting notification
11/10/2024	0	% 91,19	% 0,01	% 91,18	Information could be found under Investor Relations / Material Disclosures on our corporate website	Information could be found under Investor Relations / Material Disclosures on our corporate website	Not available	248	<a href="https://www.kap.org.tr/tr/Bildirim/1335311">https://www.kap.org.tr/tr/Bildirim/1335311</a>

## 2. DISCLOSURE AND TRANSPARENCY

2. DISCLOSURE AND TRANSPARENCY	
<b>2.1. Corporate Website</b>	
Specify the name of the sections of the website providing the information requested by the Principle 2.1.1.	Investor Relations   Rönesans Gayrimenkul
If applicable, specify the name of the sections of the website providing the list of shareholders (ultimate beneficiaries) who directly or indirectly own more than 5% of the shares.	Investor Relations   Rönesans Gayrimenkul
List of languages for which the website is available	Turkish, English
<b>2.2. Annual Report</b>	
<b>The page numbers and/or name of the sections in the Annual Report that demonstrate the information requested by principle 2.2.2.</b>	
a) The page numbers and/or name of the sections in the Annual Report that demonstrate the information on the duties of the members of the board of directors and executives conducted out of the company and declarations on independence of board members	Board of Directors, Senior Management and Personnel
b) The page numbers and/or name of the sections in the Annual Report that demonstrate the information on committees formed within the board structure	Committees formed under Board of Directors and their Evaluations by the Board of Directors
c) The page numbers and/or name of the sections in the Annual Report that demonstrate the information on the number of board meetings in a year and the attendance of the members to these meetings	Number of meetings that Board of Directors had during the year and attendance rates of board members
ç) The page numbers and/or name of the sections in the Annual Report that demonstrate the information on amendments in the legislation which may significantly affect the activities of the corporation	Information on some of the Legislative Amendments that can Affect the Company's Activities
d) The page numbers and/or name of the sections in the Annual Report that demonstrate the information on significant lawsuits filed against the corporation and the possible results thereof	Information Regarding the Lawsuits of the Company and Possible Consequences
e) The page numbers and/or name of the sections in the Annual Report that demonstrate the information on the conflicts of interest of the corporation among the institutions that it purchases services on matters such as investment consulting and rating and the measures	Conflicts of Interest Between the Company's Service Providers such as Investment Consultancy and Rating companies, and Information on

<p>taken by the corporation in order to avoid from these conflicts of interest</p>	<p>Measures Taken by the Company to Prevent these Conflicts of Interests</p>
<p>f) The page numbers and/or name of the sections in the Annual Report that demonstrate the information on the cross ownership subsidiaries that the direct contribution to the capital exceeds 5%</p>	<p>There is no such situation regarding the Company's capital</p>
<p>g) The page numbers and/or name of the sections in the Annual Report that demonstrate the information on social rights and professional training of the employees and activities of corporate social responsibility in respect of the corporate activities that arises social and environmental results</p>	<p>Information on Corporate Social Responsibility Activities Related to Employees' Social Rights, Vocational Training and Other Activities of the Company that May Bear Social and Environmental Consequences</p>

## 3. STAKEHOLDERS

3. STAKEHOLDERS	
<b>3.1. Corporation's Policy on Stakeholders</b>	
The name of the section on the corporate website that demonstrates the employee remedy or severance policy	Not Available
The number of definitive convictions the company was subject to in relation to breach of employee rights	11
The position of the person responsible for the alert mechanism (i.e. whistleblowing mechanism)	Internal Audit
The contact detail of the company alert mechanism	ethics@ronesans.com
<b>3.2. Supporting the Participation of the Stakeholders in the Corporation's Management</b>	
Name of the section on the corporate website that demonstrates the internal regulation addressing the participation of employees on management bodies	Not Available
Corporate bodies where employees are actually represented	Not Available
<b>3.3. Human Resources Policy</b>	
The role of the board on developing and ensuring that the company has a succession plan for the key management positions	The Board of Directors is authorized.
The name of the section on the corporate website that demonstrates the human resource policy covering equal opportunities and hiring principles. Also provide a summary of relevant parts of the human resource policy.	Not Available
Whether the company provides an employee stock ownership programme	Pay edindirme planı bulunmuyor (There isn't an employee stock ownership programme)
The name of the section on the corporate website that demonstrates the human resource policy covering discrimination and mistreatments and the measures to prevent them. Also provide a summary of relevant parts of the human resource policy.	As a company operating under Rönesans Holding, our company is subject to the principles and policies adopted by Rönesans Holding. In this regard, the Human Rights Policy is implemented. ( <a href="https://ronesans.com/content/files/05-tr-i-ns-020863528c5bc475f0.61836371.pdf">https://ronesans.com/content/files/05-tr-i-ns-020863528c5bc475f0.61836371.pdf</a> ). In the future, it is planned to establish a specific policy for RGY as well.

The number of definitive convictions the company is subject to in relation to health and safety measures	Not Available
<b>3.5. Ethical Rules and Social Responsibility</b>	
The name of the section on the corporate website that demonstrates the code of ethics	<a href="https://rgy.com.tr/?lang=en/Investor%20relations/Policies">https://rgy.com.tr/?lang=en/Investor relations/Policies</a>
The name of the section on the company website that demonstrates the corporate social responsibility report. If such a report does not exist, provide the information about any measures taken on environmental, social and corporate governance issues.	Not Available
Any measures combating any kind of corruption including embezzlement and bribery	Ethical principles and policies have been adopted to prevent bribery, corruption, and money laundering.





Name, Surname of Board Member	Whether Executive Director Or Not	Whether Independent Director Or Not	The First Election Date To Board	Link To PDP Notification That Includes The Independency Declaration	Whether the Independent Director Considered By The Nomination Committee	Whether She/He is the Director Who Ceased to Satisfy The Independence or Not	Whether The Director Has At Least 5 Years' Experience On Audit, Accounting And/OR Finance Or Not
İpek Ilicak Kayaalp	İcrada Görevli Değil ( Non-executive )	Bağımsız üye değil ( Not independent director)	08/05/2012	-	İlgisiz (Not applicable)	Hayır (No)	Evet (Yes)
Kamil Yanıkömeroğlu	İcrada görevli (Executive)	Bağımsız üye değil ( Not independent director)	21/01/2011	-	İlgisiz (Not applicable)	Hayır (No)	Hayır (No)
Özgür Canbaş	İcrada Görevli Değil ( Non-executive )	Bağımsız üye değil ( Not independent director)	20/05/2013	-	İlgisiz (Not applicable)	Hayır (No)	Evet (Yes)
Sercan Yüksel	İcrada görevli (Executive)	Bağımsız üye değil ( Not independent director)	31/05/2016	-	İlgisiz (Not applicable)	Hayır (No)	Evet (Yes)
Betül Ebru Edin	İcrada Görevli Değil ( Non-executive )	Bağımsız üye ( Independent director)	31/05/2024	<a href="https://www.kap.org.tr/tr/Bildirim/1293329">https://www.kap.org.tr/tr/Bildirim/1293329</a>	Değerlendirilmedi (Not considered)	Hayır (No)	Evet (Yes)
Deran Taşkiran	İcrada Görevli Değil ( Non-executive )	Bağımsız üye ( Independent director)	31/05/2024	<a href="https://www.kap.org.tr/tr/Bildirim/1293329">https://www.kap.org.tr/tr/Bildirim/1293329</a>	Değerlendirilmedi (Not considered)	Hayır (No)	Evet (Yes)

## 4. BOARD OF DIRECTORS-II

4. BOARD OF DIRECTORS-II	
<b>4.4. Meeting Procedures of the Board of Directors</b>	
Number of physical or electronic board meetings in the reporting period	6
Director average attendance rate at board meetings	% 100
Whether the board uses an electronic portal to support its work or not	Hayır (No)
Number of minimum days ahead of the board meeting to provide information to directors, as per the board charter	Not Available
The name of the section on the corporate website that demonstrates information about the board charter	rgy.com.tr/wp-content/uploads/2024/04/Konsolide_esas_sozlesme.pdf
Number of maximum external commitments for board members as per the policy covering the number of external duties held by directors	Not Available
<b>4.5. Board Committees</b>	
Page numbers or section names of the annual report where information about the board committees are presented	Related information can be found at Committees Formed Under the Board of Directors section.
Link(s) to the PDP announcement(s) with the board committee charters	<a href="https://www.kap.org.tr/tr/Bildirim/1384305">https://www.kap.org.tr/tr/Bildirim/1384305</a>

### Composition of Board Committees-I

Names Of The Board Committees	Name Of Committees Defined As "Other" In The First Column	Name-Surname of Committee Members	Whether Committee Chair Or Not	Whether Board Member Or Not
Denetim Komitesi (Audit Committee)	-	Betül Ebru Edin	Evet (Yes)	Yönetim kurulu üyesi (Board member)
Denetim Komitesi (Audit Committee)	-	Deran Taşkiran	Hayır (No)	Yönetim kurulu üyesi (Board member)
Kurumsal Yönetim Komitesi (Corporate Governance Committee)	-	Deran Taşkiran	Evet (Yes)	Yönetim kurulu üyesi (Board member)

Kurumsal Yönetim Komitesi (Corporate Governance Committee)	-	Betül Ebru Edin	Hayır (No)	Yönetim kurulu üyesi (Board member)
Kurumsal Yönetim Komitesi (Corporate Governance Committee)	-	Özgür Canbaş	Hayır (No)	Yönetim kurulu üyesi (Board member)
Kurumsal Yönetim Komitesi (Corporate Governance Committee)	-	Ömer Sinan Tekol	Hayır (No)	Yönetim kurulu üyesi değil (Not board member)
Riskin Erken Saptanması Komitesi (Committee of Early Detection of Risk)	-	Betül Ebru Edin	Evet (Yes)	Yönetim kurulu üyesi (Board member)
Riskin Erken Saptanması Komitesi (Committee of Early Detection of Risk)	-	Deran Taşkiran	Hayır (No)	Yönetim kurulu üyesi (Board member)
Riskin Erken Saptanması Komitesi (Committee of Early Detection of Risk)	-	Özgür Canbaş	Hayır (No)	Yönetim kurulu üyesi (Board member)
Riskin Erken Saptanması Komitesi (Committee of Early Detection of Risk)	-	Sercan Yüksel	Hayır (No)	Yönetim kurulu üyesi (Board member)

## 4. BOARD OF DIRECTORS-III

<b>4. BOARD OF DIRECTORS-III</b>	
<b>4.5. Board Committees-II</b>	
Specify where the activities of the audit committee are presented in your annual report or website (Page number or section name in the annual report/website)	Duties and Working Rules of the Audit Committee could be found under Investor Relations / Corporate Governance section on our corporate website
Specify where the activities of the corporate governance committee are presented in your annual report or website ( Page number or section name in the annual report/website )	Duties and Working Rules of the Audit Committee could be found under Investor Relations / Corporate Governance section on our corporate website
Specify where the activities of the nomination committee are presented in your annual report or website (Page number or section name in the annual report/website)	Duties and Working Rules of the Audit Committee could be found under Investor Relations / Corporate Governance section on our corporate website
Specify where the activities of the early detection of risk committee are presented in your annual report or website ( Page number or section name in the annual report/website )	Duties and Working Rules of the Audit Committee could be found under Investor Relations / Corporate Governance section on our corporate website
Specify where the activities of the remuneration committee are presented in your annual report or website (Page number or section name in the annual report/website)	Duties and Working Rules of the Audit Committee could be found under Investor Relations / Corporate Governance section on our corporate website
<b>4.6. Financial Rights</b>	
Specify where the operational and financial targets and their achievement are presented in your annual report ( Page number or section name in the annual report)	Related information can be found at "Financial Statement" section.

Specify the section of website where remuneration policy for executive and non-executive directors are presented.

Wage Policy for Senior Managers could be found under Investor Relations / Policies section on our corporate website.

Specify where the individual remuneration for board members and senior executives are presented in your annual report (Page number or section name in the annual report)

The information can be found at "Financial Benefits Provided to the Board Members and Senior Executives" section.

#### Composition of Board Committees-II

Names Of The Board Committees	Name of committees defined as "Other" in the first column	The Percentage Of Non-executive Directors	The Percentage Of Independent Directors In The Committee	The Number Of Meetings Held In Person	The Number Of Reports On Its Activities Submitted To The Board
Denetim Komitesi (Audit Committee)	-	% 100	% 100	2	2
Kurumsal Yönetim Komitesi (Corporate Governance Committee)	-	% 25	% 50	1	1
Riskin Erken Saptanması Komitesi (Committee of Early Detection of Risk)	-	% 25	% 50	1	1