



nef



The Details of Success

20
24

Annual Report

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We focus on the details that drive success

Some achievements are momentous not for their magnitude, but for the minute details that compose it.

Nef produces meaningful solutions with consequential details that address the complexity of urban life, creating not only structures, but a value-filled lifestyle culture.

Nef established a foundation within two years of its incorporation, institutionalizing social benefit by placing vitality, sharing, transformation, and design at the heart of everything we do.

In every project, throughout our operations, both before and after sales, and in the expectations we shape, the details in our balance sheet reflect our strength and set us apart.

In this report, we focus on the details that distinguish Nef.

65.6

TL billion

Asset Size

To the highest summits with equity and self-confidence

Even as we build on our accomplishments as project creators, Nef is gaining visibility as a brand that creates added value. We achieve financial successes with our own equity rather than with external funding and, as of 2024, we are among Türkiye's leading companies in our field in terms of equity size and asset value. Fortified by this strength, we are expanding our goals. Established and growing in Türkiye, our Company is taking decisive steps to become a globally renowned brand in the sector.

We believe that added value is an element that goes beyond the balance sheet. We are building a new future through brand value, customer loyalty, and meaningful contributions to the experience of living.

33.4

TL billion
Equity



Saying more with less...
Nef emphasizes minimalism in
architecture and maximalism in
comfort.

Through projects that manifest
superior quality in every detail and
aesthetic balance in every line,
Nef delivers a simple yet powerful
message about life, with design not
only a visible element, but an organic
feature of the living experience.

The only key opening doors from Bodrum to Hamburg

In addition to supporting the sharing economy, we integrate it into our projects. By means of the patented Foldhome concept, Nef presents a flexible living model that provides the use of various spaces as they are needed. We are expanding this system through concepts such as Foldcity, Foldglobal, and Flexhome, offering a living culture that grows as it is shared.

We envision and realize a different system on a global scale. Wherever we are—whether in Istanbul, Hamburg, or London—we visualize the key of Bodrum unlocking every door.

5,882,649
m²

Total
Construction
Area



In Cuxhaven, a historic city and popular seaside tourist destination in northern Germany, nef Hamburg offers a 20-year guaranteed rental income in Euro currency. The presence of facilities belonging to German industrial giants—in a location described as the backyard of the Hamburg and Bremen states—ensures the region's vibrancy and thus adds value to the investment.

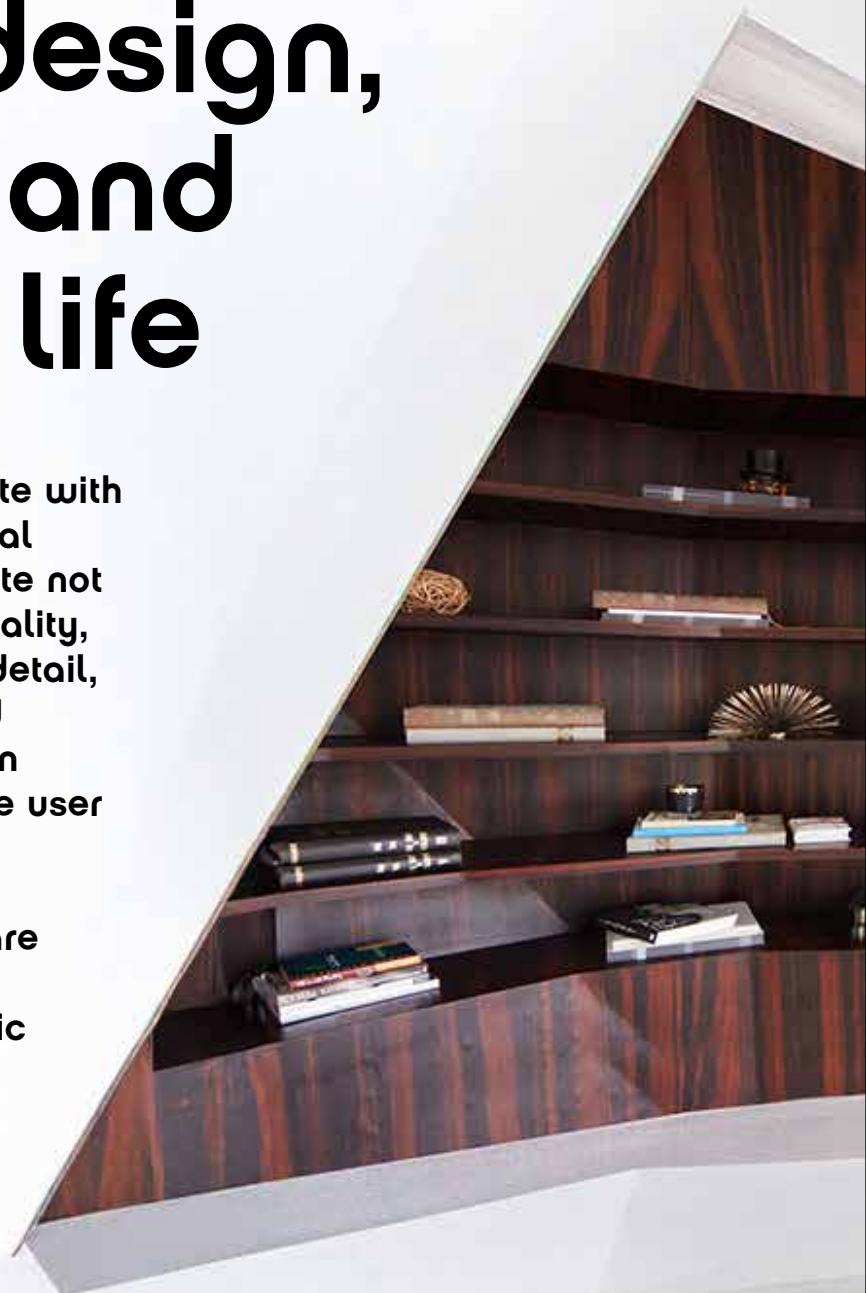
Detail in design, flexibility and quality in life

On all our projects, we collaborate with internationally renowned industrial designers. Our projects incorporate not only aesthetics, but also functionality, simplicity, and efficiency. Every detail, from door handles to faucets and from foldable furniture to common areas, is designed to enhance the user experience.

Our patented concept solutions are the noteworthy outcomes of our attention to detail, a characteristic exemplified in our quality and experience.

17

Number of
Patents in Real
Estate





Nef Flats Levent 163, bringing a fresh perspective to the "home" concept, is the first architectural project by the world-renowned and internationally awarded Autoban. Pipes from wind instruments extend around the flat to the entrance area, conveying the sounds of the project's construction phases from the past to the present.

Beyond square meters, we deliver value and fulfillment

At Nef, we offer grand living experiences in compact living spaces. For example, NOVU, a brand dedicated to student living, offers solutions through the ultra-efficient use of square meterage. Developing projects in collaboration with the world's best designers, we place simplicity and functionality at the heart of life, with the Novu Academic Residence in Sötlüce exemplifying this approach.

In essence: minimal square meters, maximum functionality... That's the core of our architectural vision.

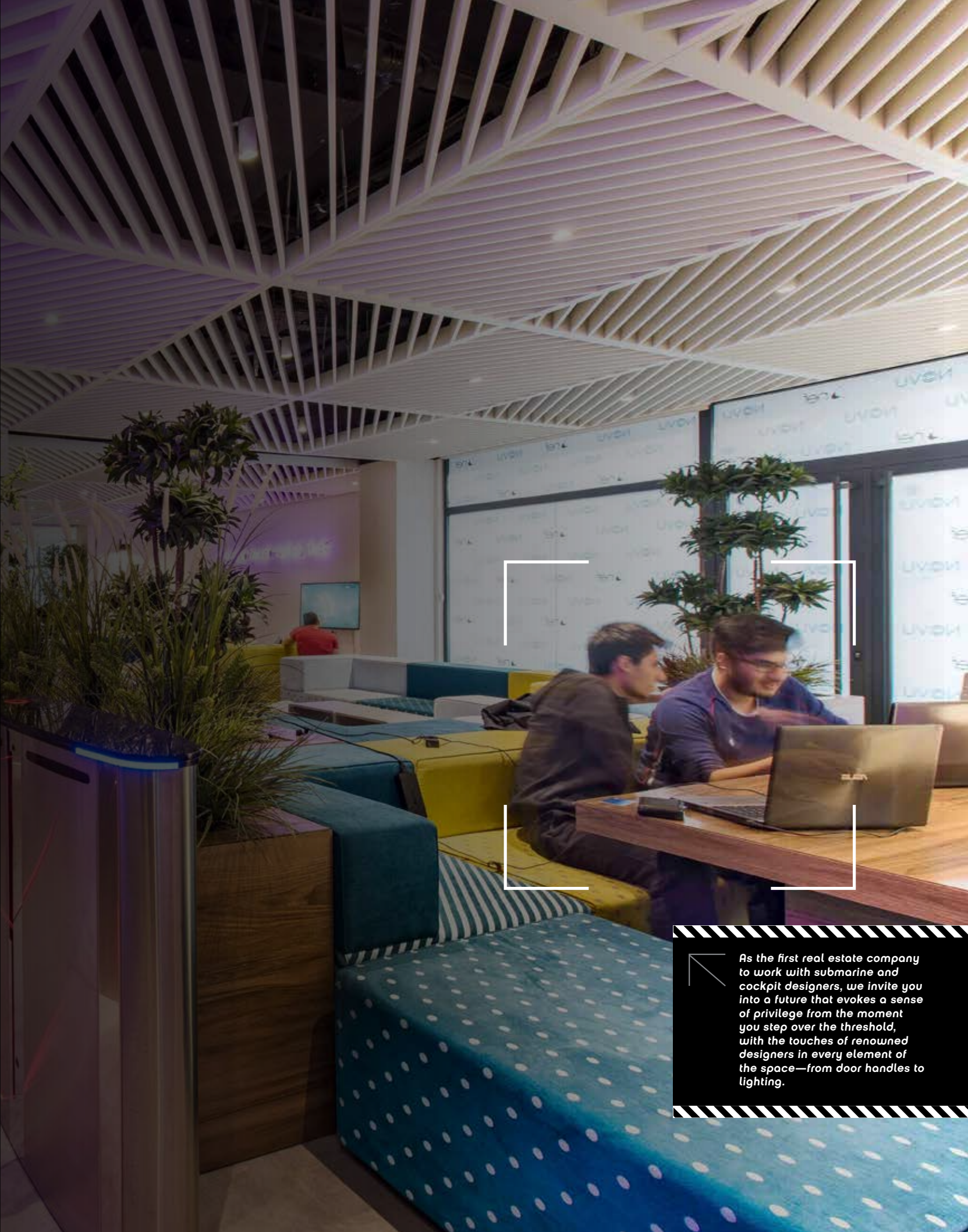
2.9

billion m²

Annual Cash

Generation

(Nef Arsa & NOVU)



As the first real estate company to work with submarine and cockpit designers, we invite you into a future that evokes a sense of privilege from the moment you step over the threshold, with the touches of renowned designers in every element of the space—from door handles to lighting.

We develop sustainable living on plots in the heart of nature

We manifest our respect for humanity and nature in distinctive and pioneering initiatives, such as offering Türkiye's first branded land sales model. With titled plots that are fully equipped with infrastructure, zoned for construction, and environmentally friendly, we are creating a distinctive difference. Through our Flexhome concept, we are launching a "Home Ownership with Savings" model. Starting with land, we are designing a new future — one where owning a home becomes sustainable and accessible, step by step. We prepare serene, natural living spaces tailored to dreams.

It's not a dream; it's a thoughtfully planned and grounded path to ownership...

With Nef Arsa, it's possible!

24.7

million m²

Land Portfolio



↖ We are a brand distilling design from life, driving growth through benefit, and building the future today. Prioritizing respect for humanity and nature, we are a company that will modify a project to preserve a single tree. We consider sustainability an integral component of our future-first approach to home/ workplace/land businesses.

Nef in Figures

A leading position in the real estate sector in Türkiye

Financial Indicators

65.4

TL Billion

Total
Assets

33.8

TL Billion

Total
Equity

1.6%

Financial Debt
to Total Assets
Ratio

3.1%

Financial Debt
to Equity Ratio

2.03

TL Billion

Cash and Cash
Equivalents

29.58

TL Billion

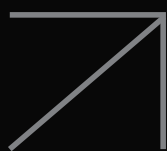
Investment Real
Estate Portfolio

(Fair Value)

3.8

TL Billion

Adjusted
EBITDA



Setting new standards in the real estate sector, Nef has maintained its leading position in the Turkish market for years with the number of projects completed and the high sales turnover achieved.

Operational Indicators

24.7

million m²

Total Portfolio
of Developed
Land

24,986

Number of
Title Deeds
Delivered

3.1

USD Billion

Sales Agreements
Concluded in the
Last 4 Years

10,926

Number of
Housing
Delivered in the
Last 2 Years

70+

Total
Number of
Projects

12

Number of
Countries of
Operation

(including USA,
England, Germany,
Kazakhstan, UAE)

High equity and asset valuation

EBITDA Performance

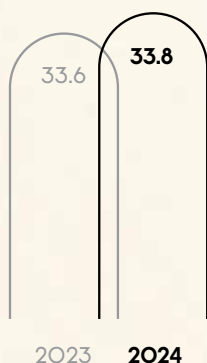
	December 31, 2023	December 31, 2024
EBITDA	745,116,893	994,908,747
One-time expenses (*)		
Loss on sale of fixed assets	(174,615,661)	(1,312,359,363)
Provision for doubtful trade receivables and others	(6,791,267)	(581,332,313)
Foreign exchange loss	(363,914,727)	(413,465,288)
Non-recoverable VAT	(332,497,217)	(214,144,949)
Loss on sale of fixed assets	-	(112,563,408)
Post-delivery expenses	(170,331,608)	(54,052,189)
Other	(10,810,456)	(94,864,530)
One-time expenses	(1,058,960,935)	(2,782,782,040)
Adjusted EBITDA	1,804,077,829	3,777,690,787

(*) One-time incomes/expenses are non-recurring incomes and expenses that the Group does not expect to encounter in the course of its routine operations.

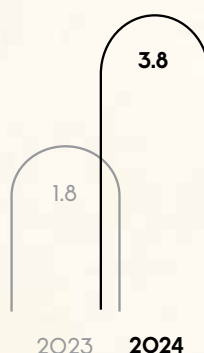
Total Assets (TL Billion)



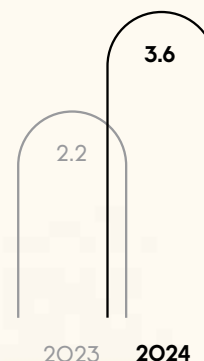
Total Equity (TL Billion)



Adjusted EBITDA (TL Billion)



Revenue (TL Billion)





Highlights in 2024

Leader of the sector with the delivery of 25 thousand title deeds



Nef once again proved its leadership in the sector with 24,986 title deeds delivered by the end of 2024.



Deepening in International Operations

In 2024, Nef continued to strengthen the real estate investments it has been developing in Germany and Dubai for years. The Company further deepened its international operations, especially with the completed Nef Hamburg project and the ongoing Novu Global Residences project in Mannheim.

Increased Overseas Sales Volume with Nef Global Brand

With the Nef Saints Marks Place, Nef Bracknell, and Nef Brentford London projects completed in the United Kingdom, Nef has reached a total of USD 3.1 billion in sales agreements concluded in the last four years.

Total Land Portfolio Reaching 24.7 Million m²

In 2024, Nef completed important projects in the United Kingdom and Kazakhstan. The Company supported these projects by further enriching and expanding

its domestic portfolio. As part of these endeavors, Nef has also placed utmost importance on land investments, increasing its portfolio in this domain significantly.

Investment Real Estate Portfolio Reaching TL 29.6 Billion

Nef's real estate portfolio, comprising commercial spaces, offices, and land stocks, reached TL 29.6 billion in 2024. With its long-term rental income and the potential to constantly increase its value, this portfolio continued to be one of the main pillars of Nef's financial sustainability.

Accomplishing Modular Housing Systems

In 2024, Nef launched a modular housing system built gradually and designed to facilitate financial accessibility. With modular housing systems tailored to flexible budgets and open to customization, Nef has not only improved its production infrastructure but also maximized its cost advantage.



With a 24.7 million square meter land portfolio, Nef has delivered a total of 24,986 title deeds by the beginning of 2025, further reinforcing its leadership in the sector.

Strong Performance in Financial Discipline

In 2024, Nef maintained its reliable image among investors and customers through strong cash management, low indebtedness, and high delivery performance. The ratio of financial liabilities to total assets with 1.6% during the year enhanced its reputation.

Number of Title Deed Deliveries Approaching 25 Thousand

Nef achieved to deliver almost 25,000 title deeds by the end of 2024. With a 24.7 million square meter land portfolio, Nef has delivered a total of 24,986 title deeds until the beginning of 2025, further reinforcing its leadership in the sector.

Structural Steps Taken in Sustainability

In 2024, Nef continued to take new and decisive steps towards sustainable growth and social responsibility through sharing models enhancing the resource efficiency, architectural solutions reducing carbon footprints, projects creating social impact, with the further endeavors for the Nef Foundation.

Nef Among Türkiye's Most Strongest Real Estate Companies

According to the analysis "Türkiye's 10 Strongest Real Estate Investment Companies" drawn up by Forbes Türkiye based on financial statements disclosed on the Public Disclosure Platform (PDP), Nef was ranked as Türkiye's 4th biggest real estate company with total assets of TL 65.4 billion. The report emphasized that Nef's strong land portfolio in the Marmara and Aegean regions differentiates it from other actors in the sector in terms of product range.

In the equity size ranking, reflecting companies' long-term resilience, Nef has become one of the leading representatives of the private sector with a strong capital structure of TL 33.7 billion. Nef's strong position in this area has become prominent as a reflection of its steady growth in domestic projects and its equity-based advancement strategy in international operations. Nef also ranked as the 4th company with the most liquidity with its cash and cash equivalents exceeding TL 2 billion. This strong cash position ensures Nef's operational sustainability while also providing the Company with significant flexibility to seize future opportunities.

Our Portfolio

Sustainable and innovative projects worldwide

OVERSEAS PROJECTS



USA

Nef Arsa California Coachella
Saint Marks Place

Germany

Novu Global Residences Mannheim
Nef Hamburg
Nef Mannheim

England

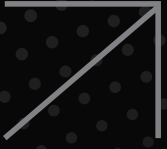
Nef Bracknell
Nef Brentford

Austria

Novu Global Residences Vienna

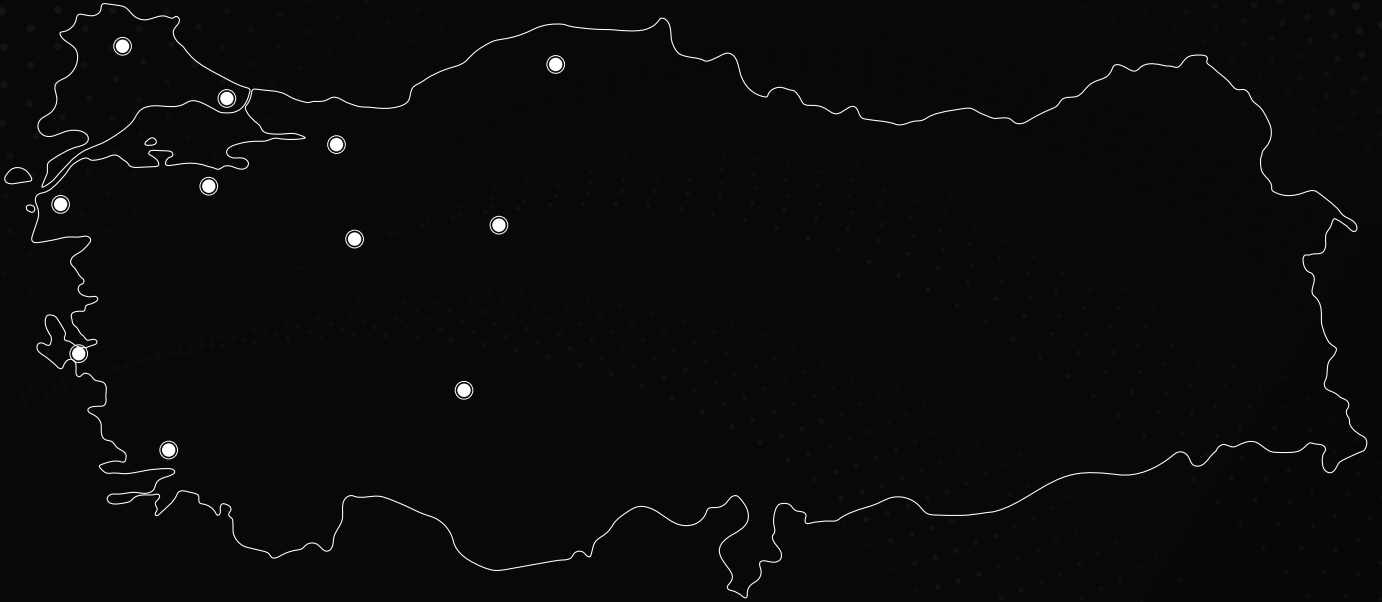
Kazakhstan

Nef Uptown



Nef transforms living spaces with sustainable and innovative projects worldwide, while building a deep-rooted future with its operations in Türkiye.

TÜRKİYE



Sakarya

Nef Sapanca
Nef Serviced Residences Sapanca
Nef Arsa Sakarya

İstanbul

Nef Kandilli
Nef Çekmeköy
Nef Koruköy
Nef Ormantepe
Nef Çamlıtepe
Nef Beykoz
APA Nef
Nef Bahçelievler
Nef Basınekspress
İstanbul
Nef Sancaktepe
Nef Ataköy
Nef Flats Levent 163
Nef Apartments Kemerburgaz 04
Nef Kağıthane 03
Nef Kağıthane 14
Nef Kağıthane 08
Nef Kağıthane 10
Nef Kağıthane 11
Nef Merter 12

Nef Merter 13
Novu Merter
Nef Seyrantepe 39
Nef Offices Kağıthane 11
Nef Suites Haliç 47
Nef İki Haliç
Nef 05 Kağıthane
Nef Reserve Kandilli
Nef Reserve Bebeköy

Konya

Nef Meram

Muğla

Nef Gölköy II
Kempinski Residences Nef Reserve
Gölköy
Nef Reserve Yalıkavak
Nef Reserve Yalıkavak Prive
Nef Reserve Hebil

İzmir

Nef Urla
Nef Çeşme
Nef Arsa Dikili
Nef Arsa Dikili Exclusive

Çanakkale

Nef Arsa Kaz Dağları
Nef Arsa Çanakkale Taşboğaz
Nef Arsa Çanakkale Köşeler
Nef Arsa Çanakkale Biga
Nef Arsa Ayvacık
Nef Arsa Çanakkale Ezine

Eskişehir

Nef Arsa Eskişehir

Kastamonu

Nef Arsa Ilgaz

Kırşehir

Nef City 82

Bursa

Nef Arsa İznik
Nef Arsa Bursa Orhanlı

Kırklareli

Nef Arsa Demirköy İçneada

Ankara

Nef Arsa Ankara Beynam

About Nef

Türkiye's first and only branded land developer

296

Total Number of Employees

Founded in 2007, Timur Real Estate Development (Nef) regards real estate not only as a place to live or work, but also as an investment class with high return potential and a means of social impact. Its primary aim is to democratize this strong asset class by making it accessible not only to large capital owners but to all individuals. Thanks to the financial models it has developed, individuals can become partners in large-sized projects or real properties in strategic locations with low initial capital. Nef redefines the traditional ownership understanding with concepts such as Foldhome, Foldvillage, and Novu while offering sustainable, accessible, and efficient living spaces with a sharing economy approach.

With a vision to build more inclusive and sustainable cities from Istanbul to New York, and from Berlin to Dubai, Nef is not only a provider of living spaces but a life partner offering opportunity, inclusion, and value.

Nef has an innovative and comprehensive range of activities in the real estate sector.

The Company develops residential, commercial, and mixed-use projects as well as living spaces. As the first and only branded land developer in Türkiye, Nef Arsa offers investors secure land investments with its affordable prices and title deed-based sales model. Through the NOVU by Nef brand, the Company carries out tenant-occupied property investments in Europe, creating foreign currency-based income opportunities for Turkish citizens. Through Modular Housing Systems and Flexhome, the Company designs personalized, financially accessible, and flexible living spaces. In addition to its social impact and financial inclusion projects, the Company enables young and middle-income individuals to systematically acquire assets through time deposit supported savings solutions.

As of year-end 2024, Nef operates with a team of specialists consisting of 296 employees. Recognizing its human resources as the Company's most valuable capital, Nef offers its employees continuous development opportunities.



Nef redefines urban living and workspaces by crafting strategically compact residential and office projects in prime central locations—delivering smart, efficient, and high-value spaces outperforming the conventional designs.



29.6

TL Billion

Fair Value of
Investment Real
Estate Portfolio



Nef shapes its forward-looking vision around the pillars of the democratization of investment, technological transformation, and global growth.

The Company further builds a work culture focused on entrepreneurship, innovation, and social impact. The projects produced by professionals from different disciplines with a shared wisdom enable Nef to create value both on local and global scale. Adopting people-oriented approach, Nef prioritizes sustainability not only in project development but also in its corporate structure, building its growth on a strong team organization.

As of 2024, Nef's total assets reached TL 65.3 billion, with its equity to TL 33.7 billion. The fair value of the investment real estate portfolio stands at TL 296 billion. With a land portfolio of 24.7 million square meters and 24,986 title deeds delivered to date, the Company secures its leadership in the sector. Net sales revenue of TL 3.6 billion recorded in the same period reinforces Nef's strong financial structure and investor confidence. Nef's net profit for the year 2024 reached TL 251.3 million. The ratio of financial liabilities to total assets is 1.6% and to equity is 3.1%. With its solid financial

foundations and transparent management approach, Nef continues to carry its sustainable growth into the future.

Nef shapes its forward-looking vision around the pillars of the democratization of investment, technological transformation, and global growth. Through the Nef Stock model, the Company aims to enhance financial inclusion by enabling more individuals to access real estate investments. Driving urban transformation by scaling high value-added projects with strong social amenities, Nef is also consolidating its presence in international markets through developments in Europe, the Middle East, and North America. While assuming a leading role in digitalization through smart building systems, AI-powered management solutions, and mobile platforms, Nef implements a wide range of socially impactful projects, from education to disaster relief, through the Nef Foundation. All these strategic steps are supported by a strong financial discipline grounded in sustainable growth and investor confidence.

Projects redefining life and investment



In addition to being one of Türkiye's leading real estate brands, Nef is growing on a global scale by developing projects in international markets.

OUR OBJECTIVES IN OUR FIELD OF ACTIVITY

Developing unique projects offering a high quality of life

Developing residential, office, and mixed-use projects prioritizing aesthetics, functionality, and sustainability in architecture.

Democratizing real estate investment

Offering the opportunity to become a partner in high-value projects with modest savings through models like Nef Stock, thereby enhancing inclusion in investment.

Developing sharing economy models

Expanding common use areas by moving beyond the conventional ownership concept through concepts such as Foldhome and Foldvillage.

Pioneering urban transformation

Building more livable, sustainable, and accessible cities by transforming urban areas, not just buildings.

Offering new generation life concepts

Making a difference in the sector through technology integration, smart living systems, and user experience-oriented approaches.

Improving financial sustainability and investor satisfaction

Reinforcing corporate trust with high sales performance, on-time delivery, and customer satisfaction in projects.

Nef's MOST DISTINCTIVE STRENGTHS IN THE INDUSTRY

Design- and user experience-oriented approach

Nef does not merely construct buildings, but designs living spaces transforming users' lives. By collaborating with renowned Turkish and international architects, the Company brings architecture, functionality, and aesthetics together under one roof.

Sharing economy model with the Foldhome concept

The company offers flexible space solutions that allow users to share spaces they do not need to purchase individually. This model creates both cost advantages and opportunities for sustainable living.

Democratizing investment: Nef Stock

Nef opens real estate investment not only to large investors but also to modest savings holders. With Nef Stock, individuals gain the opportunity to participate in large projects with small amounts.

Strong steps toward becoming a global brand

In addition to being one of Türkiye's leading real estate brands, Nef is growing on a global scale by developing projects in international markets.

High sales performance and customer satisfaction

Nef projects distinguish themselves in the sector with a customer satisfaction rate of up to 95% and the sale of the majority of the projects prior to delivery.

Concept development and brand architecture competence

With patented and unique branded products such as Foldhome, Novu, and Flexhome, Nef offers not only housing but lifestyle solutions carrying brand value.

Responsible developer identity pursuing social benefit

Nef prioritizes not only commercial projects but also those with a strong sense of social responsibility. The company plays an active role in educational, cultural, and disaster relief projects through the Nef Foundation.



Through Nef Stock, we democratize real estate investment and offer the opportunity to participate in high-value projects with modest savings.

OUR FUTURE GOALS

While continuing to develop innovative and accessible projects and create high value in the real estate sector, Nef will focus on the following strategic goals in the upcoming period:

Pioneering the democratization of investment:

Enabling more individuals to access high-yield real estate investments with small amounts through the Nef Stock model, and thus, enhancing financial inclusion.

Scaling projects offering high living standards and investment value:

Leading urban transformation by expanding user-oriented living spaces with high added value offering a great variety of social amenities.

Expanding in international markets:

Further strengthening the Nef brand in the global real estate arena through ongoing projects in the Gulf countries, Europe, and North America.

Pioneering in technology and digital transformation:

Enhancing operational efficiency and maximizing user experience through innovations such as smart building management, AI-powered facility operation, and mobile applications.

Scaling the social benefit:

Increasing impact-oriented projects in education, disaster relief, and sustainability under the roof of the Nef Foundation.

Reinforcing financial discipline and investor confidence:

Building credibility among both investors and customers through strong cash management, low indebtedness, and high delivery performance.

Our Mission, Vision, and Corporate Principles

Our Mission

Nef develops real estate projects adding value to urban life with innovative architectural solutions and a sustainable design approach.

By offering functional, aesthetic, and accessible living spaces, we aim to build structures fulfilling not only today's but also future requirements.

While providing privilege and flexibility to our users with our unique concepts, we are committed to enhancing the quality of life and creating a difference in the real estate sector.

Our Vision

Positioned among the most innovative real estate brands in Türkiye and worldwide, we aim to develop more livable, smart, and functional living spaces with a sustainable urbanism insight.

We aim to grow the Nef brand globally, establishing it as a leader well-known for innovation, quality, and impact.

We aim to lead the transformation of cities by prioritizing social benefit, environmental responsibility, and high quality of life in the sector.



Our Corporate Principles

Contributing to the Society

Adding value to the communities we live in through social, cultural, and environmental projects is among our top priorities.

Continuous Development

We create a corporate culture that learns, develops, and transforms by continuously investing in human resources and technology.

Transparency and Accountability

We adopt a transparent, honest and accountable management approach before all our stakeholders.

Innovation and Design Orientation

We prioritize innovations to make a difference in architectural design, living solutions, and business models.

Sustainability

We consider economic, environmental, and social sustainability in every decision we make, prioritizing long-term value creation.

Accessibility and Inclusion

Making real estate accessible to all segments and extending investment opportunities to people at every levels of society are among our missions.



Capital and Shareholding Structure

As of 31.12.2024, the capital and shareholding structure of the Company is as follows:

	December 31, 2024		December 31, 2023	
(TL Thousand)	TL	Share (%)	TL	Share (%)
Erden Timur	1,059,500	100	1,048,905	99
Musa Timur	-	-	10,595	1
Nominal Paid-in Capital	1,059,500	100	1,059,500	100
Capital Adjustment Difference	4,186,462		4,186,462	
Adjusted Capital	5,245,962		5,245,962	

The issued capital of the Company is TL 1,059,500,175 (One billion fifty nine million five hundred thousand one hundred seventy five). This capital is fully paid, free from collusion. The Company's issued capital of TL 1,059,500,175 is divided into 10,595,002 registered shares, each having a nominal value of TL 10 (ten).

During the period, no capital increase was performed through either rights issues or bonus issues.



Milestones

A legacy spanning from design and investment to the future

2007

Timur Gayrimenkul Geliştirme Yapı ve Yatırım A.Ş. was established and the foundations for Nef's design-oriented, user experience-focused, and scalable business model was laid through the first residential projects.

2010

The Nef trademark was registered, and the Company pioneered a new approach in the sector by launching its first projects focusing on modular design, social space integrity, and sustainable value creation with an architectural approach that designs life.

2012

Nef introduced patented concepts such as Foldhome and Foldoffice, pioneering innovation in the sector with sharing economy-based living and working space solutions.

2013–2015

Nef has strengthened its urban development capability with high-value projects such as Nef 03, Nef 06, Nef 12 and Nef 22, which are located on Istanbul's central locations and embody its vision of urban transformation.

2015

Nef received the "Most Innovative Company in Europe" award at the Stevie Awards.

Nef concluded a global sponsorship agreement with Galatasaray Sports Club, significantly enhancing its brand recognition and reputation in the international domain.

2016–2018

Nef projects have received awards at international platforms such as MIPIM and European Property Awards.

The Company took its first global investment steps in strategic markets, primarily the U.S., England, and Germany; notably strengthening its international presence with the Saint Marks Place and Bergen Street projects in New York.

2019

Under the roof of Nef Global, Nef implemented its internationalization vision by accelerating its project development activities in markets such as Germany, the UK, the USA, and Kazakhstan.

Domestically, as the first branded land development company in Türkiye, Nef offered land plots with title deeds, with completed infrastructure and suitable for modular housing production, to individual and institutional investors in more than 20 cities.

2020

Nef demonstrated its operational resilience in the face of the uncertainties caused by the COVID-19 pandemic; maintained its stability in contract management by maintaining planned production and delivery processes; and sustained customer interaction and sales volume even during the crisis by rapidly activating its digital sales infrastructure.

2021

Nef diversified its operations by establishing the "Novu" student dormitory brand and entered the education-focused accommodation sector.

The company strengthened its presence in international markets by expanding its housing development activities abroad with its Brentford project in London and Uptown project in Almaty.

2022

Nef restructured its asset base with value-added projects by launching high-profile residential developments targeting the upper-income segment under the Nef Reserve brand.

By expanding its investment real estate and income-generating commercial space portfolio to TL 29.6 billion, Nef took a significant step towards achieving its goal of creating sustainable revenue.

2023

Nef conducted preliminary feasibility and design studies on Nef Stox, a new generation financial model aiming to enable individuals to participate in real estate investments with modest savings.

By developing deposit-backed, installment-based land models with flexible payment systems, Nef facilitated land acquisition for the middle-income segment.

As part of its highly accessible and low-cost modular social housing solutions, the Company completed the first prototype designs and assessed the technical feasibility thereof.

2024

Nef reinforced its strong balance sheet and profitability by increasing its consolidated revenue to TL 3.6 billion and EBITDA to TL 3.8 billion.

The company concluded the year with a net cash position of TL 1 billion, significantly reducing its financial indebtedness.

With the delivery of 24,986 units together with the title deeds, the Company demonstrated its consistency in fulfilling the commitments to customers.

With a land portfolio of 24.7 million square meters, Nef has become Türkiye's biggest private-sector land developer, thereby strengthening its strategic reserve strength for the future.



Awards and Achievements

Proven trust through award-winning projects

2024

- Nef ranked among the top three most admired companies in the "Construction and Housing" sector in Capital Magazine's "Most Admired Companies in the Business World" survey for 2024.
- With the delivery of nearly 25,000 title deeds, Nef is positioned among the sector leaders in terms of project delivery performance, achieving a 95% customer satisfaction ratio.
- According to Forbes Türkiye's "Türkiye's 10 Most Powerful Real Estate Investment Companies" survey, Nef ranked as the 4th largest real estate company in Türkiye with a total asset size of TL 65.4 billion.

2020

- Nef's website attracted attention with its design and user experience and received the "Best Real Estate Company Website" award from the Horizon Interactive Awards. The global nature of this award once again enabled Nef to be in the limelight of the entire world.

2019

- Nef was included in Brand Finance's Türkiye's Top 100 Most Valuable Brands list, becoming one of the few companies to demonstrate strong brand value in the real estate category.

2017

- In 2017, Capital magazine also designated Nef as Türkiye's "Most Admired Real Estate Company," awarding it this honor for three consecutive years.

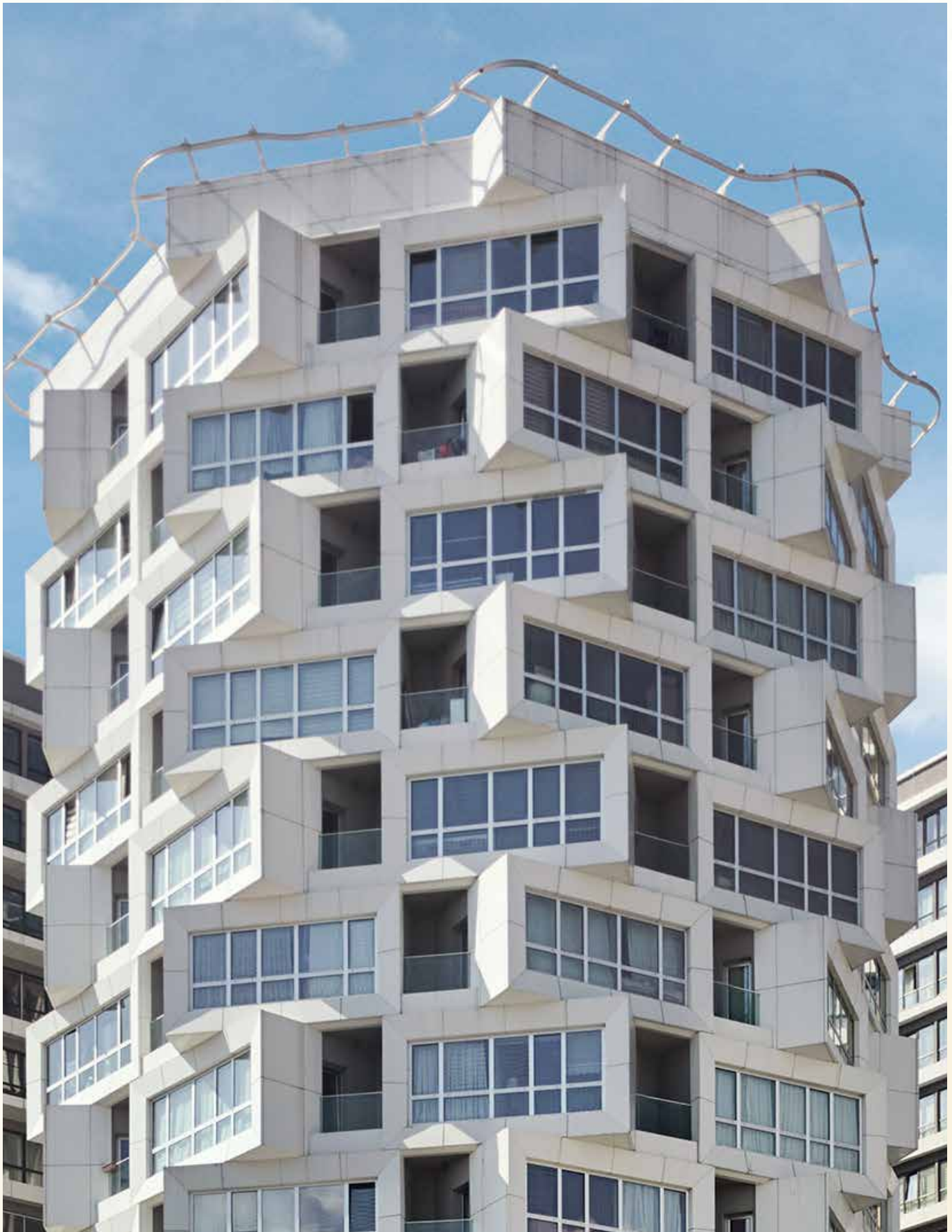


2016

- With its growth model serving as a strong example across Europe, Nef was entitled to receive the "Best Growth Strategy" award at the European Business Awards.

2015

- In 2015, Nef received a bronze award from the Stevie Awards for Europe's Most Innovative Company, becoming one of the first Turkish real estate companies to receive a European award in the innovation domain.
- Nef received the "World's Best Project" award at the MIPIM Architectural Review Awards for the project completed in New York, further strengthening its international reputation.
- Nef received the "Best Office Project" award from the European Property Awards for its Levent 03 project.



Message from the Chairman

High delivery performance and operational discipline

3.6
TL Billion
Revenue

~25
Thousand
Title Deeds
Delivered in 2024

Dear Stakeholders,

Access to loans has been restricted by tightened monetary policies worldwide, rendering financing more difficult, especially in developed countries. At Nef, having anticipated this possibility, we offered not only sales, but also sustainable financing solutions via sales and credit models developed in-house. Our instalment payment systems enabled our investors to foresee their prospects even amid volatile market conditions, presenting a financial architecture strategy approach beyond payment flexibility. The Company's strong equity structure and robust cash management secured the sustainability of this system.

Today, Nef's financing models continue to provide solutions—for future as well as current investors. In a period of tightening access to financing, we are consistently in front of the system, taking proactive steps for both the Company and for our investors.

We are a step ahead of global changes

In this new world order, the investor profile is changing. The collective power of numerous small investors is proving more decisive, especially as digitalization is enabling easier access to financial assets for such investors. Even before it was underway, we recognized the advent of this shift, designing Nef Stock specifically for this new category of investor. By way of the Nef Stock model, we offered the opportunity for people with modest savings to participate in large projects, advancing our vision of democratizing investments beyond an additional financial instrument. Today, everyone can be a partner in large projects.

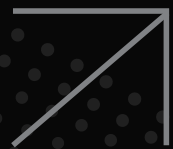
In addition to expanding opportunities, this approach is valuable in that it creates a long-term bond and a sense of belonging among investors. This model, in which the investor acts not only as a "buyer" but also as a "partner" of the project, strengthens Nef's innovative identity in the sector. Today's investor seeks meaning and contribution—not merely profit. Accordingly, we pioneer solutions for this new environment.

We continue to be part of the transformation in global urbanism

Global cities must now be denser, faster, and smarter. People are looking for more functionality in less space. This requirement necessitates a new approach towards urbanism. At Nef, we have always looked forward; we foresaw this change years ago, providing solutions with concepts such as Foldhome.

The Foldhome model offers sharing, accessibility, and financial efficiency on one platform, moving beyond the traditional concept of ownership. With quality living spaces accessible to users on an as-needed basis, the models we have implemented in cities around the world are responding today for the cities of tomorrow.

For Nef, innovation in design, function, and user experience is not merely a trendy idea, but a corporate responsibility. By way of innovative concepts such as Foldhome and Foldvillage, we provide space utilization based on the sharing economy, integrated with smart, flexible, and aesthetic living solutions. In this manner, we enhance quality of life and invest in the future through architectural approaches that support sustainability. These modalities offer a key to sustainable urbanization alongside a lifestyle: Nef adds meaning to cities, not buildings.



With the financing models we offer, we continue to provide solutions—not only for today's investors, but for tomorrow's.

Erden Timur
Chairman of the Board



We offer healthy growth opportunities to our investors

95%

Customer
Satisfaction
Rate

In 2024, despite the challenging conditions in Türkiye, Nef stood by investors

Despite many challenges, the dynamics of the Turkish economy in 2024 presented an environment in which Nef's vision for sustainable growth was tested, reinforced, and secured. High interest rates, driven by soaring inflation and tight monetary policies, imposed significant restrictions on access to housing loans. At Nef, we successfully navigated this difficult period, mitigating our customers' financial burden through instalment-based sales models and flexible payment plans while leveraging our strong equity structure. In this way, despite the market uncertainties in 2024, we continued to stand by our investors.

The real estate sector maintains its status as the most reliable tool for preserving value against inflation. In Türkiye, the demand for sustainable, high quality projects never diminished; on the contrary, it continued to increase. Nef is a strong player in the market, fulfilling this demand with its residential, commercial, and mixed-use projects, and accelerating the transformation required by cities. The growing population, earthquake risks, and the rising need for housing in city centers all present long-term opportunities for the Company as a visionary developer.

Despite the fluctuations in the economy, Nef's strong balance sheet, effective cash management, and on-time delivery performance have been the greatest assurances of trust in the eyes of our investors and customers. Our financial resilience enabled us to offer healthy growth opportunities to our investors—even during challenging crisis periods.

In 2024, our revenue reached TL 3.64 billion while our annual growth rate exceeded 65%. This performance was the most tangible indicator of our sustainability, not only in terms of revenue, but also in terms of liquidity and financial discipline. Our strong cash position— over TL 2 billion—reinforces investor confidence while enabling swift responses to new opportunities.

In operational terms, we demonstrated discipline far exceeding the sector's standards. In the past two years, we delivered 10,926 single spaces, attesting to our commitment to speed and quality. We achieved nearly 96% sales success before delivery, signaling high levels of market confidence and customer demand. Our customer satisfaction rate of 95% confirms the excellence of our projects and the services we provide.

Our ranking among the top three in the construction and housing sector in Capital Magazine's "2024 Most Admired Companies in Türkiye" survey is another tangible indicator of our strategic vision and our outstanding performance as a team.



We will continue leading the transformation of the sector through a business model that supports both investors and users.

We deepen our presence in the global arena and strengthen our brand worldwide

Through our projects in Europe, the Middle East, and North America, we continue to represent the strength and dynamism of Türkiye's real estate sector overseas. This strategic growth plan is a critical stage in bringing Nef's vision to the international arena and leaving a lasting trace as a global player.

We are clear and bold in our future goals. With a business model that supports both investors and users, we will continue to lead the transformation of the sector. Embracing innovation, we are accomplishing our vision to "produce not more, but better" in concrete steps. Nef is determined to build tomorrow today.

Nef is growing stronger with new projects and investments

In 2024, Nef significantly expanded its project portfolio, reaching 17 active projects in total and managing a strong portfolio with an investment value of approximately

TL 55 billion. Our pre-launch sales success, especially in projects such as Nef Çekmeköy, clearly demonstrated our competitive edge in the sector. These projects stand out—not only in their size but also in the quality of life and investment value they offer. In the upcoming period, we will continue to produce high value-added living spaces by expanding the concept of accessible luxury housing in urban centers.

Our investment real estate portfolio reached TL 296 billion, becoming one of the cornerstones of our Company's financial sustainability. This portfolio consists of commercial spaces, offices, and land stocks, and has potential to increase in value through rental income in the long term. In portfolio management, we aim to ensure permanence by means of value-enhancing strategies and selective procurement and strategic acquisition policies.

A powerful model for an ESG-oriented investment world

65%

Annual Growth
Rate



At Nef, every investment is directed toward a sustainable collective future

For investors, sustainability is an essential factor in their investments. Today's investment decisions take into account environmental, social, and governance (ESG) criteria alongside financial returns; global funds consider not only earnings but impact.

With its participatory living spaces, green building certifications, and social impact projects, Nef offers a powerful model for the ESG-oriented investment world. Our sharing models manifest this approach: the enhancement of resource efficiency; architectural solutions that minimize our carbon footprint; and the Nef Foundation's projects for education, disaster relief, and social development. We believe that the

quality of a building is measured as much for its contributions to society as by its materials. This is why we assume the responsibility of offering a lifestyle model compatible with the future world in every project.

Our investments in digitalization and technology lie at the heart of Nef's future-oriented vision

Through projects equipped with smart building management systems, AI-powered facility operations, and mobile applications, we not only enhance user satisfaction but also elevate operational efficiency to a higher level. By continuing to strengthen our technological infrastructure, we are confidently advancing toward becoming a brand that offers an end-to-end digital experience — from sales to the entire living process.



Nef's steps in the area of corporate responsibility are integral to a vision that shapes Türkiye's future as well as its present.

Investing in people is the source of Nef's strength

At Nef, we measure success not only by project size, but by the value we place on our human resources. In our recruitment processes, we prize cultural compatibility and development potential as much as technical competence. We invest in the future of our sector through our young talent programs, and offer comprehensive training modules to develop the competencies of our employees at every level. By means of our leadership development programs, we train strong managers from within to support our sustainable growth.

We are committed to empowering women in business life. While implementing programs to increase the representation of women in senior management, we rigorously implement our equal pay and equal opportunity policies. In internal communication, we prioritize transparency and employee engagement through an open-door policy, suggestion systems, and regular satisfaction surveys. As Nef, we understand that reflecting the voices of our employees in corporate decision-making processes strengthens our democratic and dynamic structure.

The strongest organizations are recognized for their contributions to society and the future as much as for their financial success. The Company's steps in the domain of corporate responsibility are part of a vision shaping not only Türkiye's present but its future. Covering areas of responsibility ranging from education and youth to disaster relief and social inclusion,

we touch lives and create lasting impact. Under the roof of the Nef Foundation, we provide scholarships to students in need and strengthen educational infrastructure while building the future of our society with projects that instill cultural heritage awareness in our youth.

Social access and inclusion are at the core of Nef's social responsibility vision. Initiatives that support the active social and economic participation of women, projects aimed at ensuring equal opportunities for disadvantaged groups, and the widespread implementation of accessibility standards for people with disabilities, are not merely projects, but a way of life and integral components of our corporate culture. Thanks to the active participation of our employees in volunteer activities, this culture has blossomed into a vibrant structure reinforcing the sense of belonging and responsibility within the Organization.

In every step, in every project, and in every success, we express the power of this big family and carry it forward. We will continue to take innovative steps by embracing change with steadfast determination.

I would like to extend my gratitude to everyone who has been with us on this journey, who has worked hard with us, and who has believed in us. I am confident that our successes will be everlasting. With eternal strength and eternal excitement..

Erden Timur
Chairman of the Board

Board of Directors

Full Name	Position	Independence Status	Executive
Erden Timur	Chairman of the Board	No	Yes
Musa Timur	Vice Chairman of the Board	No	No
Ahmet Sinan Kalpakçioğlu	Board Member	No	No
Selçuk Burçak Çelik	Board Member	No	No
Önder Çerezci*	Board Member	No	No
Fatma Gamze Güç	Board Member	Independent	No
Yakup Babaoğlu	Board Member	No	No

* Önder Çerezci resigned from the Board of Directors in February 2025



Erden Timur **Chairman of the Board**

He graduated from Tarsus American College in 2000 and Marmara University Faculty of Law in 2005. Following his education, he started his professional career in 2007 as a Founding Partner of Timur Real Estate. In 2010, he assumed the role of founding Nef as a brand under Timur Real Estate. In 2014, Erden Timur was honored with the "Most Successful Businessperson" award by Mersin University. Since 2010, he has been serving as the Founder and Chairman of the Executive Board of Nef.

Musa Timur

Musa Timur **Vice Chairman of the Board**

Born in 1956 in Göksun, Kahramanmaraş, he graduated from Istanbul University, Department of Philosophy in 1979. Since 1977, he has worked in the iron and steel, fuel oil, and land development sectors. He is among the founders of Timur Real Estate and is currently the Vice Chairman of the Board of Directors of the Company. Apart from his business life, Musa Timur has been among the founding members of numerous non-governmental organizations and has served in their boards for a long time.

Ahmet Sinan Kalpakçioğlu

Ahmet Sinan Kalpakçioğlu Board Member

Ahmet Sinan Kalpakçioğlu graduated from Boğaziçi University, Faculty of Business Administration in 1984. He received his CPA certificate in 1987. He has experience in various sectors and was appointed as a Member of the Board of Directors at Timur Real Estate on April 21, 2021.



Selçuk Burçak Çelik Board Member

Selçuk Çelik graduated from the Industry Engineering Department of Boğaziçi University in 2004. He started his career as a Business Strategy Consultant at Accenture, where he offered his services on process optimization, strategic planning, and valuation projects in the finance and insurance sectors. Between 2010 and 2012, he held various managerial roles in sales strategies and consumer activation at Philip Morris International's Swiss and Russian offices. From 2017 to 2021, he served as the General Manager responsible for Sales, Marketing, and Operations at Nef Real Estate.

Önder Çerezci

Önder Çerezci Board Member

Assoc. Prof. Dr. Önder Çerezci has assumed an active role in the establishment of the Department of Physical Medicine and Rehabilitation at the American Hospital in 1996 and worked as a botox application instructor in the treatment of spasticity. He edited the Rehabilitation Handbook and contributed to various academic studies in the field of rehabilitation. He has extensive expertise, particularly in neurological, orthopedic, spinal, and sports rehabilitation.



Fatma Gamze Güç Board Member

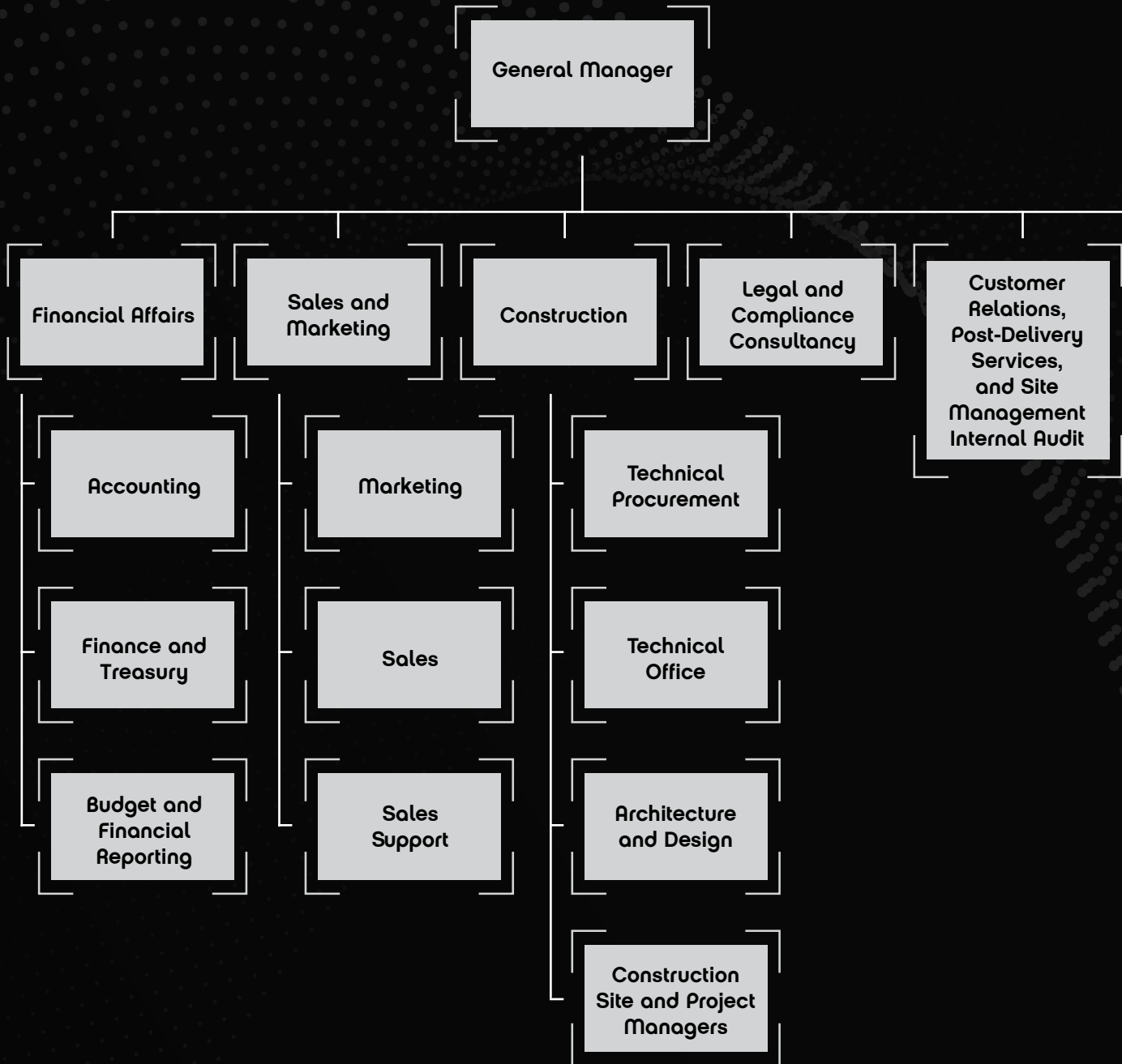
Born in 1973 in İzmir, Fatma Gamze Güç graduated from Ankara Atatürk Anatolian High School and then graduated from 9 Eylül University, Faculty of Economics and Administrative Sciences with a master's degree. She is currently pursuing a PhD in the Department of Banking at Marmara University. Throughout her 30-year banking career, she has held significant positions at organizations such as Vakıfbank, Tekstil Bank, QNB Finansbank, and the Development Investment Bank of Türkiye. She has held managerial positions, especially in correspondent banking, trade finance, and structured funding. She established strong relationships with international banks and investors, developed strategic funding solutions, and led various international financing projects such as syndicated loans, Eurobond issuances, and securitizations. Fatma Gamze Güç was appointed as the Board Member of Timur Real Estate in 2025.



Yakup Babaoğlu Board Member

Yakup Babaoğlu graduated from Marmara University, Department of Business Administration in 2011. He is currently enrolled in the Global MBA program at the University of London. Having started his professional career at PwC Türkiye in 2011, Babaoğlu worked at PwC Netherlands and assumed active responsibility in the independent audit, public offering, and Eurobond processes of multinational companies operating in the infrastructure and real estate sectors in Türkiye and Europe until 2023. Yakup Babaoğlu is a member of the Board of Directors of Timur Gayrimenkul Geliştirme Yapı ve Yatırım A.Ş. and assumes an active role in determining the Company's financial strategy, corporate governance, and sustainable growth policies. He is also a partner of Asalı Advisory and Audit, the representative of PrimeGlobal-Advisory and Accounting Firms network in Türkiye.

Organizational Chart





Real Estate Sector in 2024

A dynamic and growth-oriented year in the sector

23,277

Mortgaged
Housing Sales

56.1%

Homeownership
Rate in Türkiye

Real Estate Sector in 2024

In 2024, the real estate sector in Türkiye displayed a dynamic and growth-oriented performance. According to TURKSTAT (Turkish Statistics Institute) data, housing sales increased by 12% year-on-year in the first quarter of the year. Housing loan interest rates, remaining low, and government-supported financing models played an important role in this development. Additionally, accelerated urban transformation projects and infrastructure investments have supported the increasing housing demand, especially in metropolitan areas. Modernization and renewal of the housing stock stands out as one of the key elements of the sector's growth dynamics (Turkish Statistical Institute, 2024; KONUTDER Report, 2024).

By the end of 2024, the construction cost index increased by 34.27% compared to the end of the previous year. Compared to the previous year, the material index increased by 26.18%, while the labor index increased by 54.35%. The number of mortgage-backed home sales reached 23,277 in 2024. Compared to 2023, these sales declined by 10.8% (TURKSTAT).

Across Türkiye, the price of housing continued to increase throughout 2024. The average price of homes, which appreciated by 73% year-on-year, was determined to be approximately TL 3.13 million nationwide, with sales prices per square meter recorded at TL 24,124 (REIDIN). Additionally, the homeownership rate in Türkiye stood at 56.1%.





Türkiye's strategic location and competitive pricing advantages have boosted real estate purchases for residential and tourism purposes, especially by investors from the Middle East, Europe, and Gulf countries.

In 2024, positive developments were observed in the commercial real estate segment. There has been an increase in demand for office and retail spaces, especially in metropolitan regions such as Istanbul, Ankara, and Izmir. According to JLL Türkiye's 2024 report, vacancy rates for office spaces in Istanbul declined to as low as 15%, with modern business centers serving the technology and finance sectors experiencing increased demand. In the retail real estate segment, evolving consumer behavior has introduced experience-oriented and mixed-use projects to the forefront (JLL Türkiye, 2024; Cushman & Wakefield, 2024).

The interest of foreign investors continues to be a key driver of growth in the sector. According to REIDIN Türkiye Market Analysis (2024), foreign investments in the real estate sector increased by 18% in 2024. Türkiye's strategic location and competitive pricing

advantages have boosted real estate purchases for residential and tourism purposes, especially by investors from the Middle East, Europe, and Gulf countries (Emlak Konut GYO Investor Presentation, 2024).

The sector faces risks such as rising costs, tight supply-demand conditions, and macroeconomic uncertainties. Rising raw material prices and economic fluctuations have adversely affected the delivery timelines of certain projects. Nonetheless, the reports drawn up by independent audit firms for the real estate sector in Türkiye in 2024 highlight that the projects focused on digital transformation and sustainability are the rising trends in the sector. These developments support the long-term growth potential of the sector and play an important role in managing risks (PwC Türkiye, 2024; Deloitte Türkiye, 2024).

Completed Projects

Industry-shaping concepts and projects



The Ormantepe phase of the Çekmeköy project, which is 239,500 square meters in total, occupies an area of approximately 35,000 square meters. Located adjacent to the Çekmeköy-Şile Highway, Northern Marmara Motorway access roads, and Yavuz Sultan Selim Bridge access road, and just 5 minutes from the Taşdelen subway line, the project features low-rise residential buildings offering a spacious environment immersed in nature. The project includes various apartment types ranging from 1+1 to 2+1. The houses, resembling luxury hotels with their comfort, attract attention with their stylish and modern designs.

High ceilings and large windows with modern lines provide bright and spacious interiors in the residences. Apartments designed with balconies, capacious terraces, or gardens enable both indoor and outdoor space use. Located next to the Alemdağ Forests, the residences offer a special living space to their residents with a meticulous landscape plan and unique view.

631

Apartment

12

Commercial
Units



Nef Çamlıtepe Ormantepe, the first phase of the 239,500 square meter Çekmeköy project, offers different apartment layout options ranging from 1+1 to 4+1. With 88,639 square meters of green space, the project brings nature and residents together in the center of the city, while its 10,000 square meters of commercial areas provide a selection of shops for joyful visits.

Designed by Selin Maner Architects and VIVA Architect, Nef Çamlıtepe offers its residents a new world of privileges. Additionally, Nef's patented Foldhome concept has been made available to the residents in Çamlıtepe. A wide range of exclusive spaces, from fitness areas and movie theaters to event zones and meeting rooms, are offered on a pay-per-use basis, available as needed.

474

Apartments

26

Commercial
Units



The Nef project, located on Adnan Kahveci Boulevard in Istanbul's Bahçelievler district, has been developed on a total area of 210,782 square meters. The project includes 40,000 square meters of green space, 882 residential units, 19 offices, and 7,529 square meters of rentable commercial space, offering an integrated structure for both living and working requirements.

The project, drawing attention with its versatile design, features special areas to fulfill the requirements of users. Thanks to the Foldhome concept, the quality of life is enhanced by offering social amenities such as movie theaters, games, karaoke, and children's playrooms in additional living spaces that can be integrated into the homes.

882	19
Apartments	Commercial Units



Located in Bağcılar, near the İkitelli station of the Ataköy-İkitelli subway line and adjacent to both the TEM and E-5 highways, the Nef 36 Basinekspres project spans a total area of 68,673 square meters and comprises 503 residential units, 10 offices, and 2,309 square meters of rentable commercial space. The project offers a lifestyle intertwined with nature through its 11,000 square meters of green space, large windows with city views, and social amenities such as a swimming pool and fitness centers.

The project, designed by Viva Architects, stands out with its interior design inspired by the luxury hotel concept. The development comprises a total of 603 single spaces, including residences and offices, while making it easy to meet daily shopping needs through 78 commercial units.

503	10
Apartments	Commercial Units



Nef Istanbul Topkapı, which stands out with its modern architecture and central location, covers a large area and aims to offer a peaceful living space. The project, which caters to all aspects of daily living with different housing layout types ranging from 1+1 to 4+1, provides spacious and bright accommodation with its facades receiving direct sunlight.

In the project, spacious social areas such as music rooms and fitness centers are available as needed on a pay-per-use basis as part of the Foldhome concept. Additionally, equipped with sports facilities such as an Olympic-size swimming pool and basketball court, the building offers a comfortable and luxurious living experience enhanced with modern details.

404
Apartments

Completed Projects



Developed on a total area of 59,000 square meters, the Nef Sancaktepe project offers a lifestyle in harmony with nature in the city center with its 13,000 square meters of green space. In addition to over 400 residential units, the project includes 3,036 square meters of rentable commercial space, featuring living areas adorned with natural landscape elements such as water channels, flower gardens, and parks. Social areas such as a cinema room integrated into the Foldhome system offer personalized access through a pay-per-use model.

Consisting of six blocks, Nef Sancaktepe caters to diverse living preferences with different housing layout types ranging from 1+1 to 3+1. The project, designed by Viva Architects, offers spacious and bright living areas enhanced by modern and elegant interior design and large windows. The project promises its residents an exclusive living space where they can experience both aesthetics and comfort.

454

Apartments



Nef Ataköy, which stands out among Istanbul housing projects with its innovative approach, is located at the intersection of Yeşilköy and Bakırköy, on an area of 25,000 square meters, and consists of six blocks and 18-story residential and office units. The project also includes a shopping center. Starting from the sixth floor, the residences offer views of the sea and the airport, presenting residents with panoramic views of Istanbul's beauty.

Housing layout options ranging from 1+1 to 4+1 are designed in various sizes between 45 and 234 square meters to meet different living needs. Under Nef's patented Foldhome concept, social areas such as cinema rooms, guest rooms, and gyms are available for individual use on a pay-per-use basis, enhancing living comfort.

1,608

Apartments

110

**Commercial
Units**



Nef Flats Levent 163 stands out as the first architectural project by Autoban, renowned for its international achievements in interior design. Located 900 meters from the Kanyon shopping center, the project includes 4 commercial spaces and 308 residential units, offering a total of 3,400 square meters of commercial space. Notable for its proximity to educational institutions and business centers, the development offers a carefully designed living space in the heart of the city, with a terrace area providing panoramic views of Istanbul.

308

Apartments

4

**Commercial
Units**



Nef O4 Apartments Kemberburgaz

Designed with a three-core structure system, the Nef Apartments Kemberburgaz 04 project has not been positioned parallel to the street in order to maximize natural light across all facades. The project offers a secure living space supported by a 24/7 camera security system and comprises a total of 98 single spaces.

In the project, developed with the Foldhome concept, spacious social areas such as a cinema room and guest room can be integrated according to the individual needs of users. Thanks to the pay-per-use system, only the spaces that are actually used are charged, with no impact on monthly condominium fees.

87
Apartments



Nef 14 Flats Kağıthane

The Nef Kağıthane 14 project, designed with the requirements of modern lifestyle and meticulous details in mind, is situated on a 2,100-square-meter land. The apartments in the project offer a contemporary and comfortable living space, with every detail meticulously planned. Located in the city center, this project offers a pleasant and comfortable lifestyle in addition to ownership of a property with lasting high investment value.

108
Apartments

2
Commercial
Units



Nef O3 Kağıthane

Located near Metro Grosmarket, Mediamarkt, and Axis shopping centers, the Nef Kağıthane 03 Project consists of two separate blocks. The project, comprising a total of 3,800 square meters of commercial space, 13 workplaces, and 440 residences, includes amenities such as social facilities and a guesthouse. Thus, the project provides a comfortable and enjoyable living option for both residents and guests. Apartments with large windows provide a spacious and bright living area by receiving natural sunlight at different times of the day.

440
Apartments

13
Commercial
Units

Completed Projects



The Nef Kağıthane 08 project consists of two residential blocks of 11 and 14 stories, comprising a total of 146 residences and 3 stores. The project features various spaces that can be used for work and leisure, with apartment sizes ranging from 40 to 133 square meters. The majority of residences are designed in a 1+1 layout, with 2+1 and 3+1 options also available.

183

Apartments



Located in Kağıthane, Istanbul's new Silicon Valley and the center of urban transformation, the Nef Kağıthane 10 project is designed by HOK, one of the world's leading architecture firms, in close proximity to Kanyon Shopping Mall, Çağlayan Courthouse, and the Taksim-Dolmabahçe Tunnel.

The Nef Kağıthane 10 project consists of residents in studio apartment format. The residences feature an open-plan kitchen, living room, bathroom, and bedroom. Designed with residents' daily requirements in mind, the functional apartments offer a comfortable and bright atmosphere with large windows.

The Foldhome system makes spending time at home more enjoyable. This system allows spaces, such as gyms, PlayStation rooms, and party rooms, to be added to residences. Under the pay-per-use model, no charges are applied for spaces not used. In general, simple and stylish decoration products are preferred in the units.

64

Apartments

4

Commercial
Units



Outfitted with luxury apartments, social amenities, and offices, the Nef Kağıthane 11 project offers a privileged lifestyle. Enriched with social amenities, this project is an ideal choice for those seeking convenient access to the benefits of urban living. Located in Kağıthane, among Istanbul's rapidly developing areas, the project offers the opportunity to own apartments and offices designed with luxury hotel comfort.

350

Apartments



Nef 12 Merter

The Nef Merter 12 project is located right in the middle of the Bakırköy, Bahçelievler, and Zeytinburnu triangle, and stands out for its proximity to various shopping centers, sports and cultural facilities, hospitals, and restaurants. Location adjacent to the E-5 highway provides convenient and rapid access by private vehicles. Additionally, this district is advantageous in terms of public transportation, offering easy access to different locations of Istanbul with a subway station just a five-minute walk away.

198

Apartments



Nef 13 Merter

The Nef Merter 13 project is jeweled with amenities such as 24/7 security services, indoor parking, and convenient transportation access. Access to the project is highly convenient due to its proximity to main thoroughfares, public transportation, and roads. Located immediately adjacent to the E-5 highway, the project is also at the heart of business, entertainment, education, and shopping facilities.

960

Apartments

13

**Commercial
Units**



Nef 39 Seyrantepe

The Nef Seyrantepe 39 project is situated at a central location of Istanbul, attracting attention with its plain and modern design concept. The project, offering an ideal option for accommodation or investment, provides bright and airy living spaces thanks to catching the sunlight from four sides. Additionally, the indoor parking facility ensures vehicle owners a comfortable experience with no parking problems.

140

Apartments

7

**Commercial
Units**

Completed Projects



Nef Suites Haliç 47 offers a comfortable living experience at the heart of the city as a result of a collaboration with SOM, the creator of Burj Khalifa. Located in Topçular, Eyüpsultan, the project offers easy access to various districts of Istanbul thanks to its central location. These exclusive suites, particularly popular among individuals who are new in their careers and students, emerge as an ideal option for those seeking to live in the city center.

66

Apartments



Nef Offices Kağıthane 11 features spacious and modern design details and receives sunlight from all four sides. Offering an innovative approach to office life with its social areas, the project prioritizes safety and comfort, providing the necessary working environment. Nef Offices 11, equipped with spaces where numerous individuals can work simultaneously and socialize, aims to make long working hours more enjoyable.

134

Commercial
Units

336

Apartments



The Nef İki Haliç project is a new structure consisting of twin towers, designed by SOM, the architect behind the world's tallest building, Burj Khalifa. The project appeals to all age groups with its refined design and attention to details and offers both aesthetics and functionality. With Nef's patented Foldhome concept, all the amenities that can be needed in a home are made accessible.

The project features social areas such as the Terrace Roof, where you can enjoy Istanbul's unique views, the Private Cinema, where you can enjoy movies, and the Fitness Center, designed for daily exercises. Additionally, spaces designated for various activities, such as mini soccer field, activity room, and PlayStation room, are provided to enhance residents' quality of life.

312

Apartments



Nef O5 Points

The Nef Kağıthane O5 project offers a spacious lifestyle surrounded by nature, with a gross area of 15,000 square meters and 520 square meters of green space. Offering 1+1 and 2+1 residence options, the apartments feature large windows, balconies, and terraces introducing nature's beauty into your home, while their high ceilings and meticulously designed interiors ensure bright and comfortable living spaces throughout the day.

174

Apartments



Nef Reserve Gölköy

Kempinski Residences Nef Reserve Gölköy is a prestigious residential complex consisting of 150 private villas situated waterfront on Demirbükü Cove, one of Bodrum's most exclusive coves. The project has been carefully designed in every detail and offers its residents a unique nature and sea experience.

Spread across a vast 120,000-square-meter site, Kempinski Residences comprises uniquely designed and meticulously planned villas, created in various phases by world-renowned, internationally awarded architects Emre Arolat and Boran Ekinici. The project offers architectural aesthetics and functionality together.

The project, which stands out with its 270-meter-long private beach and three separate piers, features rich social amenities such as Reserve Beach sunbathing and relaxation areas, Bikini Beach sandy shore, outdoor massage, yoga and pilates areas, children's play area, fitness, and sauna. In addition, Da Mario restaurant, which offers examples of fine Italian cuisine, and Kempinski Residences Nef Reserve Gölköy, with its 5-star concierge services, are ideal choices for those seeking a privileged living experience.

150

Villas



Nef Reserve Yalıkavak

Nef Reserve Yalıkavak offers a unique encounter with the deep blue waters of Bodrum through its specially designed 460-meter-long coastline and 2,000-square-meter beach. Designed by Torti Gallas, the architectural firm behind Kemer Country, the homes are thoughtfully crafted using entirely natural materials, with colors and textures reflecting the spirit of the Aegean.

Inspired by the captivating nature and crystal-clear waters of the Aegean Sea, the project offers a wide range of social amenities, including expansive beaches and coves, outdoor pools, and restaurants serving diverse culinary delights. At Nef Reserve Yalıkavak, sports facilities and dedicated activities for children create a joyful and fulfilling lifestyle where every moment is filled with enjoyment and well-being.

314

Villas

Completed Projects



Nef Reserve Yalıkavak Privé is an exclusive living space consisting of 26 private villas located right on the shore of the deep blue Bodrum Sea, featuring a 460-meter-long coastline and a 2,000 m² sandy beach. All villas offer sea views and feature high-quality interior design with every detail carefully considered. They are ready for immediate delivery, with the advantage of instant title deed transfer.

The project includes a wide range of social amenities such as a breakwater, sports hall, outdoor pool, private clubhouse, and various sports areas, offering residents both a comfortable and active lifestyle. Nef Reserve Yalıkavak Privé is the ideal choice for those seeking an exclusive living experience amid the unique natural beauty of Bodrum.

26
Villas



Located in Bebeköy, one of Istanbul's most exclusive neighborhoods, Nef Reserve Bebeköy offers a unique lifestyle accompanied by breathtaking panoramic views of the Bosphorus every day. In this project, where the historical fabric and traditional construction methods dating back to the 19th century have been meticulously preserved, modern conservation techniques and innovative architectural concepts are seamlessly integrated to create an exclusive atmosphere harmoniously blending the past with the future.

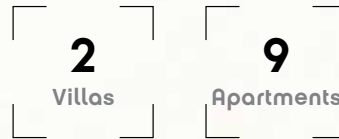
16
Housing
Units



Nef Reserve Hebil

Nef Reserve Hebil is located in one of Bodrum's most exclusive coves, right on the seafront, and consists of 2 villas and 9 residences in 3 blocks, with only one apartment at each floor. While offering residents an exclusive and tranquil living environment immersed in nature, the project also promises a unique seaside experience with a private beach and pier just steps away.

Nef's patented living space solution, the Foldhome system, is also featured in the Nef Reserve Hebil project, offering homeowners personalized social spaces. Special rooms, not included within the home but accessible via a reservation system when needed and each designed by internationally renowned designers, aim to enhance the quality of life of the users. In this context, the Foldhome system combines functionality with aesthetics to make living spaces more flexible and comfortable.



Novu Merter

NOVU, a concept developed by the Nef brand for student life, offers a modern dormitory experience designed to fulfill the requirements of university students, with every detail meticulously planned. NOVU creates living spaces that are both comfortable and tranquil for students, introducing a breath of fresh air to student life with its apartments and rooms equipped with their own mini kitchens and bathrooms.



Overseas Projects

The Nef brand in the global real estate arena



Situated on the northern coast of Germany in the city of Cuxhaven, Nef Hamburg occupies a strategic location, just 1 hour and 30 minutes by train from Hamburg and 2 hours and 30 minutes from Bremen. Beyond the advantages of seamless title deed transfer, swift possession, and immediate rental returns, the project enables foreign currency earnings while safeguarding investors' interests with a 20-year assured rental income, ensuring sustained financial security. The Nef Hamburg project, consisting of 252 single spaces and covering 20,167 m² of indoor residential space, offers investors flexible options with seven different unit types.

252

Units



Located in the heart of Brooklyn, one of New York's most prominent investment areas, Saint Marks Place is situated in the historic neighborhood of Boerum Hill, offering investors an opportunity on an international scale. Designed by renowned American architecture firm INC Architecture & Design, the project stands out for its spacious and green landscape.

The project consists of 105 residences, offering a variety of apartment options ranging from studio apartments to 4+1 apartments in different sizes and formats. Each one is designed to fit the lifestyle of its users. Living spaces supported by the Foldhome concept offer residents a functional, comfortable, and rich living experience.

105

Apartments



Nef Bracknell, located in Berkshire, 30 minutes from Heathrow Airport in Greater London, is a unique project offering investors high living standards with its meticulously designed living spaces. The project consists of a total of 146 apartments, offering different layout options in studio, 1+1, and 2+1 formats, and the apartments are built with high-quality materials.

9,000 square meters of the 12,000 square meter project area is planned as green space, providing an opportunity for living in harmony with nature. Nef Bracknell offers a valuable option for both living and investment, owing to its location in a region with high investment potential and the peaceful living environment it provides.

146

Apartments



Nef Brentford London

Located in the Hounslow district of West London, Nef Brentford London features accessories and furniture reflecting a unique and innovative design approach. All decorative materials used in the project were manufactured in Türkiye and transported to London. The project offers 19 studios, 45 apartments with 1+1 layout, and 9 apartments with 2+1 layout, providing a comfortable living environment.

The social areas offered as part of the Foldhome concept, such as the Gusto room, cinema hall, fitness center, and terrace garden, provide users with a rich array of amenities that they can enjoy at any time. Additionally, guest rooms, a games room, and outdoor areas create a pleasant, social, and privileged living environment for homeowners and their guests.

73
Apartments



Nef Uptown

Inspired by the unique nature of Almaty, the project offers a spacious living area with a calm and peaceful atmosphere. The project features various housing layouts ranging from 2+1 to 4+1, and villas with gardens and 8+1 layouts are also available for those seeking a more spacious living area.

The residences, which attract attention with their luxurious decoration and elegant architecture, offer a panoramic view of the Zailiysky Alatau Mountains. The expansive window designs maximize natural light, creating a bright and airy atmosphere throughout the interior spaces.

Enriched by its landscape architecture, the project offers a lifestyle immersed in nature through gardens and open spaces, each with a distinct design, providing opportunities to enjoy peaceful moments surrounded by varying shades of green.



Nef Mannheim

Located in the heart of Mannheim, one of Germany's most important industrial and commercial cities and home to global giants such as Mercedes, Porsche, and Siemens, Nef Mannheim offers investors a unique opportunity on an international scale.

In this project, which takes Nef's vision beyond borders, a commercial investment model with a 20-year rental guarantee has been developed thanks to a partnership with the world's largest hotel chain. The project consists of 215 hotel rooms of 3 different types on 9 floors and 10,000 m² of commercial space.

Investors have the opportunity to own either an entire unit or a fractional share of a unit and benefit from regular and guaranteed euro-based rental income under the assurance of Nef. Nef Mannheim offers a functional and profitable investment experience for those seeking a secure real estate investment and euro-based income generation.

215
Rooms

Ongoing Projects

Perfection at every stage, from design to delivery



Located in the Meram district of Konya, the Meram 132 Villa project offers a unique living space spread over a total area of 106,000 square meters. Only 68,000 square meters of this project are used by villas, while the remaining area is designed to offer a living experience in harmony with nature.

Offering an ideal setting for those who wish to enjoy the city view while embracing the tranquility of nature, Meram 132 Villa attracts attention with its various housing types appealing to those with diverse lifestyles. With layouts options ranging from 3+1 to 6+1 in different designs and sizes, it offers a comfortable and prestigious living space for both individuals and families.

132
Villas

106,000
m²
Land
Size



Developed on a total area of 70,000 square meters, Nef Serviced Residences Sapanca offers a tranquil living space immersed in nature, featuring an expansive green area of 28,000 square meters. Comprised of 100 residences featuring diverse architectural designs, this exclusive project offers residents a superior living experience in both comfort and aesthetics.

An ideal choice for those seeking respite from the city's hustle and bustle, Nef Serviced Residences Sapanca delivers a living concept shaped by Nef's exceptional service approach and meticulously considered details. Situated directly on the shores of Lake Sapanca, the project showcases the full spectrum of nature's colors and paves the way for a balanced, sustainable lifestyle.

100
Apartments



Nef Koruköy

Located in Çekmeköy, one of Istanbul's up-and-coming residential areas, Nef Koruköy offers a peaceful lifestyle alternative to the hustle of city life with its low-rise architecture, unique outdoor designs, and natural surroundings.

Spanning an expansive 77,000-square-meter site, the development offers a curated selection of 405 residences, available in elegant 1+1 and 2+1 configurations to cater to discerning lifestyles. Ranging from 65 to 132 square meters, each residence is meticulously designed to combine functionality with refined living spaces, enhanced by optional private gardens, balconies, or terraces—perfect for those who value both sophistication and comfort. With its asymmetrical building layout and unconventional architecture, Nef Koruköy offers a unique housing experience in terms of both functionality and aesthetics.

405

Apartments



Nef Reserve Kandilli

Combining the elegance of the Bosphorus, the historical texture of Kandilli, and traditional architectural elements with the requirements of modern life, Nef Reserve Kandilli offers a unique and prestigious living space inspired by the region's deep-rooted past.

This special project, bearing the signatures of renowned architect Emre Arolat and interior designer Mustafa Toner, is built on a vast area of 155,257 square meters and has developed a living concept blending with nature with its 39,000 square meters of landscaping. The project features a total of 406 residences, ranging from 2+1 to 5+1 layouts, offering residents a combination of superior comfort and aesthetic experience.

The architecture of the buildings, with floors shaded by broad eaves, projections adapting to the slope, and a facade design maximizing the view, has been developed in a way aligning with the silhouette of Kandilli and is in harmony with the environment. Nef Reserve Kandilli realizes a timeless lifestyle in one of Istanbul's most exquisite residential areas.

406

Apartments



Nef Arsa Kaz Dağları

Nef Arsa introduces the pristine and oxygen-rich nature of the Kaz Mountains to your living spaces. The Nef Arsa Kaz Mountains project, developed on 47,000 square meters of land and comprising 89 plots, is located in the Bayramiç district of the province of Çanakkale. The project area is located near the region characterized by ecological farming and olive cultivation, as well as Aegean towns and villages renowned for their boutique hotels and stone houses. Plots ranging in size from 300 square meters to 644 square meters are available for sale as part of the project.

47,000

m²
Land
Size

Ongoing Projects



Nef Arsa Dikili, encompassing a total project area of 32,000 square meters, features average plot sizes of 350 square meters. Nef, the creator of the Foldhome concept, introduces a unique innovation with Foldvillage, allowing residents to integrate the spaces desired to be in a home but do not fit into a standard home into their home whenever they wish.

Owning a plot at Nef Arsa not only secures your private retreat but also grants exclusive access to a world of shared amenities. Enjoy the outdoor cinemas, co-working offices, and vibrant social spaces across all Nef Arsa destinations—including Ilgaz, Çanakkale, Sakarya, Eskişehir, Kazdağları, Lüleburgaz, Assos, İğneada, and İznik. Wherever you choose to invest, a lifestyle of connection and convenience awaits.

32,000
m²
Land
Size



Nef Arsa İznik provides an exclusive living environment for those who would like to experience the dynamism of city life and the tranquility of lush nature simultaneously. The project has a unique location, which is an elevated position overlooking Lake İznik and only 25 minutes from the city center.

44,000
m²
Land
Size



At Nef Arsa Çanakkale Taşboğaz, residents enjoy the best of farm-to-table living. Cultivate and harvest your own produce in the Foldvillage areas, or opt for the convenience of fresh, locally sourced fruits, vegetables, eggs, and milk—delivered straight to your doorstep from nearby village farms. A truly wholesome and sustainable lifestyle awaits.

450,000
m²
Land
Size



Nef Arsa Ankara Beynam

The Nef Arsa Ankara Beynam project, where all kinds of daily requirements can be easily fulfilled, offers a peaceful and serene living environment. With every square meter meticulously designed, the project allows residents to fully enjoy the pleasures of natural living while benefiting from the exclusive privileges offered by Nef Arsa. You will have the opportunity to choose the most suitable place from among 1000 plots of 600 square meters, each in a large project land of 585,773 square meters.

585,773
m²
Land
Size



Nef Arsa Lüleburgaz

The Nef Arsa Lüleburgaz project features specially designed areas such as a Montessori park for children and a kitchen workshop for adults. The project aims to maximize quality of life through various services such as health care, sports, education, and arts.

Delivered with the trusted quality of Nef and fully completed—including all commercial and social amenities—this project offers the ultimate in refined living. After handover, residents can select from a range of meticulously designed Nef homes, each promising a life of comfort, luxury, and security within an exclusive, well-appointed community. The project, maintaining specific standards in its exterior facade and stands out with its distinctive architecture, offers a privileged living environment.

555,066
m²
Land
Size



Nef Arsa Assos

Nef Arsa Assos has been specially designed for those who wish to live in harmony with nature without compromising on comfort. In the project, where residents can fully enjoy the benefits of fresh air, spanning a vast land of 198,293 square meters, it is possible to select the most suitable plot among 319 available options.

198,293
m²
Land
Size

Ongoing Projects



Nef Arsa Çanakkale Köşeler

Nef Arsa Çanakkale Köşeler offers the privileges of a life surrounded by nature. The project is only 5 kilometers from Köşeler Village. With its details offering comfort and quality of life, Nef Arsa Köşeler becomes prominent among land investments in Çanakkale.

Spanning a total area of 183,643 square meters, the project consists of 280 plots. The zoning status and infrastructure projects of the plots are carefully monitored by a professional team within Nef Arsa. The project is delivered with completed landscaping and a fully developed infrastructure system.

183,643

m²
Land
Size



Nef Arsa Sakarya

The NOVU project, developed under the Nef brand, offers land investments in Sakarya to investors interested in building residences for university students. Meticulously designed in every detail, the comfortable residences offer a fresh perspective on student living. The residences consist of apartments and rooms equipped with details such as their own mini kitchens and bathrooms. The entire infrastructure and landscape design of the project have been specially planned with Nef's elegant and modern lines.

In Nef Arsa Sakarya, which offers luxury student apartments, management, rental, and follow-up services are carefully carried out by NOVU. NOVU, which offers many advantages as a residential land development project, stands out for providing risk-free investment opportunities. The project aims to constantly increase the value of your investment with a guaranteed rental income.

179,659.6

m²
Land
Size



Nef Arsa Bursa Orhaneli

Nef Arsa Bursa Orhaneli offers a tranquil and comfortable living experience amidst nature. Located just 2 hours from İstanbul, this project offers an investment opportunity with steady appreciation. Designed with a concept of life in harmony with nature, the project invites you to a new life in the heart of lush forests and unique natural surroundings. With its location neighboring Uludağ, it offers the opportunity to start each day with the refreshing mountain air.

Nef Arsa meticulously monitors the legal processes, zoning status, and infrastructure projects of land plots with its professional project teams. The project is delivered with all infrastructure works, including electricity, clean water, and wastewater systems, as well as landscaping, fully completed. Nef Arsa Bursa Orhaneli comprises 152 plots spread across a total project area of 52,223 square meters.

52,223

m²
Land
Size



Nef Arsa Çanakkale

The legal processes, zoning status, and environmental arrangements of the plots purchased in the Nef Project are meticulously handled by professional teams. You have the opportunity to acquire plots for investment purposes or choose to build one of the nature-friendly housing options designed by Nef on a plot.

The project, designed in harmony with the conditions of the region, enables you to fully enjoy all the benefits of nature. Located in a quiet area away from the hustle and bustle of the city, the project offers residents the opportunity to live a safe and peaceful environment with their families. While children play freely in Montessori parks designed exclusively for them, parents can spend time in social areas and enjoy the sea view.

37,281
m²
Land
Size



Nef Arsa Ayvacık

The Nef Arsa Ayvacık project is an ideal option for those who would like to invest in land or are looking for a new living space. The project spans a total area of 202,945 square meters and comprises 392 plots. Enriched with our patented innovation, Foldvillage areas, Nef Arsa Ayvacık offers you an entirely new way of life.

202,945
m²
Land
Size



Nef Arsa Eskişehir

Nef Arsa Eskişehir offers a unique living opportunity with plot sizes ranging from 50 to 110 square meters and a total project area of 64,559 square meters. Offering the opportunity to own a flat for land in the future thermal hotels district, the project promises a flawless appearance with its luxury architecture that upholds Nef standards. Designed with Nef privileges, the project is ready to add value to people's lifestyles with gardens fostering a bond with the earth.

64,559
m²
Land
Size

Ongoing Projects



Nef Arsa Ilgaz opens the door to a new life with the scent of fresh flowers, bird-songs, and fertile soil. The project, comprising residential and office spaces, is enriched with a wide range of social amenities. Residents can enjoy unique experiences such as gardens to grow vegetables and fruits ready to be picked, and a soap-making workshop where soaps are made using endemic plants native to Ilgaz Mountain. In addition, social spaces such as an outdoor cinema, a large fireplace, a swimming pool, treehouses, an agricultural experience workshop, a children's garden, and a play track provide residents with enjoyable and meaningful experiences.

101,502

m²
Land
Size



Nef City 82 is one of Türkiye's largest projects, being developed on a land area of 2.5 million square meters. Nef City 82 combines the dream lifestyle of its residents with profitable investment opportunities they seek, featuring a coastal strip, spaces dedicated for sports and social activities, educational centers, healthcare facilities, 5-star hotels, commercial areas, and much more.

2,500,000

m²
Land
Size

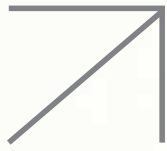


The Nef Arsa Çanakkale Ezine project offers a tranquil and secure living environment immersed in nature. Surrounded by the region's unique natural beauty, the project offers opportunities to investors and those seeking a place to live in spacious and comfortable plots.

The project, developed with the assurance of Nef, is delivered with developed infrastructure and landscaping works, and the plots are designed to suit the requirements of users with various size options. Nef Arsa Çanakkale Ezine, suitable for both investment and residential purposes, is among the special projects offering all the advantages of the region.

353,495

m²
Land
Size



Nef continues to develop innovative, accessible, and high-value projects in the real estate sector, prioritizing not only commercial projects but also those with a high degree of social responsibility.



Nef Çamlıtepe

Located in one of Istanbul's most valuable locations, the Nef Çamlıtepe project offers a lifestyle immersed in nature, promising a serene and comfortable living environment. Spanning a vast area of 239,500 square meters, the project is the first phase of Nef Çekmeköy and features a variety of housing options ranging from 1+1 to 4+1 layouts.

The project includes a total of 1,600 residences and 38 stores, offering the opportunity to connect with nature in the heart of the city through its 88,639 square meters of green space. In addition, the project offers visitors an enjoyable shopping experience with its 10,000 square meters of commercial spaces. Designed by Selin Maner Architects and VIVA Architects, Nef Çamlıtepe promises its residents not just a living space, but an entirely new world including exclusive privileges.

1,638

Housing
Units

10,000

Commercial
Area



Novu Global Residences Mannheim

Novu Global Residences Mannheim offers comfortable living in its apartments of approximately 24 m² with 1+0 layout, featuring local heating, solar energy, and state-of-the-art amenities in Luisenpark, Germany. Developed with the aim of transforming comfort and elegance into space, the project provides privacy in bedrooms and relaxation areas through its decoration designed by distinguished architects.

Those purchasing an apartment at Novu Global Residences Mannheim also gain access to a number of specially designed common living areas. The project offers amenities such as a bakery/café, shared workspaces, offices, and meeting rooms, as well as high-quality equipment and high-speed wireless internet with the cutting-edge technology. Elegantly furnished micro-apartments are designed to meet all the requirements of modern living.

Upcoming Projects

Multidimensional development and strategic initiatives from local to global



The strong capacity in residential unit and land development in Türkiye is scaling up with high value-added projects planned in international markets.

Nef adopts a multi-layered growth strategy, focusing not only on developing new projects but also on expanding its geographical presence. The strong capacity in residential unit and land development in Türkiye is scaling up with high value-added projects planned in international markets. The projects Nef plans to implement in the upcoming period are as follows:

Nef Çekmeköy 3rd and 4th Stage Projects

New phases will be launched in Çekmeköy, one of Istanbul's emerging districts, maintaining the delivery success achieved in previous stages and enhance the quality of life.

Nef Gölköy Kempinski

Developed in partnership with Kempinski in Gölköy, one of Bodrum's most valuable areas, this project will set a benchmark in the high-end residential and tourism sector.

Nef Konya Meram Villa Project

This project, offering villa-style, detached living solutions in Central Anatolia, is designed in harmony with the natural landscape and based on horizontal architecture.

Land Development Projects

With a land portfolio exceeding 24.7 million m² across Türkiye, Nef plans new launches in coastal locations such as Dikili and Seferihisar. In the coming years, Nef will continue to expand Türkiye's largest private land development portfolio.

Next-Generation Accommodation and Student Living Projects

Nef will continue to develop new generation student dormitories and city hotels, which are highly accessible to young people and focus on social life, under the Novu brand in both Türkiye and Europe.

Europe Housing Projects

With new residential projects to be built in Europe, Nef aims to integrate its architectural design power and brand value into the urban fabric of European cities.

Nef MENA Regional Strategy

As part of its expansion into the MENA region, which began in 2024, Nef continues to work on project development and business partnership models in high-potential markets such as Dubai and Saudi Arabia.

The versions compatible with digital life dynamics of the Flexhome and Flexoffice concepts, which offer modular living and working solutions, are planned to be positioned in the Dubai market.



Environmental responsibility, social value creation, economic resilience, and architectural awareness



At Nef, sustainability is not merely a concept measured by carbon footprint; it is a vision of transformation felt by individuals, communities, and cities.

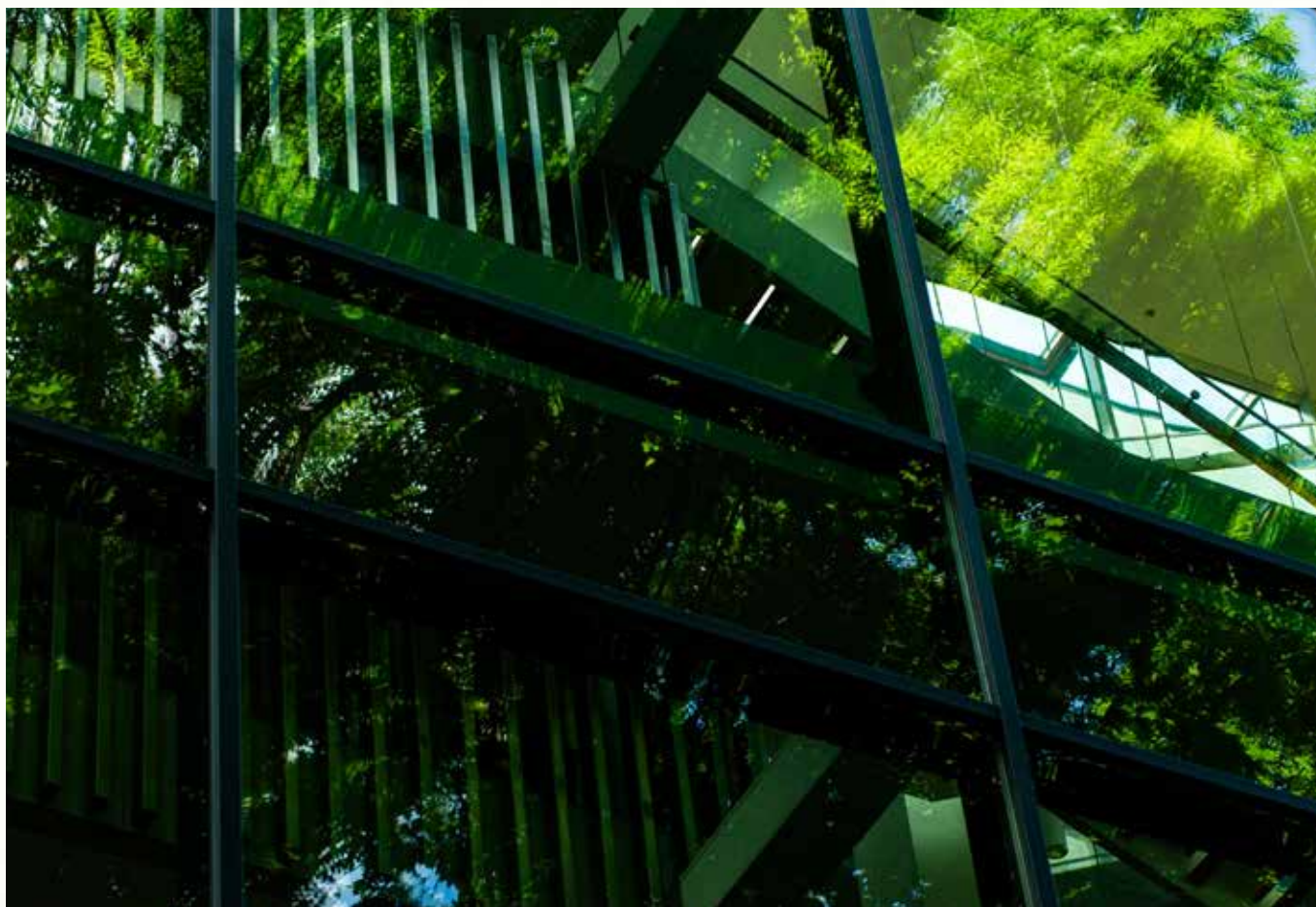
Nef views sustainability not solely as an environmental responsibility, but as a holistic approach that encompasses social value creation, economic resilience, and architectural awareness. Shaped by the principle of "building not just structures, but a culture of living," this approach has evolved into a strong and strategic sustainability vision that integrates environmental, social, and governance (ESG) dimensions.

Nef regards sustainability as a responsibility to protect not only the planet, but also human dignity, social hope, and intergenerational justice. With this mindset, the Company approaches sustainability as a multi-layered and holistic transformation strategy that encompasses social equity, economic inclusivity, and the transfer of hope across generations. This approach reflects a corporate vision based on the European Union's principle of "leaving no one behind in transformation" and the United Nations Sustainable Development Goals (SDGs). Nef has further strengthened this integrated approach through the structural steps it has taken in the field of sustainability as of 2024. The company advanced its commitment to sustainable growth and social responsibility by implementing innovative resource efficiency models, adopting low-carbon architectural solutions, and initiating impactful social projects, while expanding its collaborative efforts with the Nef Foundation.

In terms of environmental sustainability, all projects prioritize energy-efficient systems, water-saving infrastructure, and environmental-friendly building materials. Foldhome and Flexhome, unique concepts based on the sharing economy, offer a higher quality of life with reduced resource consumption. This significantly reduces the carbon footprint. Additionally, compact and smart design solutions that prioritize functionality without increasing urban density are offered.

In terms of social sustainability, initiatives are carried out through the Nef Foundation, focusing on access to education, disaster relief mechanisms, and community development projects. The aim is to create long-term social impacts through these projects. The projects developed promote social inclusion by offering solutions accessible to all income groups, thereby contributing to the preservation of social balance. Human resources policies are structured based on equal opportunity, occupational health, and inclusive practices.

In line with its corporate governance approach, the Company conducts all its operations within the framework of ethical principles, robust internal control systems, and a high level of accountability. The Sustainability Committee, started its activities in 2025, ensures that all sustainability processes are managed in a



Nef regards sustainability as a responsibility to protect not only the planet, but also human dignity, social hope, and intergenerational justice.

systematic, measurable, and transparent manner. In addition, under the principle of financial sustainability, strong cash management, low debt ratios, and long-term value creation are among the Company's key strategic priorities. In 2024, Nef maintained its reliable image among investors and customers through strong cash management, low indebtedness, and high delivery performance.

Investment Models Shaping the Future and the Democratization of Investment: The Socio-Economic Dimension of Sustainability

The foundation of Nef's sustainability approach lies in the participation of the young population in the economic system, enabling them to realize their aspirations of property ownership and participate in long-term wealth creation. The accessible asset models developed by Nef encourage individuals to save and accumulate wealth, inspiring young people and wider audiences to acquire asset and take systematic action in this regard. Nef incorporates the question, "How does this

system affect an individual's courage to dream tomorrow?," in each of its models. This reflects the understanding that sustainability extends beyond environmental concerns to encompass the aspirations of future generations.

In today's global landscape, where capital accumulation and investment opportunities remain concentrated among a select few, the Company has adopted the democratization of investment as a core development mission to address this systemic inequality. Land-based investment models enable participation in large-scale projects with a modest amount of capital, transforming urban life into a shared value rather than merely a consumed one. This approach directly contributes to key development goals such as SDG 1 (No Poverty), SDG 8 (Decent Work and Economic Growth), SDG 10 (Reduced Inequalities), and SDG 11 (Sustainable Cities and Communities). The company also aligns highly with the European Commission's "Green Deal" and "Sustainable Finance Taxonomy" frameworks.

Strengthening the “economy of hope”



At Nef, sustainability is not merely a concept measured by carbon footprint; it is a vision of transformation felt by individuals, communities, and cities.



At Nef, sustainability is not merely a concept measured by carbon footprint; it is a vision of transformation felt by individuals, communities, and cities. Therefore, reducing economic inequalities, carrying young people into the future, and strengthening the “economy of hope” are as fundamental to sustainability policy as combating the climate crisis. Nef not only builds living spaces but also fosters a participatory economy, a culture of savings, and a sense of social belonging.

To contribute to its 2030 sustainability vision, Nef aims to create measurable impact in the following areas:

- Designing accessible and sustainable living spaces
- Producing with energy efficiency and environmental responsibility in mind
- Maintaining corporate transparency and ethical governance
- Creating inclusive work environments that promote equal opportunities
- Leading economic transformation with models that empower communities through investment

Sustainability Management in Nef

Sustainability management at Nef is conducted under the leadership of the Corporate Governance Committee and extends beyond environmental objectives alone. It is also addressed within a corporate system that is consistent with the principles of transparency, accountability, social impact, and long-term governance. This structure aims to ensure the adoption of sustainability throughout the Company, strengthen stakeholder trust, and systematically manage corporate responsibility awareness.

Corporate Structure and Responsibilities

The Corporate Governance Committee is composed of members appointed by the Nef Board of Directors, the majority of whom are non-executive members. The committee is chaired by an independent member of the Board of Directors and convenes at least four times a year to evaluate the implementation of sustainability strategies. The meetings of the committee are documented with written minutes, and the activities are regularly reported to the Board



Sustainability and governance standards are evaluated within the organization with the goal of achieving “best practice.”

of Directors and disclosed to the public through annual evaluation reports.

The committee's key responsibilities include monitoring the effectiveness of corporate governance systems, providing recommendations for areas of improvement, ensuring the company-wide adoption of the sustainability strategy, and establishing policies in areas such as ESG, ethical principles, employee experience, social responsibility, and investor relations. The Committee is also responsible for preparing documents such as the Disclosure Policy and Corporate Governance Compliance Report, as well as overseeing the approval processes of senior management. When necessary, comparative analyses are conducted against international sustainability standards, and expert opinions are sought in this regard. Sustainability and

governance standards are evaluated within the organization with the goal of achieving “best practice.”

Supporting Mechanisms

In order to effectively carry out sustainability activities, annual budget planning is carried out for the Committee and plans are submitted to the Board of Directors for approval. As part of the supporting mechanisms, internal resources are utilized for the monitoring and documentation of committee meetings. Additionally, independent consulting services structured to eliminate any risk of conflict of interest can also be benefited from. Until the formation of subcommittees in relevant areas, such as Nomination and Remuneration, their functions are temporarily carried out by the Corporate Governance Committee.



First GRI-compliant report and corporate organization



Sustainability reporting at Nef is carried out to fully comply with GRI standards.

In 2024, Nef took concrete steps in sustainability and initiated the process of preparing its first GRI (Global Reporting Initiative) compliant sustainability report. This development has been regarded as an indication of Nef's commitment to transparently demonstrating its performance in environmental, social, and governance (ESG) matters.

Sustainability reporting at Nef is carried out to fully comply with GRI standards. In this context, the first installment of the corporate sustainability reports, planned for regular annual publication, is being prepared. With this structure, stakeholder communication, monitoring of sustainability commitments, and traceability of performance indicators have been systematized within the organization.

Concurrently with this process, a sustainability department was formally established within Nef, and a

multidisciplinary team was formed to work in this area. The department has a wide range of responsibilities, including environmental impact assessments, carbon footprint management, circular resource planning, social impact strategies, and sustainable value chain designs.

At the Board level, Yakup Babaoğlu, Chairman of the Sustainability Committee, holds direct responsibility for shaping the sustainability strategy, establishing the governance structure, and overseeing reporting processes. In this context, Babaoğlu manages both the development of internal governance standards and sustainability communication maintained with external stakeholders.

In this respect, Nef's objective is not only to report sustainability, but also to integrate it into all business models through cultural transformation and to lay the foundation for measurable value creation.



Environmental Sustainability

An urban planning approach respectful of nature



Nef prioritizes preserving the natural fabric and maintaining the integrity of green spaces in the regions where it develops projects in line with its principle of designing in harmony with nature.

Nef adopts the principle of environmental sustainability as a fundamental design and implementation criterion in all its projects. The company further aims to minimize environmental impacts with an environmental-friendly urban planning approach.

Energy Efficiency and Smart Consumption Solutions

Energy efficiency solutions developed in this regard include building systems with high insulation performance and utilization of heat recovery technologies. Consumption optimization is achieved in common areas through timer systems and low-consumption LED lighting fixtures. In addition, energy-saving guides prepared for homeowners help raise user awareness.

Water Efficiency and Grey Water Use

To preserve water resources, low-flow fixtures, smart irrigation systems, and, where applicable, greywater recycling infrastructures are utilized in Nef projects. Water consumption is minimized and the strain on environmental resources is reduced by preferring drought-resistant plant species, especially in outdoor landscaping applications.

Waste Management and Recycling

In waste management, debris and material waste generated at construction sites are regularly sorted. These wastes are then forwarded only to licensed recycling companies. Recycling rates are regularly monitored, and separate waste collection areas are increasingly made standard in residential projects.

Reduced Carbon Footprint with the Foldhome Concept

One of the key strategic steps toward reducing the carbon footprint is the shared space model developed as part of the Foldhome concept. This model allows users to share only the living spaces they need, thereby preventing unnecessary square meter production and contributing to the more efficient use of building resources. In addition, spatial efficiency is enhanced and energy and material consumption are reduced through a compact architectural approach.

Designs in Harmony with Nature

Nef prioritizes preserving the natural fabric and maintaining the integrity of green spaces in the regions where it develops projects in line with its principle of designing in harmony with nature. In projects carried out near natural conservation areas such as Gölköy and Sapanca, environmental impact assessment processes have been conducted with great diligence. By avoiding dense construction, a low-density and high-quality living approach has been adopted.

Green Building and Certification Goals

Nef receives consultancy services for specific projects in order to obtain international green building certificates such as LEED and BREEAM. It ensures that these processes are carried out with a professional approach.

Corporate Social Responsibility and Sponsorships

New and decisive steps in sustainable growth and social responsibility



Initiatives are carried out through the Nef Foundation, focusing on access to education, disaster relief mechanisms, and community development projects.

Education and Scholarship Support from the Nef Foundation

With its approach grounded in the pivotal role of education in social development, the Nef Foundation continued to provide scholarship support during the 2024–2025 academic year to undergraduate students studying at public universities across Türkiye. Scholarship applications were accepted between September 13–22, 2024, with priority given during the evaluation process to students directly affected by the earthquake that struck on February 6, 2023. As part of its sustained contributions to educational infrastructure, the Nef Foundation has built 36 preschool and primary school buildings, along with 72 preschool classrooms to date.

Psychosocial Support and Activities Aimed at Social Welfare

The Nef Foundation has run psychosocial support programs to boost social welfare and make mental health services more accessible. In this context, individual consultations and group support sessions were organized in collaboration with volunteer psychologists by keeping records of the clients.

Contributions to the Preservation of Cultural Heritage and Academic Collaborations

Nef Foundation contributes to supporting academic research on Islamic civilization and Sufi culture under the cooperation protocol it has signed with Üsküdar University and Kerim Foundation. As part of joint efforts, long-term strategies have been established to increase the number of publications in relevant fields, preserve the heritage of knowledge, and pass on these cultural values to future generations.

Sponsorships

As part of the sponsorship activities carried out in line with Nef's strategy of strengthening its brand value through sports, the name of the Ali Sami Yen Sports Complex has been changed to "Nef Stadium" in accordance with the agreement signed with Galatasaray Sports Club on October 11, 2021. In the context of international collaborations, on May 18, 2017, Nef signed an important regional partnership agreement with FC Barcelona with the aim of increasing Nef's brand awareness in Türkiye and strengthening FC Barcelona's position in the Türkiye market. The agreement was concluded to remain in force until 2019, with an option to extend it for another year.



Human Resources

A flexible and efficient work culture



Nef also provides sustainable contributions to the families of its employees, taking responsibility for the education and development of their children in particular.

Nef's Human Resources Policy

Employee Happiness and Flexible Work Culture

Nef aims to create a flexible and efficient work culture within the scope of human resources policies that prioritize employee satisfaction. In this regard, employees' work-life balance is supported through modern practices such as working from home, casual dress code, and flexible working hours. This flexibility-based approach aims to enhance both individual productivity and organizational commitment.

Family-Friendly Applications and Social Supports

Another factor strengthening corporate belonging is family-friendly practices. Nef regards its employees not merely as professionals, but as individuals who need to be supported at every stage of their

lives. At significant life milestones such as marriage, parenthood, or homeownership, employees are provided with financial support, including monetary contributions and advance payment from their salaries, as well as social benefits to help maintain their well-being.

Educational and Development Support for Children

Nef also provides sustainable contributions to the families of its employees, taking responsibility for the education and development of their children in particular. Nef covers 50% of the private school fees of successful children and supports their participation in summer and winter schools. In addition, various gifts are presented and social events are organized for employees' children on special occasions, thereby strengthening working families' sense of belonging within the organization.

Human Resources Profile

211

Total
Number of
Employees

34

Average
Age

78%

Graduates
with Bachelor's
Degrees and
Higher

Gender Distribution (%)

Male
62%



Female
38%



Career Management and Development Opportunities

Nef's career management approach focuses on supporting the long-term professional development of its employees. The Career Management System developed in this context operates in an integrated manner with transition points, job descriptions, and development criteria that are defined for all positions. This structure, which supports the individual goals of employees, also contributes to organizational continuity by enhancing the effectiveness of the in-house talent pool.

Motivational Activities

The "Keyif Kulübü (Joy Club)" initiative, launched to increase employee motivation and strengthen corporate synergy, is a social mechanism that adds value to Nef's workplace culture. Domestic and international trips, sports tournaments, social responsibility events, and in-house organizations organized by the club strengthen employees' loyalty to the institution and encourage a positive atmosphere in the workplace.

Training and Development Programs in Nef

Career Management System

Nef operates the Career Management System to systematically support the career development of its employees. Thanks to transition points and competency criteria defined for each job level, employees are prepared for higher roles and guided towards their long-term career goals. This framework establishes a transparent and equitable advancement system that enhances organizational integrity while simultaneously fostering employee commitment and driving performance excellence.

Training and Development Processes

Training activities, carried out as part of the corporate development strategy, support Nef's learning organizational structure. Through professional development training, personal development workshops, and leadership programs, individual competencies are strengthened while organizational capacity is enhanced. Training programs are customized based on department-specific needs analyses, and their content is continuously updated.

Mentoring and Coaching Programs

Nef also effectively implements mentorship and coaching programs promoting knowledge transfer and experience sharing. By the virtue of these programs, especially young professionals and new recruits, have the opportunity to guide their career development under the guidance of experienced mentors. Mentoring programs support not only individual development but also the continuity of corporate culture.

Performance and Talent Management

Performance and talent management processes are integral to Nef's vision of strategically evaluating and developing employee potential. Performance evaluations are conducted using objective criteria designed to measure the alignment of individual goals with corporate objectives. The outputs of these processes are used to identify employees' strengths, determine their development needs, and cultivate potential leadership candidates.

Occupational Health and Safety

Proactive approach and comprehensive risk assessments in business processes



Occupational health and safety (OHS) practices are dynamically updated and adapted to evolving conditions.

Legal Compliance and Continuous Improvement

Nef undertakes to comply fully with all applicable legislation, particularly Law No. 6331 on Occupational Health and Safety, in all its activities in the field of occupational health and safety. Beyond legal compliance, it adopts a continuous improvement approach as a fundamental principle by regularly reviewing its OHS performance. Within this framework, occupational health and safety (OHS) practices are dynamically updated and adapted to evolving conditions.

Risk Assessment and Preventive Measures

Nef adopts a proactive approach in its business processes, conducting comprehensive risk assessments. By identifying potential hazards in advance, preventive and protective measures are implemented to avoid workplace accidents and occupational diseases. This ensures that workers' safety is maintained at the highest level. This approach is integrated into business processes to establish a systematic safety management system.

Training and Awareness

To embed an occupational health and safety culture throughout the organization, employees receive regular training. These training programs also cover safe working methods, legal responsibilities, and emergency notifications. Training programs both raise awareness and ensure that all employees participate consciously in OHS processes.

Employee Engagement and Communication

Nef values employee participation and feedback as essential components of its occupational health and safety practices. Employees' opinions and suggestions are regularly gathered through open communication channels. This participatory approach enhances the effectiveness and adoption of the practices. Owing to the participatory model, the safety culture is maintained not only as a management-driven initiative but also through a grassroots approach.

Emergency Preparedness and Response

Recognizing emergency preparedness as a corporate priority, Nef develops contingency plans for various scenarios and conducts regular drills in accordance with these plans. The aim is to establish a rapid and effective response capability for potential fires, natural disasters, and other risk factors. This ensures business continuity and guarantees the safety of employees.

Monitoring and Audit

To ensure the sustainability of OHS practices, Nef conducts regular internal audits and monitoring activities based on performance indicators. Based on the data obtained from these audits, corrective and preventive actions are planned to enhance process effectiveness. Thus, OHS management proceeds through a cyclical system with the goal of continuous improvement.

Occupational Health and Safety Trainings in 2024

Nef has recognized providing a safe and healthy working environment for its employees as a core corporate priority and, accordingly, focused on Occupational Health and Safety (OHS) trainings systematically and comprehensively throughout 2024.



Throughout 2024, Nef has focused on Occupational Health and Safety (OHS) trainings systematically and comprehensively.

The trainings given in this respect are as follows:

Mandatory Basic OSH Trainings

In compliance with regulatory requirements, all new employees have received an 8-hour Mandatory Basic OHS Training.

Annual Refresher Trainings

Through the Annual Refresher Trainings, conducted once a year in both online and in-person formats, current employees have been equipped with up-to-date knowledge.

Construction Site Safety Practices

Practical training sessions covering site safety, the use of work equipment, and personal protective equipment (PPE) have been organized for personnel working on construction sites.

Fire and Emergency Drills

In the Istanbul and Bodrum projects, fire, evacuation, and emergency drills have been conducted at least once a year with the participation of all teams.

Special Risk Management Training for Executives

The Risk Management Training, specially designed for project managers and site supervisors, aims to prevent workplace accidents. In addition, advanced knowledge has been acquired regarding incident reporting processes.

Nef continues to make progress toward its goal of making both its employees and its business processes safer through these training programs, which reinforce its OHS culture.

Committees Established Under the Board of Directors and the Evaluation of the Board of Directors on Committees

In order to ensure that the duties and responsibilities of the Board of Directors are carried out in a healthy manner, the Audit Committee, Corporate Governance Committee, and Early Risk Detection Committee were established in 2025. The members of the committees established in March 2025 were appointed to their respective committees with a three-year term of office.

The scope of duties, operating principles, and membership of the committees have been defined by the Board of Directors and approved as written documents by the Board.

All members of the Audit Committee are Independent Board Members. The Corporate Governance Committee and Early Detection of Risk Committee are chaired by the Independent Board Members.

The Corporate Governance Committee executes the duties of the Nomination Committee and the Remuneration Committee.

All kinds of sources and supports, required for the performance of duties by the committees, are provided by the Board of Directors. Committees invite relevant managers to their meetings on issues they deem necessary for their activities and benefit from their opinions. The Committees is entitled to benefit from the opinions of independent specialists on matters they deem necessary in relation to their activities.

Corporate Governance Committee

Duties and Working Principles of Corporate Governance Committee

Members

Emine Timur

İsmet Gergerli

Yakup Babaoğlu

Fatma Gamze Güç

Selçuk Burçak Çelik

Meryem Sövüt (Leader)

Güzelcan Derdiyok

Early Detection of Risk Committee

Duties and Working Principles of the Early Detection of Risk Committee

Members

İsmet Gergerli

Yakup Babaoğlu

Fatma Gamze Güç (Leader)

Meryem Sövüt

Güzelcan Derdiyok

Nasuh Şişik

Audit Committee

Duties and Working Principles of the Audit Committee

Members

Yakup Babaoğlu (Leader)

İsmet Gergerli

Fatma Gamze Güç

Sustainability Committee

Duties and Working Principles of the Sustainability Committee

Members

Yakup Babaoğlu (Leader)

Selçuk Burçak Çelik

Meryem Sövüt

Güzelcan Derdiyok

Nasuh Şişik

Ethics and Integrity Committee

Duties and Working Principles of the Ethics and Integrity Committee

Members

Emine Timur (Leader)

Nuh Hakan Ofazer

Meryem Sövüt

Nasuh Şişik

Sinan Serter

Financial Benefits Provided to the Members of the Board of Directors and Senior Management

Sum of Financial Benefits Granted Such as Attendance Fee, Compensation, Premium, Bonus, Dividend

When determining the level of remuneration to be provided to the Company's senior executives and members of the Board of Directors, the structure of the sector in which the Company operates and the competitive conditions, the production and sales activities carried out, the prevalence of the points of operation, overseas activities, the structure of the subsidiaries owned, their weight in the total, the level of knowledge required to carry out the operations, and the number of employees are taken into consideration. Practices based on scientific studies, research, and reviews tested and developed by many companies worldwide and in Türkiye are taken into consideration. In this context, the wages of the senior executives and employees have been stratified taking into account the knowledge, skills, competence, experience level, scope of responsibility, and problem-solving criteria required by the duty within the framework of the diversity and volume of the activities of the Company. Thus, a fair and market-competitive compensation system is ensured within the Company. Details of the benefits provided to the Company's senior executives for the period ending December 31, 2024, are disclosed in Note 8 to the Consolidated Financial Statements for December 31, 2024. The total amount of benefits provided to senior executives during the period is TL 6.7 million.

Information on the Sum of Allowances, Travel, Accommodation, and Representation Allowances and Reimbursements, Means In-Kind and Cash, Insurances, and Similar Guarantees

Travel and accommodation expenses incurred by senior executives and Board members in the course of their duties are covered. No other allowances are provided, nor in-kind or cash benefits, insurance, or similar guarantees offered.

Statements of Independence

I hereby represent that I stand for serving as an "Independent Member" on the Board of Directors of Timur Gayrimenkul Geliştirme Yapı ve Yatırım A.Ş. (the "Company") within the frame of principles set out in the legislation, the Company's Articles of Association and the Corporate Governance Principles issued by the Capital Markets Board of Türkiye (CMB). In this context, and in this context, I further represent the following provisions:

(a) There exists no employment relationship in executive positions involving material roles or responsibilities over the past five years between (i) the Company, its Subsidiaries (where the Company exercises control or significant managerial influence), or its Partners (who hold substantial influence over the Company), and (ii) me, my spouse, or any second-degree relatives by blood or marriage. Furthermore, neither I nor such individuals have collectively or individually held more than 5% of capital, voting rights, or privileged shares, nor have any material business relations been established with the aforementioned entities,

(b) In the past five years, I was not a shareholder (5% and above) or an employee in executive positions to assume material duties and responsibilities, particularly including roles in Company audits (tax audit, legal audit and internal audit), ratings, and consultancy, nor did I serve as a Board Member, in the companies to and from which the Company extensively sold or purchased services or products as per the contracts signed, and during periods where products or services were purchased or sold,

(c) I have the educational background, knowledge, and experience necessary for me to duly perform the tasks I will assume as an independent Board Member,

(d) I am not serving as a full-time employee at public authorities and institutions after being elected, except for being an academic member at a university, provided that it complies with the relevant legislation,

(e) I'm considered to be a resident in Türkiye pursuant to the Income Tax Law No.193,

(f) I have strong ethical standards, professional reputation, and experience to contribute positively to the Company's operations, to preserve my impartiality in disputes between the Company and shareholders, and to decide with my free will by taking note of the rights of stakeholders,

(g) I will be able to allocate time for the corporation's business to follow up on the activities of the corporation and duly fulfill the allocated duties;

(h) I have not been a Member of the Board of Directors of the Company for more than six years in total within the last decade,

(i) I did not serve as an Independent Board Member in more than three of the companies where the Company or its ultimate controlling partners have managerial control, nor in more than five companies traded on the stock exchange and

(j) I have not been registered and announced on behalf of a legal person that is elected as a Board Member.

Yakup Babaoğlu
March 11, 2025

Statements of Independence

I hereby represent that I stand for serving as an "Independent Member" on the Board of Directors of Timur Gayrimenkul Geliştirme Yapı ve Yatırım A.Ş. (the "Company") within the frame of principles set out in the legislation, the Company's Articles of Association and the Corporate Governance Principles issued by the Capital Markets Board of Türkiye (CMB). In this context, and in this context, I further represent the following provisions:

(a) There is no relation of employment in executive positions to assume material roles and responsibilities for the past five years between the Company, Subsidiaries where the Company holds control or significant power over management or Partners that hold significant power in the Company and the legal entities where such Partners hold control over management, and me, my wife, and up to second-degree relatives by kinship and marriage; that no capital or voting rights or privileged shares more than 5% were held collectively or individually or no material trade relations were established,

(b) In the past five years, I was not a shareholder (5% and above) or an employee in executive positions to assume material duties and responsibilities, particularly including roles in Company audits (tax audit, legal audit and internal audit), ratings, and consultancy, nor did I serve as a Board Member, in the companies to and from which the Company extensively sold or purchased services or products as per the contracts signed, and during periods where products or services were purchased or sold,

(c) I have the educational background, knowledge, and experience necessary for me to duly perform the tasks I will assume as an independent Board Member,

(d) I am not serving as a full-time employee at public authorities and institutions after being elected, except for being an academic member at a university, provided that it complies with the relevant legislation,

(e) I'm considered to be a resident in Türkiye pursuant to the Income Tax Law No.193,

(f) I have strong ethical standards, professional reputation, and experience to contribute positively to the Company's operations, to preserve my impartiality in disputes between the Company and shareholders, and to decide with my free will by taking note of the rights of stakeholders,

(g) I will be able to allocate time for the corporation's business to follow up on the activities of the corporation and duly fulfill the allocated duties;

(h) I have not been a Member of the Board of Directors of the Company for more than six years in total within the last decade,

(i) I did not serve as an Independent Board Member in more than three of the companies where the Company or its ultimate controlling partners have managerial control, nor in more than five companies traded on the stock exchange and

(j) I have not been registered and announced on behalf of a legal person that is elected as a Board Member.

Fatma Gamze Güç
March 11, 2025

Statement of Compliance with Corporate Governance Principles

Nef operates with awareness of the importance of corporate governance practices for sustainable growth, investor confidence, and transparency, and adopts compliance with the Capital Markets Board of Türkiye's (CMB) Corporate Governance Principles as a fundamental management principle.

Throughout 2024, the Company has ensured maximum compliance with these principles in its operations. Shareholders have complied to the greatest extent with the obligations set forth under the headings of public disclosure and transparency, stakeholders, and the Board of Directors under the "Corporate Governance Principles" included in the annex to the Corporate Governance Communique No. II-17.1 of the Capital Markets Board of Türkiye (CMB).

An Audit Committee, a Corporate Governance Committee, and an Early Risk Detection Committee were established under the Board of Directors. These committees held regular meetings, carried out their activities, and effectively supported the Board of Directors.

Full compliance with corporate governance principles is viewed as a dynamic process, and, in this context, areas for improvement are regularly evaluated. In upcoming periods, the Company aims to further enhance its compliance level by following national and international best practices.

Internal Audit Activities

Internal audit activities at Nef are conducted to assess the effectiveness and efficiency of the Company's financial, operational, and managerial processes, and to monitor the adequacy and effectiveness of the internal control system. Internal audits have been conducted independently and impartially and the system has been structured to report directly to the Board of Directors and the Audit Committee.

Throughout 2024, the internal audit unit conducted risk-focused audits of various departments and processes in accordance with the annual audit plan. Corrective and preventive actions related to the identified issues have been implemented in coordination with the relevant departments.

Audit results have been periodically presented to the Audit Committee and evaluated by the Board of Directors. In addition, recommendations for improving internal control processes have been systematically communicated to Company management through the internal audit function.

Internal audit activities provide a critical assurance mechanism regarding the Company's compliance with corporate governance principles, efficient use of resources, and adherence to legal regulations and internal policies. In this context, the effectiveness of the internal audit process is periodically reviewed, maintaining a structure that is consistent with international internal audit standards.

Internal Control Activities

At Nef, the internal control system is structured to ensure that organizational operations are carried out in an effective, efficient, and regulatory-compliant manner, while simultaneously protecting assets and ensuring the precision and dependability of accounting and financial reporting.

The internal control system is designed to cover all business processes and includes mechanisms aimed at minimizing financial, operational, and compliance risks with a risk-oriented approach. Control activities are conducted in an integrated manner within work flows and reviewed on a regular basis.

In 2024, control activities were monitored and enhanced through internal audits, managerial controls, IT controls, and compliance audits. Actions addressing identified improvement areas have been taken in coordination with the respective process owners.

The effectiveness of the internal control system is regularly assessed under the supervision of the Audit Committee. Additionally, controls such as ethical guidelines, authority limits, approval mechanisms, and reporting processes are systematically operated within the Company.

Nef aims to maintain its internal control system in line with international best practices and continuously updates this system based on the changing risk environment.

Risk Management

At Nef, risk management is structured to identify, assess, and appropriately manage uncertainties that can prevent the Company from achieving its strategic objectives. Risk management activities are considered an integral part of corporate governance and are conducted proactively in a manner contributing to the Company's sustainable growth.

Risk management processes are carried out under the supervision of the Early Risk Detection Committee, with contributions from relevant units. All operational, strategic, environmental, and legal risks, particularly financial risks, are regularly monitored and assessed.

Throughout 2024, analyses were conducted in various risk areas such as economic fluctuations, financial market risks, exchange rate volatility, regulatory changes, and potential vulnerabilities in operational processes. The necessary measures were subsequently communicated to senior management and the relevant departments.

Nef handles risks not merely as threats but also as a system serving to identify opportunities early on. In line with this approach, the Company integrates risk management processes into its strategic decision-making mechanisms.

Risk management practices are supported by corporate control mechanisms within the Company and are regularly linked to internal audit activities. In the upcoming period, the risk management structure shall continue to be updated and strengthened based on changing internal and external dynamics.

Business Model Resilience and Strategic Risk Management

Nef's business model is shaped by an approach going beyond a mere real estate development structure, based on the design of living spaces, and with focus on the user experience. This model is designed as a strategy serving long-term success through both differentiation and operational efficiency.

Brand Depth Through International Design Partnerships

Through collaborations with internationally renowned architecture and design studios, Nef projects deliver not only housing units but living spaces with design integrity fostering emotional engagement.

NEF projects feature the distinguished contributions of globally acclaimed architectural firms, including Emre Arolat, Foster + Partners, Studio Dror, Torti Gallas, Sanayi 313, and Harry Allen Design. Through these collaborations, structures are created that are not only aesthetically pleasing but also differentiated in terms of their living functions.

Thanks to these collaborations, a holistic design approach has been developed, ranging from door handles to social space solutions, which has become one of the reasons why this distinctive architectural brand is preferred.

Operational Efficiency: Space, Process, and Living Efficiency

The unique usage concepts developed by Nef have produced highly cost-effective solutions for both investors and end-users. Models developed in this context are as follows:

- Foldhome@ combines living space flexibility and the sense of belonging through its shared special area modules.
- Foldoffice@ offers users a hybrid lifestyle with shared workspaces that can be set up within a residence or integrated into a project.
- The Efficient Dormitory Model (Co-living) is a modular building system designed specifically for the student and young professional segments, providing maximum social space benefits in a minimal area.

These concepts are based not only on constructing spaces, but also on redefining them functionally. It also boosts production efficiency and optimizes the project delivery cycle.

A Model Resilient to Market Fluctuations

Despite fluctuating economic conditions, shifting consumer habits, and transformations in the financial system over many years, Nef's business model has continued to generate steady growth and strong delivery discipline. Nef has developed a resilience mechanism based on design, process flexibility, and financial innovation against vulnerabilities that can be encountered in traditional real estate investments, such as interest rate dependency, loan conditions, or inventory pressure.

Growth Through Project Value: Conceptual Depth Instead of Physical Storey Addition

Nef's development model approaches value creation not solely in terms of physical size or density, but rather in terms of the conceptual nature of the project, user experience, and brand strength. Instead of creating additional development areas in the planning process, planning choices were made within the framework of existing rights to provide the best functionality and quality of living. This approach, while preserving long-term brand integrity, prioritizes the creation of lasting, scalable value over temporary zoning-based advantages.

Subsidiaries and Affiliates

As of 31 December 2024 and 2023, our Company's subsidiaries are as follows:

Subsidiary name	Main activity	Activity location	December 31, 2024		December 31, 2023	
			Capital share ratio (%)	Voting rights ratio (%)	Capital share ratio (%)	Voting rights ratio (%)
Bebek Turizm ve İnşaat Ticaret A.Ş. ("Bebek Tourism")	Real estate development and tourism	Türkiye	100	100	100	100
Ganj Yapı İnşaat A.Ş. ("Ganj Construction")	Real estate development	Türkiye	100	100	100	100
TT Gayrimenkul ve Ticaret A.Ş. ("TT Real Estate")	Real estate development	Türkiye	75	75	75	75
Timur Şehircilik ve Planlama A.Ş. ("Timur Urbanization")	Real estate development	Türkiye	100	100	100	100
Sirius Gayrimenkul ve Ticaret A.Ş. ("Sirius")	Real estate development	Türkiye	51	100	51	100
Timur Beykoz 5 Gayrimenkul ve Tic. A.Ş. ("Timur Beykoz 5")	Real estate development	Türkiye	90	100	80	100
Base Gayrimenkul Turizm ve Ticaret A.Ş. ("Base")	Real estate development	Türkiye	100	100	100	100
BT Bahçelievler Gayrimenkul ve Tic. A.Ş. ("BT Bahçelievler")	Real estate development	Türkiye	100	100	75	75
TMR Gayrimenkul ve Tic. A.Ş. ("TMR Real Estate")	Real estate development	Türkiye	100	100	100	100
TMR Wheels Oto Kiralama ve Turizm Tic. A.Ş. ("TMR Wheels")	Car rental and tourism	Türkiye	100	100	100	100
Sadabad Kağıthane İnşaat ve Tic. A.Ş. ("Sadabad Kağıthane")	Real estate development	Türkiye	71.43	100	71.43	100
Haliç Öğrenci Rezidansı ve Ticaret Anonim Şirketi ("Haliç Student Residence")	Real estate development	Türkiye	100	100	100	100
TG Meram Gayrimenkul Yapı ve Ticaret A.Ş. ("TG Meram")	Real estate development	Türkiye	100	100	100	100
Neft Arsa Real Estate Investment Fund ("Nef Fund")	Real estate development	Türkiye	51	51	51	51
Optimum Yaşam Merkezi İnş. ve Tic. A.Ş. ("Optimum")	Real estate development	Türkiye	55	55	55	55
Nef EBRD Gayrimenkul Geliştirme A.Ş. ("Nef EBRD")	Real estate development	Türkiye	100	100	100	100
Timur Karlitepe Gayrimenkul ve Yatırımları A.Ş. ("HT Karlitepe")	Real estate development	Türkiye	50	50	50	50
HT Gayrimenkul Yatırım ve Tic. A.Ş. ("HT Real Estate")	Real estate development	Türkiye	50	50	50	50

Activities of Affiliates and Subsidiaries

Bebek Tourism

The company purchased 100% of Bebek Tourism 's shares in 2014 for TL 68,176,777 in order to develop, operate, and sub-rent the land and real estate rented by Bebek Tourism from the General Directorate of Foundations of the Prime Ministry of the Republic of Türkiye.

Ganj Construction

The company purchased 100% of the shares of Ganj Construction, which was established in Istanbul in 2013, for the purpose of developing construction and contracting projects, as well as purchasing, constructing, and selling real estate, for TL 12,500 in 2015.

TT Real Estate

TT Real Estate was established in Istanbul in 2015 for the purpose of developing construction and contracting projects, as well as purchasing, building, and selling real estate.

Timur Urban Development

The company purchased 100% of the shares of Timur Şehircilik, which was established in Istanbul in 2012, for the purpose of developing construction and contracting projects, as well as purchasing, constructing, and selling real estate, for TL 5,000,000 in 2016. Timur Şehircilik is the sole owner of 100% shares of TMR Wheels, a company established on July 11, 2023, to engage in vehicle rental and tourism operations.

Timur Beykoz 5

Timur Beykoz 5 company was established in Istanbul on May 10, 2016, for the purpose of developing construction and contracting projects, as well as purchasing, building, and selling real estate.

Haliç Öğrenci Rezidansı Gayrimenkul Geliştirme ve Ticaret A.Ş.

Haliç Student Residence was established in Istanbul on December 19, 2017, to construct all types of buildings, including student dormitories and student apartments, in Türkiye and abroad, and to develop all kinds of construction works. Nef Zone Gayrimenkul Yapı Anonim Şirketi is the sole owner of 100% shares of Haliç Student Residence.

Base

Base Real Estate was established in Istanbul in 2007 for the purpose of investing in the tourism and real estate sectors. All shares corresponding to the Company's capital of TL 500,000 were transferred to TMR Real Estate for USD 30,000,000 pursuant to the Board of Directors' resolution dated March 29, 2016. The Company merged with TMR Real Estate on December 30, 2024.

BT Bahçelievler

BT Bahçelievler was established in Istanbul on May 10, 2016, for the purpose of developing construction and contracting projects, as well as purchasing, building, and selling real estate.

TMR Real Estate

TMR Real Estate was established in Istanbul on February 11, 2016, for the purpose of developing construction and contracting projects, as well as purchasing, building, and selling real estate. The Company acquired all shares of Base Gayrimenkul Turizm ve Ticaret A.Ş. on March 30, 2016. The Company merged with Timur Real Estate on December 30, 2024.

Sadabad Kağıthane

The Company purchased 71.43% of the shares of Sadabad Kağıthane, which was established in Istanbul, for the purpose of developing construction and contracting projects, as well as purchasing, constructing, and selling real estate, for TL 6,200,000 in 2016.

TG Meram

TG Kandilli Gayrimenkul Yapı Ve Ticaret A.Ş. was established on January 15, 2020, to carry out construction and contracting projects and to purchase, build, and sell real estate. On May 27, 2022, the Company's name was changed to TG Meram Gayrimenkul Yapı ve Ticaret A.Ş.

Optimum

The company purchased 55% of the shares of Optimum, which was established in Istanbul in 2013, for the purpose of developing construction and contracting projects, as well as purchasing, constructing, and selling real estate.

Sirius

The Company has purchased 51% of Sirius' shares for the purpose of developing construction and contracting projects, as well as purchasing, constructing, and selling real estate.

Nef Zone

Nef Zone was established in Istanbul on March 15, 2017, for the purpose of developing construction and contracting projects, as well as purchasing, building, and selling real estate.

Nef Land Real Estate Investment Fund

Neo Portföy Yönetimi A.Ş. established this fund in 2022 pursuant to Articles 52 and 54 of the Capital Markets Law No. 6362 to be managed in accordance with its fund regulations. The fund's purpose is to manage a portfolio comprising funds collected from qualified investors in exchange for participation shares, as well as real estate properties, individual units, or real estate-based rights within projects specified in Paragraph 3 of Article 18 of the Communiqué on Real Estate Investment Funds No. III-52.3. Additionally, the fund manages real estate and real estate-related rights held under fiduciary ownership principles, along with money and capital market instruments, all on behalf of its shareholders.

Timur Karlıtepe

It was established in Istanbul in 2014 for the purpose of carrying out construction and contracting works, as well as purchasing, building, and selling real estate.

HT Real Estate

Established on December 26, 2014, under the name H30 Solar Enerji Üretim Sanayi ve Ticaret A.Ş., the Company's name was changed to HT Gayrimenkul ve Ticaret A.Ş. by a General Assembly Resolution dated April 1, 2015. Timur Real Estate purchased 50% of the Company's shares for TL 25,000 on February 13, 2015.

Information on the General Assembly

Agenda of the Extraordinary General Assembly Meeting dated 20.02.2025

1. Opening and formation of the meeting chair,
2. Authorizing the Presiding Board to sign the minutes of the General Assembly Meeting,
3. Discussing and approving the adoption of the registered capital system in the Company according to the provisions of the Capital Market Law no. 6362 and the determination of its capital cap at TL 5,000,000,000 effective for a term of five (5 years) years from 2024 to 2028 (by the end of 2028); and divide the Company's capital into 5,000,000,000 shares with a nominal value of 1 Turkish Lira each,
4. Discussing and approving the amendments to the Articles of Association of the Company,
5. Providing information on the distribution of share groups created in the Company's capital among the partners in the amended version of the Company's Articles of Association and approving the distribution of shares among shareholders,
6. The formation of the Board of Directors and the election of Board members and determination of their terms of office, as amended by the Articles of Association,
7. Discussing the remuneration to be paid to the members of the board of directors and the financial benefits to be provided in addition to remuneration,
8. Making a decision regarding the registration and annunciation of the matters discussed,
9. Closing remarks, requests, and wishes.

Chairman of the Board
Erden Timur

Vice Chairman of the Board
Musa Timur

Board Member
Ahmet Sinan Kalpakçioğlu

Amendments to the Articles of Association

DRAFT AMENDMENT TO THE ARTICLES OF ASSOCIATION OF TİMUR GAYRİMENKUL GELİŞTİRME YAPI VE YATIRIM ANONİM ŞİRKETİ

FORMER TEXT	NEW TEXT
ESTABLISHMENT ARTICLE 1 <p>By changing the enterprise type of Şen Timur ithalat ihracat Sanayi ve Ticaret Limited Şirketi, registered with Mersin Trade Registry under number 12267, in accordance with Article 152 of the Turkish Commercial Code, a Joint Stock Company was established through this articles of association by the founders with the Names, Surnames, Residences, Turkish ID numbers, and nationalities listed below in accordance with the provisions of the Turkish Commercial Code.</p> <p>Item No 1 Founder's Full Name: Musa Timur Turkish ID Number: 4*****4 Nationality: Republic of Türkiye Residential address: Menderes Mahallesi Barbaros Hayrettin Paşa Caddesi 416 Sokak Liparis-1 Blok No:49 Daire:33 Mezitli/Mersin</p> <p>Item No 2 Founder's Full Name: Ela Timur Turkish ID Number: 4*****6 Nationality: Republic of Türkiye Residential address: Menderes Mahallesi Barbaros Hayrettin Paşa Caddesi 416 Sokak Liparis-1 Blok No:49 Daire:33 Mezitli/Mersin</p> <p>Item No 3 Founder's Full Name: Erden Timur Turkish ID Number: 4*****0 Nationality: Republic of Türkiye Residential address: Menderes Mahallesi Barbaros Hayrettin Paşa Caddesi 416 Sokak Liparis-1 Blok No:49 Daire:33 Mezitli/Mersin</p> <p>Item No 4 Founder's Full Name: Bahar Timur Turkish ID Number: 4*****8 Nationality: Republic of Türkiye Residential address: Menderes Mahallesi Barbaros Hayrettin Paşa Caddesi 416 Sokak Liparis-1 Blok No:49 Daire:33 Mezitli/Mersin</p> <p>Item No 5 Founder's Full Name: Ruşen Ali Akgün Turkish ID Number: 3*****6 Nationality: Republic of Türkiye Residential address: Menderes Mahallesi Barbaros Hayrettin Paşa Caddesi 416 Sokak Liparis-1 Blok No:49 Daire:33 Mezitli/Mersin</p>	ESTABLISHMENT ARTICLE 1 <p>By changing the enterprise type of Şen Timur ithalat ihracat Sanayi ve Ticaret Limited Şirketi, registered with Mersin Trade Registry under number 12267, in accordance with Article 152 of the Turkish Commercial Code, a Joint Stock Company was established through this articles of association by the founders with the Names, Surnames, Residences, Turkish ID numbers, and nationalities listed below in accordance with the provisions of the Turkish Commercial Code.</p> <p>Item No 1 Founder's Full Name: Musa Timur Turkish ID Number: 4*****4 Nationality: Republic of Türkiye Residential address: Menderes Mahallesi Barbaros Hayrettin Paşa Caddesi 416 Sokak Liparis-1 Blok No:49 Daire:33 Mezitli/Mersin</p> <p>Item No 2 Founder's Full Name: Ela Timur Turkish ID Number: 4*****6 Nationality: Republic of Türkiye Residential address: Menderes Mahallesi Barbaros Hayrettin Paşa Caddesi 416 Sokak Liparis-1 Blok No:49 Daire:33 Mezitli/Mersin</p> <p>Item No 3 Founder's Full Name: Erden Timur Turkish ID Number: 4*****0 Nationality: Republic of Türkiye Residential address: Menderes Mahallesi Barbaros Hayrettin Paşa Caddesi 416 Sokak Liparis-1 Blok No:49 Daire:33 Mezitli/Mersin</p> <p>Item No 4 Founder's Full Name: Bahar Timur Turkish ID Number: 4*****8 Nationality: Republic of Türkiye Residential address: Menderes Mahallesi Barbaros Hayrettin Paşa Caddesi 416 Sokak Liparis-1 Blok No:49 Daire:33 Mezitli/Mersin</p> <p>Item No 5 Founder's Full Name: Ruşen Ali Akgün Turkish Identity No: 3*****6 Nationality: Republic of Türkiye Residential address: Menderes Mahallesi Barbaros Hayrettin Paşa Caddesi 416 Sokak Liparis-1 Blok No:49 Daire:33 Mezitli/Mersin</p>
BUSINESS NAME OF THE COMPANY ARTICLE 2 <p>The business name of the Company is "TİMUR GAYRİMENKUL GELİŞTİRME YAPI VE YATIRIM ANONİM ŞİRKETİ." This name is referred to as the "Company" in the following articles of the articles of association.</p>	BUSINESS NAME OF THE COMPANY ARTICLE 2 <p>The business name of the Company is "TİMUR GAYRİMENKUL GELİŞTİRME YAPI VE YATIRIM ANONİM ŞİRKETİ." It shall be referred to as the "Company" in the Articles of Association.</p>

Amendments to the Articles of Association

FORMER TEXT	NEW TEXT
<p>PURPOSE AND AREAS OF ACTIVITY OF THE COMPANY: ARTICLE 3: The purpose and areas of activity of the Company are as follows: 1) All types of construction: residential dwellings, mass housing developments, roads, bridges, dams, ports, drilling wells, factories, workshops, warehouses, sports facilities, sewer systems, treatment plants, and potable water pipelines and reservoirs; construction of public buildings; development, acquisition, and disposition of all real estate; domestic and international contracting services; and subcontracting services,</p> <p>2) Manufacturing of all kinds of construction materials; manufacture and sale of bricks, tiles, sand, cement, aggregate, reinforcing steel, ceramic and porcelain tiles, parquet flooring, marble, sanitary plumbing fixtures, door and window frames, ready-mixed plaster, interior and exterior plaster, whitewash, waterproofing and insulation materials, paint, fittings, suspended ceilings, operable doors and windows, door systems, and all other types of construction materials,</p> <p>3) All kinds of decoration arrangement and construction, manufacturing of decoration materials and architectural design, landscape architecture contracting, interior and exterior architectural environment design and arrangement,</p> <p>4) Purchasing sales, and manufacturing of all kinds of industrial construction materials,</p> <p>5) Manufacturing and sales of all types of PVC, aluminum, iron, and metal joinery,</p> <p>6) Purchasing and sales of all kinds of scrap plumbing and construction materials,</p> <p>7) Purchases, sells, rents, rents out, pledges, mortgages, transfers, assigns, and conducts similar land registry transactions for all types of real estate, land, personnel housing, offices, training and recreation facilities, and work machinery related to its subject matter; enter into commercial business pledges; perform these transactions on real estate owned by third parties, either in favor of or against the company; establish and register rights in rem, provided that it does not act as an intermediary; and benefit from incentives and investment facilities provided by the state;</p> <p>8) Acquiring and transferring vehicles necessary for company business and exercising rights in rem and real rights in over them,</p> <p>9) Obtaining and using all kinds of loans, commodity guarantee loans, and advance loans on bills of exchange from domestic and foreign sources, provided that it refrains from acting as an intermediary, in order to achieve the company's objectives,</p> <p>10) Purchasing, selling, renting, and renting out all kinds of real estate, movable property, motor vehicles, machinery, and facilities related to the company's business, and to establish, register, and exercise all kinds of rights in rem and rights in personam on real properties, provided that it does not act as an intermediary,</p> <p>11) Obtaining and granting debt mortgages, receivable mortgages, collateral mortgages, and surety mortgages in favor of or against the company for the purpose of securing the company's necessary debts and receivables, sureties and guarantees, and collateral for loans to be received, granting and receiving all kinds of collateral and sureties, and concluding commercial enterprise pledges,</p> <p>12) Acquisition, sale, renting, and renting out of all kinds of trademarks, intellectual property rights and patents, licenses, mastery rights, trade names, and certificates related to the company's business.</p>	<p>PURPOSE AND AREAS OF ACTIVITY OF THE COMPANY: ARTICLE 3: The purpose and areas of activity of the Company are as follows: 1) The Company can carry out services related to residential dwellings, mass housing developments, roads, bridges, dams, ports, drilling wells, factories, workshops, warehouses, sports facilities, sewer systems, treatment plants, and potable water pipelines and reservoirs; construction of public buildings; development, acquisition, and disposition of all real estate; domestic and international contracting services; and subcontracting services.</p> <p>2) The Company is entitled to engage in the purchase, sale, and manufacture of bricks, tiles, sand, cement, aggregate, reinforcing steel, ceramic and porcelain tiles, stoneware, parquet flooring, marble, sanitary plumbing fixtures; all types of PVC, aluminum, iron, and metal joinery; door and window frames; ready-mixed concrete; prefabricated structural elements; ready-mixed plaster, interior and exterior plaster, and whitewash; waterproofing and insulation materials; paints; fixtures; suspended ceilings; operable doors and windows; door systems; and similar construction materials, including industrial construction products.</p> <p>3) The Company is entitled to conduct activities concerning all kinds of decoration arrangement and construction, manufacture of decoration materials and architectural design, landscape architecture contracting, interior and exterior architectural environment design, and arrangement.</p> <p>4) The Company is entitled to acquire, dispose of, rent, and rent out all types of real estate, land, parcels, staff housing, offices, educational and recreational facilities, as well as construction machinery and related facilities.</p> <p>5) The Company is entitled to perform all kinds of land registry transactions, including pledge, mortgage, transfer, assignment, condominium, condominium ownership, and similar transactions.</p> <p>6) The Company is entitled to acquire and transfer vehicles necessary for its business and exercise rights in rem and rights in personam over them.</p> <p>7) The Company is entitled to borrow, obtain and use all kinds of medium and long-term loans from domestic and/or foreign sources in order to achieve its purposes. The Company is entitled to provide pledges on commercial enterprises and other types of pledges as collateral for its debts, provide guarantees for the debts of other companies and individuals, obtain guarantees and pledges as collateral for the Company's receivables, and release and amend the pledges it has obtained. The Company complies with the principles set forth in the CMB legislation regarding the provision of guarantees, sureties, collateral, or the establishment of liens, including mortgages, on its own behalf and behalf of third parties.</p> <p>8) Subject to the provisions of capital markets legislation on the prohibition of illegal transfer pricing activities, the Company is entitled to acquire, sell, rent, and rent out all trademarks, usufruct rights and patents, licenses, master rights, trade names, and certificates related to its business.</p> <p>9) Subject to the provisions of capital markets legislation on the prohibition of illegal transfer pricing activities, the Company is entitled to enter into joint ventures with real and legal persons engaged in activities falling within the scope of the Company's business, participate in existing commercial enterprises, establish new companies related to its business, or acquire existing companies.</p> <p>10) The Company is entitled to issue capital market instruments subject to the capital market legislation and other relevant legislation.</p> <p>11) The Company is entitled to engage in all kinds of planning, projects, and engineering services, as well as technical consultancy, contracting, and installation works, provided that it complies with the principles set forth in capital market legislation.</p>

FORMER TEXT

13) Entering into joint ventures with real and legal persons engaged in activities falling within the scope of the company's activities, and participating in existing commercial enterprises, in accordance with the provisions of Law No. 6224 on the Promotion of Foreign Capital and the subsequent decree-law and regulations issued thereafter,

14) Undertaking all kinds of plans, projects, and engineering services related to the subject matter, as well as technical consulting, contracting, and installation work; constructing buildings; purchasing and selling construction materials; transporting the necessary machinery and equipment for foreign projects abroad; and bringing these and other items procured from abroad back into the country.

15) Exporting, importing, transit trading, and marketing ready-mixed concrete and all kinds of prefabricated building elements,

16) The Company is entitled to incur medium- and long-term debts and obtain loans from domestic and foreign markets in order to achieve its Purpose and Subject Matter.

17) The Company is entitled to purchase, sell, rent, rent out, establish any kind of rights in rem and rights in personam on any kind of real estate, obtain mortgages, grant mortgages, and release mortgages in order to achieve its purpose. The Company is entitled to establish easements, usufructs, tenancy rights, real estate liabilities, profit easements, and condominium ownership on its real properties. The Company is entitled to carry out all kinds of transactions and actions related to the correction of property types, subdivision, consolidation, and parceling at land registry offices for all types of real estate.

18) Establishing other companies related to its subject matter, to purchase them, participating in other companies and in their management,

19) The Company is entitled to purchase real estate properties and rights deemed real estate, movable properties, or real and personal rights on real estate and movable properties deemed necessary for its activities; it is entitled to dispose of these by means of barter, exchange, or other methods permitted by the Civil Code, the Code of Obligations, the Turkish Commercial Law, the Law on Enforcement and Bankruptcy, and other relevant legislation; grant or accept mortgages or liens on movable and immovable property, rights, and facilities deemed necessary for the company's operations, establish mortgages or liens in favor of the company, and release existing mortgages or liens; provide or accept collateral or personal guarantees for the security and collection of its rights and claims, and pledge its own or others' real estate as collateral; rent or rent out movable or immovable rights or facilities, construct or have them constructed, operate or have them operated; establish rights such as usufruct, usufruct rights, or condominium ownership on real estate; it is entitled to parcel it out, correct its classification, consolidate it, or divide it if the real estate is land or property; accept mortgages on real estate belonging to others; purchase, sell, establish mortgages on, attach, or remove attachments from real estate under construction,

20) Engaging in the purchase, sale, and marketing of all types of real estate on behalf of the company or others, and to conduct real estate brokerage activities,

21) Engaging in the purchase, sale, and marketing of all types of real estate in exchange for commission

22) The Company is entitled to provide all kinds of collateral, including guarantees, sureties, and mortgages, for all kinds of debts of third parties who will use loans from banks.

NEW TEXT

12) The Company is entitled to purchase, sell, rent, rent out, establish any kind of rights in rem and rights in personam on any kind of real estate, obtain mortgages, grant mortgages, and release mortgages. The Company is entitled to establish easements, usufructs, tenancy rights, real estate liabilities, profit easements, and condominium ownership on its real properties. The Company is entitled to carry out all kinds of transactions and actions related to the correction of property types, subdivision, consolidation, and parceling at land registry offices for all types of real estate. The Company complies with the principles set forth in the CMB legislation regarding the provision of guarantees, sureties, collateral, or the establishment of liens, including mortgages, on its own behalf and behalf of third parties.

13) The Company is entitled to purchase real estate properties and rights deemed real estate, movable properties, or real and personal rights on real estate and movable properties deemed necessary for its activities; it is entitled to dispose of these by means of barter, exchange, or other methods permitted by the Civil Code, the Code of Obligations, the Turkish Commercial Law, the Law on Enforcement and Bankruptcy, and other relevant legislation. The Company is entitled to provide or accept collateral or personal guarantees for the security and collection of its rights and claims, and pledge its own or others' real estate as collateral; rent or rent out movable or immovable rights or facilities; accept mortgages on real estate owned by others, purchase, sell, mortgage, attach, or release liens on real estate under construction in accordance with the principles set forth in capital market legislation and subject to making necessary material disclosure as required by capital market legislation to ensure investor disclosure. The Company complies with the principles set forth in the CMB legislation regarding the provision of guarantees, sureties, collateral, or the establishment of liens, including mortgages, on its own behalf and behalf of third parties.

14) Engaging in the purchase, sale, and marketing of all types of real estate on behalf of the Company or others, and conducting real estate brokerage activities,

15) The Company is entitled to participate in domestic and international tenders and domestic and international fairs and exhibitions, provided that this does not violate capital market legislation.

16) The Company is entitled to carry out all kinds of import, export, transit trade, domestic and foreign international representation, and internal wholesale trade related to the transportation of imported and exported goods by air, land, rail, and sea, customs, storage, loading, and unloading operations related to its purpose and subject matter.

17) The Company is entitled to file national and international applications to ensure the protection of intellectual and industrial property rights both in Türkiye and abroad, provided that it does not violate capital market legislation. The Company is further entitled to act as an intermediary in the transfer of intellectual and industrial property rights and the granting of licenses, and can provide consultancy and advisory services.

Amendments to the Articles of Association

FORMER TEXT	NEW TEXT
<p>23) The Company is entitled to provide surety/guarantee for third parties' loans and grant mortgages on real properties it owns.</p> <p>24) The Company is entitled to participate in domestic and international tenders related to its purpose, undertake commitments, and participate in domestic and international fairs and exhibitions.</p> <p>25) The Company is entitled to carry out all kinds of import, export, transit trade, domestic and foreign international representation, and internal wholesale trade related to the transportation of imported and exported goods by air, land, rail, and sea, customs, storage, loading, and unloading operations related to its purpose and subject matter.</p> <p>26) The Company is entitled to file national and international applications to ensure the protection of intellectual and industrial property rights both in Türkiye and abroad. The Company is entitled to act as an intermediary in the transfer of intellectual and industrial property rights and the granting of licenses, and can provide consultancy and advisory services.</p> <p>27) Acting as a trademark and patent agent; to employ trademark and patent agents; and to enter into agreements with third-party real and legal entities for trademark and patent agency services.</p> <p>The Company is entitled to also engage in activities that are productive and beneficial for its operations in addition to the ones specified above. However, since such resolutions constitute amendments to the articles of association, the procedures stipulated in the Turkish Commercial Code must be followed in order to make the amendments.</p>	<p>18) The Company is entitled to act as a trademark and patent agent; employ trademark and patent agents; and enter into agreements with third-party real and legal entities for trademark and patent agency services, provided that it does not violate capital market legislation</p> <p>The Company is entitled to make any kind of donation that does not interfere with its business purpose and subject matter, provided that it does not violate the prohibition of illegal transfer pricing activities in capital market legislation. The upper limit of donations is determined by the general assembly. No donation exceeding this limit can be made, and donations made are added to the distributable profit base. The Capital Markets Board has the authority to set an upper limit on the amount of donations to be made. Donations should not constitute a violation of the CMB's regulations on the prohibition of illegal transfer pricing activities, the necessary special disclosures are made, and donations made during the year are presented to the shareholders at the general assembly meeting.</p> <p>For any transactions, operations, or activities carried out by the Company under this article with the possibility to influence investors' decisions, the required disclosures shall be made in accordance with the Capital Markets Board's regulations related to public disclosures.</p> <p>In the event of any amendments to the Company's purpose and subject matter, the necessary approvals must be obtained from the Ministry of Trade of the Republic of Türkiye and the Capital Markets Board.</p>
<p>HEAD OFFICE AND BRANCHES:</p> <p>ARTICLE 4:</p> <p>The Company's head office is located in Istanbul. Principal Place of Business: Esentepe Mahallesi Ali Kaya sokak No.3 Apa Nef Plaza Kat:5-6 Şişli İstanbul. In the case of a change of address, the new address shall be registered with the Trade Registry and announced in the Trade Registry Gazette of Türkiye. The notifications served to the registered and announced address shall be deemed to be duly served to the company. Relocation of its registered and announced address but failed to register its new address in due time shall constitute a ground for the termination of the company. In addition, the Company is entitled to open branches, establish offices, and representative offices within and outside the country as deemed necessary, subject to the resolution of the Board of Directors and compliance with the provisions of the laws.</p>	<p>HEAD OFFICE AND BRANCHES:</p> <p>ARTICLE 4:</p> <p>The Company's head office is located in Istanbul. Principal Place of Business: Esentepe Mahallesi Ali Kaya sokak No.3 Apa Nef Plaza Kat:5-6 Şişli İstanbul. In the case of a change of address, the new address shall be registered with the Trade Registry, announced in the Trade Registry Gazette of Türkiye, and also notified to the Ministry of Trade of the Republic of Türkiye as well as the Capital Markets Board on time. The notifications served to the registered and announced address shall be deemed to be duly served to the company. In addition, the Company is entitled to open branches within and outside the country as deemed necessary, subject to the resolution of the Board of Directors and compliance with the provisions of the laws. In the event that the Company opens branches, the branches shall be registered in the commercial register and announced in the Trade Registry Gazette of Türkiye.</p>
<p>TERM OF THE COMPANY:</p> <p>ARTICLE 5:</p> <p>The Company has been established for an indefinite period. The Company is entitled to be dissolved by a resolution of the General Assembly in accordance with the provisions of the Turkish Commercial Code. The provisions of the Turkish Commercial Code regarding the termination of companies are reserved.</p>	<p>TERM OF THE COMPANY:</p> <p>ARTICLE 5:</p> <p>The Company has been established for an indefinite term as of its registration in the Trade Registry.</p>

FORMER TEXT**CAPITAL
ARTICLE 6:**

The Company's capital is TL 1,059,500,174.63. This Capital is divided into 105,950,017,463 registered shares, each having a value of 0.01 (one kuruş) Turkish Lira. TL 459,000,174.63, constituting the previous capital, had been paid in full. Of the increased capital of TL 500,000, TL 600,000,000 was settled using the shareholder receivable given by Erden Timur to the Company in cash, and TL 500,000 was covered by the capital reserves account. The partnership and share structure is as follows.

104,890,517,288 shares worth TL 1,048,905,172.88 belong to Erden Timur, and 1,059,500,175 shares worth TL 10,595,001.75 belong to Musa Timur

NEW TEXT**CAPITAL
ARTICLE 6:**

The Company adopted the registered capital system in accordance with the Capital Market Law no. 6362 and started to use this system with the Capital Markets Board authorization dated and numbered The upper limit of the registered capital of the Company is TL 5,000,000,000 (five billion), divided into 5,000,000,000 (five billion) shares with a value of TL 1 (one) Turkish Lira each.

The permission for the registered capital cap that was granted by the Capital Markets Board is valid for the period of 2024-2028 (5 years). Even if the permitted registered capital cap has not been reached by the end of 2028, it is mandatory to obtain permission from the Capital Markets Board for the cap that was permitted or for a new cap amount, and to receive authorization from the general assembly for a new period, which shall not exceed 5 years. If such authorization cannot be obtained, a capital increase cannot be made with a Board of Directors' resolution.

The Bank's issued capital is TL 1,059,500,174.63 (one billion fifty-nine million five hundred thousand one hundred seventy-four point sixty-three), and this amount has been fully paid to be free of collusion.

This capital is divided into a total of 1,059,500,174.63 (one billion fifty-nine million five hundred thousand one hundred seventy-four point sixty-three) shares of 1 (one) Turkish Lira par value each, comprising 211,900,035.63 (two hundred and eleven million, nine hundred thousand, thirty-five point sixty-three) Group A registered shares and 847,600,139 (eight hundred forty-seven million six hundred thousand one hundred thirty-nine) Group B bearer shares. Group A shares have the privilege of nominating candidates to the Board of Directors and voting in the general assembly.

When necessary, the Company's capital can be increased or decreased within the framework of the provisions of the Turkish Commercial Code and the capital markets' legislation. As per the provisions of the Capital Markets Law, the Board of Directors is authorized to increase the issued capital to the registered capital cap by issuing new shares and to take a resolution for restricting the rights of privileged shareholders, limiting the new share purchase right of shareholders and issuing shares at a premium or a discount to the nominal value. The authority to restrict the right to purchase new shares cannot be exercised in such a way causing inequality among shareholders.

In the capital increases, A Group shares shall be issued in return for A Group shares, and B Group shares shall be issued in return for B Group shares. However, if the Board of Directors limits the rights of shareholders to acquire new shares, all new shares to be issued shall be issued as Group B shares. In the event of a bonus capital increase, the free shares issued shall be distributed equally on a pro rata basis to all existing shares as of the increase date, without making a distinction between groups.

The shares representing the capital shall be monitored in dematerialized form, within the framework of the dematerialization principles.

**SHARE CERTIFICATES
ARTICLE 7:**

All shares are issued in registered form. No bearer share certificates can be issued until the entire capital has been paid up.

**COMPLIANCE WITH CORPORATE GOVERNANCE PRINCIPLES
ARTICLE 7:**

The Corporate Governance Principles mandated by the Capital Markets Board (CMB) are adhered to. The activities and Board resolutions not observing the mandatory principles shall be deemed null and void and a violation of the Articles of Association.

The Company adheres to the Capital Markets Board's corporate governance regulations in all material transactions essential to implementing Corporate Governance Principles, dealings with related parties, and operations involving the issuance of guarantees, collateral, and mortgages in the favor of third parties.

Amendments to the Articles of Association

FORMER TEXT	NEW TEXT
<p>TRANSFER OF SHARE CERTIFICATES</p> <p>ARTICLE 8:</p> <p>No restrictions apply to the transfer of shares. The provisions of the Turkish Commercial Code on the transfer of shares are followed.</p>	<p>TRANSFER OF SHARES</p> <p>ARTICLE 8:</p> <p>Transfer of the Company's shares takes place in line with the Turkish Commercial Code, regulations of the capital markets, and other applicable legislation.</p> <p>Group A, B, and C shares can freely be transferred without limitations whatsoever. In order for any of the Group A shares to be converted into shares that can be traded on the stock exchange for any reason, an amendment to the Articles of Association must be made and approved by the general assembly for the conversion of these shares into Group B shares, in accordance with the relevant provisions of the Turkish Commercial Code and capital market legislation.</p> <p>If the Company repurchases its own shares, it shall act in compliance with capital markets legislation and other applicable regulations and make the required disclosures.</p>
<p>RIGHT TO INFORMATION AND CONFIDENTIALITY OBLIGATION</p> <p>ARTICLE 9:</p> <p>Shareholders are entitled to request the necessary disclosures concerning any matters they deem questionable, in accordance with the Turkish Commercial Code and applicable regulations.</p> <p>Each shareholder is obliged at all times to maintain the confidentiality of any Company secrets they learn, regardless of how they came to know them, even if they subsequently lose their shareholder rights. Shareholders who fail to fulfill this obligation shall be liable to the Company for any damages that can arise.</p>	<p>PUBLIC DISCLOSURE</p> <p>ARTICLE 9:</p> <p>The company fulfills its obligation to provide information to the Capital Markets Board in accordance with the procedures and principles set forth in capital markets legislation. Financial statements and reports required to be drawn up by the CMB, as well as independent audit reports, shall be disclosed to the public in accordance with the relevant provisions of the Turkish Commercial Code and the procedures and principles set forth in capital markets legislation.</p>
<p>ISSUANCE OF OTHER CAPITAL MARKET INSTRUMENTS QUALIFIED AS DEBT INSTRUMENTS:</p> <p>ARTICLE 10:</p> <p>The Company is entitled to issue bonds, finance certificates, asset-backed securities, other debt securities, including those issued on a discount basis, securities with purchase and exchange rights, and all kinds of securities in accordance with the provisions of the Turkish Commercial Code, the Capital Markets Law, and other relevant legislation.</p>	<p>ISSUANCE OF CAPITAL MARKET INSTRUMENTS:</p> <p>ARTICLE 10:</p> <p>The Company is entitled to issue, domestically and/or internationally, any type of bond, convertible bond, exchangeable bond, commercial paper, participation and usufruct certificates, and other debt-type capital market instruments accepted by the CMB, as well as any other capital market securities in accordance with the Turkish Commercial Code, capital markets legislation and CMB regulations, and it is entitled to also act as the originator and/or fund user in sukuk issuances.</p> <p>The Board of Directors is authorized to issue bonds, financing certificates, and other capital market instruments qualifying as debt instruments in accordance with the relevant provisions of other legislation applicable to the Company. As for the issuances, the limits and provisions stipulated by the CMB and relevant legislation shall be observed.</p>
<p>TEAM AND NUMBER OF MEMBERS OF THE BOARD OF DIRECTORS:</p> <p>ARTICLE 11:</p> <p>The Company's Board of Directors shall consist of at least 1 (one) and at most 7 (seven) members elected by the general assembly.</p> <p>11.1 Legal entities are also entitled to be elected as members of the Board of Directors. In this case, along with the legal entity elected as a member of the Board of Directors, only one real entity designated by the legal entity to represent the legal entity is registered and annunciated in the commercial register. Only this registered person can attend and vote at the meetings of the Board of Directors on behalf of the legal entity.</p> <p>11.2 The maximum term of office for members of the board of directors shall be three (3) years. A member with the term of office expired can be reelected. In the event of a vacancy on the Board of Directors, the Board of Directors shall appoint a person who meets the requirements set forth in laws from among the candidates nominated by the shareholder who nominated the resigning member to serve until the next general meeting.</p>	<p>BOARD OF DIRECTORS:</p> <p>ARTICLE 11:</p> <p>The Company's Board of Directors shall consist of at least 5 (five) and at most 7 (seven) members to be elected by the general assembly in accordance with the Turkish Commercial Code and capital market legislation. Legal entities are also entitled to be elected as members of the Board of Directors. In this case, along with the legal entity elected as a member of the Board of Directors, only one natural person designated by the legal entity to represent the legal entity is registered and announced in the commercial register; also, the registration and announcement are disclosed on the company's website. Only this registered person can attend and vote at the meetings of the Board of Directors on behalf of the legal entity.</p>

FORMER TEXT

11.3 Unless one of the members requests a discussion, the Board of Directors can deliver resolutions by obtaining written approvals of the other members for the proposal submitted by one of the members regarding a specific issue. Resolutions can be made in this manner with the written approval of at least a majority of the total number of members. Submitting the same proposal to all Members of the Board of Directors is a validity condition for taking a resolution in such a manner. Approvals do not have to be on the same paper; however, in order for the resolution to be valid, all papers containing the approval signatures must be inserted in the Board of Directors' minute ledger, or they must be converted to a resolution containing the signatures of the approvers and must be registered in the minute ledger.

11.4 In accordance with Article 366 of the Turkish Commercial Code, the Board of Directors shall elect a chairman and, to act in his/her absence, at least one deputy chairperson.

11.5 Except for compelling circumstances, care shall be taken to ensure that the Chairman of the Board of Directors and the chief executive officer/general manager are not the same person.

11.6 In addition to the committees required by the Turkish Commercial Code, the Board of Directors shall establish the necessary committees to ensure the proper fulfillment of its duties and responsibilities, taking into account the needs of the Company. The committees established by the Board of Directors operate in accordance with the provisions of the Turkish Commercial Code. The responsibilities and working principles of the committees shall be determined in detail, taking into account the provisions of this Articles of Association, and shall be disclosed on the corporate website. The Board of Directors is entitled to at any time redefine the duties and responsibilities of the committees and change their chairpersons and members as it deems necessary. Committees shall operate independently and provide recommendations to the Board of Directors. The committees convene as frequently as is required by their activities, upon the invitation of the Committee Chairperson. All tasks are carried out in writing and necessary records are kept. All correspondence and communication related to the committees is handled by the Board Secretariat. The chairpersons and members of the committees can be independent persons who are experts in the field but are not members of the Board of Directors.

11.7 The Board of Directors convenes as necessitated by the Company's business and transactions. Those entitled to attend the Board of Directors' meeting of the Company can do so by electronic means pursuant to Article 1527 of the Turkish Commercial Code. The Company is entitled to set up its own electronic meeting system, or subscribe to services from the systems formed by service providers for this purpose, that will enable the right holders to participate and vote at these meetings via electronic media pursuant to the provisions of the Communiqué Regarding Boards to be Convened via Electronic Media in Commercial Companies other than General Assemblies of Joint Stock Companies. It is required to ensure that the right holders exercise their rights specified in the related legislation on the basis set forth in the provisions of the above-mentioned Communiqué in meetings to be held via the system set up or the system subscribed to from commercial vendors pursuant to this provision of the Articles of Association herein.

11.8 Except for resolutions requiring unanimous voting as specified in the following article, the Board of Directors shall take resolutions by a majority vote of the members present at the meeting.

NEW TEXT

Group A shares have preferential rights in the election of Board of Directors members: if the Board of Directors consists of 5 (five) members, 2 (two) members, and if it consists of 6 (six) or 7 (seven) members, 3 (three) members shall be elected from among the candidates nominated by the majority of Group A shareholders. The candidates to be nominated by Group A shareholders for election at the general assembly meeting shall be determined by a majority vote of Group A shareholders at a meeting held among themselves or through a written resolution. The candidates nominated for the Board of Directors must be elected by the general assembly unless there is a valid reason not to do so.

No fewer than 2 independent members of the Board of Directors are elected by the General Assembly within the framework of the principles regarding the independence of the Members of the Board of Directors specified in the corporate governance principles of the Capital Markets Board. The Board Members to be elected among the candidates nominated by Group A shareholders will be from members other than the independent members specified in the corporate governance principles of the Capital Markets Board.

The number of independent members of the Board and their qualifications are specified according to the regulations of the Capital Markets Board on corporate governance.

The maximum term of office for members of the board of directors shall be three (3) years. A member with the term of office expired can be reelected. In the event of a vacancy on the Board of Directors, the Board of Directors shall appoint a person who meets the requirements set forth in laws from among the candidates nominated by the shareholder group that nominated the resigning member to serve until the next general meeting. The member whose appointment has been approved by the General Assembly will complete the term of office of his predecessor.

Unless one of the members requests a discussion, the Board of Directors can deliver resolutions by obtaining written approvals of the other members for the proposal submitted by one of the members regarding a specific issue. Resolutions can be made in this manner with the written approval of at least a majority of the total number of members. Submitting the same proposal to all Members of the Board of Directors is a validity condition for taking a resolution in such a manner. Approvals do not have to be on the same paper; however, in order for the resolution to be valid, all papers containing the approval signatures must be inserted in the Board of Directors' minute ledger, or they must be converted to a resolution containing the signatures of the approvers and must be registered in the minute ledger.

In accordance with Article 366 of the Turkish Commercial Code, the Board of Directors shall elect a chairman and, to act in his/her absence, at least one deputy chairman.

The members of the Board of Directors can be removed from office at any time by a resolution of the General Assembly if the agenda includes a relevant item or, if there is a valid reason, even if the agenda does not include such an item.

Amendments to the Articles of Association

FORMER TEXT	NEW TEXT
<p>11.9 The following matters shall require the attendance and affirmative vote of all members of the Board of Directors to be discussed and resolved:</p> <ul style="list-style-type: none"> (i) Carrying out division or merger transactions, (ii) Conducting related party transactions, establishing cooperation or partnerships, (iii) Transfer of funds of any kind to partners and group companies, (iv) Providing collateral (such as guarantees, sureties, or other collaterals) except for those that are currently available and permitted, (v) Filing for concordat or bankruptcy, (vi) Changing the structure of the Board of Directors and the decision-making process in a way that affects the rights of the Independent Board Member and the Chief Financial Officer (CFO) (vii) Approval of dividend distribution resolutions, (viii) Change in shareholders and/or control, (ix) Approval of the Annual Budget, (x) In addition, all transactions exceeding a total of two million Turkish lira (TL 2,000,000.00) within one (1) year, at one time, and falling within the scope specified below: <ul style="list-style-type: none"> a) Purchase and sale of all kinds of goods and services, b) Transactions related to the acquisition or disposal of assets, excluding the sale of houses and shops as part of its commercial activities, c) Approval of off-budget expenditures. <p>11.10 The remuneration of the chairperson and members of the board of directors shall be determined by the general assembly.</p> <p>11.11 Unless otherwise resolved by the General Assembly, the duties of the Board of Directors shall be as follows, in addition to the duties and authorities specified in Article 375 of the Turkish Commercial Code and other relevant provisions:</p> <ul style="list-style-type: none"> a) Submitting proposals to the General Assembly regarding the distribution of company profits, the creation of all kinds of reserve funds, changing the location of the company head office, and opening and closing branches and liaison offices; providing information and reports to the General Assembly regarding the Company's investment and financial policies, annual financial documents and reports, annual budget, and organizational structure; b) Submitting proposals to the General Assembly regarding amendments and corrections to the Articles of Association; c) Convening the General Assembly, preparing the annual activity report and submitting it to the General Assembly, organizing General Assembly meetings, and executing General Assembly resolutions; d) Keeping the Company's share register, Board of Directors' minute ledger, and General Assembly minute ledger, in addition to the registers that merchants are required to keep; e) Ensuring that the year-end financial statements are prepared in accordance with the provisions of the Turkish Commercial Code and other relevant legislation, and presenting them to shareholders for review within the time frame specified by the Turkish Commercial Code and relevant legislation prior to the General Assembly meeting; f) Establishing the remuneration principles for senior executives based on the Turkish Commercial Code and within the framework of the company's remuneration policy principles <p>The Board of Directors is responsible for the Company's Management and representation externally. For the validation of all certificates and Agreements executed by the Company, these must be put under the corporate name and signed by the authorized person or persons who can represent the Company. The Board of Directors is authorized to delegate the management, in whole or in part, to one or more Members of the Board or a third party through an internal directive to be issued by the Board of Directors.</p>	<p>The formation, duties, and working principles of the committees that the Board of Directors is required to establish under the Capital Markets Law, the corporate governance regulations of the Capital Markets Board, the Turkish Commercial Code, and related legislation, as well as those it establishes voluntarily, and their relations with Board members, shall be governed by the relevant legislative provisions. To ensure the fulfillment of its duties and responsibilities in a healthy manner, the Board of Directors shall establish, within its structure, the legally required committees, including the Early Identification of Risk Committee, Audit Committee, Corporate Governance Committee, Nomination Committee, and Remuneration Committee, as well as any other committees deemed appropriate by the Board of Directors. However, if a separate Nomination Committee and Compensation Committee cannot be established due to the structure of the Board of Directors, the Corporate Governance Committee shall perform the duties of these committees. Areas of responsibility, working principles, and members of the committees are determined by the Board of Directors and announced to the public. All members of the Audit Committee and the chairpersons of the other committees must be elected among the independent Board Members.</p> <p>The Board of Directors convenes as necessitated by the Company's business and transactions. Those entitled to attend the Board of Directors' meeting of the Company can do so by electronic means pursuant to Article 1527 of the Turkish Commercial Code. The Company is entitled to set up its own electronic meeting system, or subscribe to services from the systems formed by service providers for this purpose, that will enable the right holders to participate and vote at these meetings via electronic media pursuant to the provisions of the Regulation on General Assembly Meetings to be Held Electronically in Joint Stock Companies. It is required to ensure that the right holders exercise their rights specified in the related legislation on the basis set forth in the provisions of the above-mentioned Regulation in meetings to be held via the system set up or the system subscribed to from commercial vendors pursuant to this provision of the Articles of Association herein.</p> <p>A quorum is established when the majority of the total Board members are present at a meeting. The Board of Directors passes resolutions with the approval of a simple majority of its entire membership. These rules are also valid when the Board Meeting is held online. The Board of Directors can convene entirely by electronic means, and some members can participate electronically in meetings where other members are physically present.</p> <p>The remuneration of the chairperson and members of the board of directors shall be determined by the general assembly.</p> <p>The rights of board members to obtain information and review documents cannot be restricted or revoked.</p> <p>Except for matters exclusively reserved for the General Assembly by capital markets legislation, the Turkish Commercial Code and the Articles of Association, the Board of Directors is authorized to decide on all other company affairs.</p>

FORMER TEXT**REPRESENTING AND BINDING THE COMPANY:****ARTICLE 12:**

The Board of Directors is entitled to delegate its management, in whole or in part, to one or more members of the Board of Directors or to a third party, in accordance with an internal directive to be issued pursuant to Article 367 of the Turkish Commercial Code. Unless delegated, management is entrusted to all members of the Board Of Directors.

The Board of Directors is entitled to delegate its representation authority to one or more executive members or to third parties as managers; in this context, it is entitled to issue an internal directive in accordance with Article 371/7 of the Turkish Commercial Code. In the event of the transfer of representation authority, at least one Board Member must be authorized to represent the Company. The terms of office, authorities, and remuneration of directors shall be determined in the same resolution of the Board of Directors by unanimous vote.

For the validation of all certificates and agreements executed by the Company, these must be put under the corporate name and signed by the authorized person or persons who can bind the Company.

NEW TEXT**MANAGEMENT AND REPRESENTATION OF THE COMPANY****ARTICLE 12:**

The Board of Directors is responsible for the Company's management and representation externally. The Board of Directors is entitled to delegate the management, in whole or in part, to one or more executive members or a third party as a manager, in accordance with an internal directive to be issued pursuant to Article 367 of the Turkish Commercial Code. Unless delegated, management is entrusted to all members of the Board Of Directors.

In this context, it is entitled to issue an internal directive in accordance with Article 371/7 of the Turkish Commercial Code. In the event of the transfer of representation authority, at least one Board Member must be authorized to represent the Company. The terms of office, authorities, and remuneration of directors shall be determined in the same resolution of the Board of Directors by unanimous vote.

For the validation of all certificates and agreements executed by the Company, these must be put under the corporate name and signed by the authorized person or persons who can bind the Company.

Unless a notarized copy of the resolution, indicating the persons entitled to represent the Company and the method of representation, is registered and published in the trade registry, the transfer of the authority will not be valid. Limitation of the authority to represent does not set forth any terms and conditions for bona fide third parties; however, the registered and announced restrictions on exercising the authority to represent the company from a single center or branch or altogether are applicable.

The provisions of Articles 371, 374, and 375 of the Turkish Commercial Code are reserved.

AUDITORS AND THEIR DUTIES:**ARTICLE 13:**

Company audits are conducted in accordance with the provisions of the Turkish Commercial Code and relevant legislation.

INDEPENDENT AUDIT**ARTICLE 13:**

The provisions of the Turkish Commercial Code, capital markets legislation, and related legislation apply to the audit of the Company and other matters stipulated in the legislation, as well as to the auditor.

Financial statements and reports required to be drawn up by the CMB, as well as independent audit reports, shall be disclosed to the public in accordance with the relevant provisions of the Turkish Commercial Code and the procedures and principles set forth in capital markets legislation.

GENERAL ASSEMBLY:**ARTICLE 14:**

(a) Annual general assembly meetings shall be held within three months of the end of the previous fiscal year. The general assembly meeting shall be held in a location where shareholders constitute a numerical majority, with the aim of increasing shareholder participation in a manner that does not create inequality among shareholders and enables shareholders to participate at the least possible cost. The invitation to the annual general meeting shall be made by the Board of Directors or other persons authorized to do so under Turkish law, and the agenda of this meeting shall be determined in accordance with the provisions of these articles of association and the relevant legislation.

GENERAL ASSEMBLY:**ARTICLE 14:**

The General Assembly of the Company is convened by the shareholders in accordance with the provisions of the Turkish Commercial Code, capital markets legislation, and the Articles of Association. The following principles shall apply to general assembly meetings.

a) Invitation Method: Invitations to General Assembly meetings shall be made in accordance with the provisions of the Turkish Commercial Code and capital market legislation regarding invitation procedures and methods, as well as regulations concerning announcement periods. This invitation shall be made at least three weeks prior to the meeting date, excluding announcement and meeting days. The information and documents specified in the Turkish Commercial Code and the relevant provisions of capital market legislation shall be announced at least three weeks prior to the meeting date, excluding the announcement and meeting dates, and shall be made available for review by shareholders. The provision of Article 29/1 of the Capital Markets Law is reserved regarding the invitation to general assembly meetings.

Amendments to the Articles of Association

FORMER TEXT	NEW TEXT
<p>(b) The Board of Directors is obliged to convene a General Assembly meeting in accordance with Article 411 of the Turkish Commercial Code upon receipt of written requests stating the compelling reasons for holding a General Assembly meeting, together with the desired agenda, from a shareholder or shareholders holding at least 10% of the total share capital of the Company.</p> <p>Extraordinary General Assembly meetings shall be convened whenever the Company's affairs so require.</p> <p>(d) Except for cases where higher meeting and resolution quorums are required under the Turkish Commercial Code or these Articles of Association, the general meeting quorum shall be established by the personal attendance or proxy representation of shareholders holding at least fifty-one percent (51%) of the company's capital and general assembly resolution shall be adopted with the affirmative votes of shareholders representing at least fifty-one percent (51%) of the company's capital.</p> <p>(e) Shareholders use their voting rights in the general assembly in proportion to the total nominal value of their shares. Shareholders shall not have any privileges regarding voting.</p> <p>In preparing the list of those entitled to attend the general assembly meeting, the Board of Directors shall consider the share ledger entries for shares without a certificate or registered shares and certificate holders, and the entry card fields for holders of bearer share certificates. This list shall be signed by the Chairman of the Board of Directors and kept at the location where the general assembly meeting will be held prior to the meeting. The list shall include, in particular, the names and surnames or titles of the shareholders, their addresses, the number of shares they hold, the nominal value of the shares, their groups, the company's authorized capital and the amount paid up or issued capital, and the places where those who will participate in the meeting in person or by proxy shall sign.</p> <p>(g) Any shareholder who is entitled to attend General Assembly meetings can attend the meetings via electronic communication means in accordance with Article 1527 of the Turkish Commercial Code. The Company is entitled to install the Electronic General Meeting System to enable the relevant persons to attend the general meetings by electronic means, to state their opinions, to make proposals, and cast a vote, or outsource such a system from third parties pursuant to the provisions of the Regulation on General Meetings of Joint Stock Companies to be Held Electronically. Pursuant to the relevant provision in the Articles of Association, shareholders and their proxies are allowed to exercise their respective rights at any General Assembly meeting, under the referenced Regulation via the electronic system set up for this purpose.</p>	<p>b) Meeting Time: The Company's general assembly convenes annually for regular meetings and extraordinarily when necessary. The ordinary general meeting shall be held within 3 months of the end of the accounting period and at least once a year. An extraordinary general meeting shall be held when required by the company's business and operations, and when required by the relevant provisions of the Turkish Commercial Code and capital market legislation.</p> <p>c) Voting and Appointment of Proxies: Group A shares present at General Assembly meetings grant their holders 5 (Five) votes; Group B shares grant their holders 1 (One) vote. The right to attend and vote at the general assembly meeting cannot be conditioned on depositing the documents evidencing share ownership or the share certificates with the Company, a credit institution, or any other party.</p> <p>At General Assembly Meetings, shareholders can participate per se or be represented in the General Assembly by other shareholders or an externally appointed proxy. Proxies who are shareholders in the company are authorized to cast not only their own votes but also the votes of the shareholders they represent. The provisions of the Turkish Commercial Code, capital markets legislation, and relevant legislation apply to powers of attorney and the procedures and principles for voting by proxy. The regulations in the capital market legislation regarding proxy voting and the negotiation of important transactions shall be adhered to.</p> <p>d) Conducting Negotiations and Quorums: At company general assembly meetings, matters specified in the Turkish Commercial Code and capital market legislation are negotiated and the necessary resolutions are adopted. At the General Assemblies of the Company, the issues that the CMB requests to discuss or announce to the shareholders without acting in accordance with the principle of complying with the agenda must be added to the agenda of the General Assembly.</p> <p>General assembly meetings and the quorum for resolutions at these meetings are subject to the provisions of the Turkish Commercial Code and capital markets legislation, as well as the corporate governance principles and other regulations of the Capital Markets Board.</p> <p>e) Meeting Venue: The Company's General Assembly meetings can convene at the Company's head office or at a suitable location in the city where the Company's head office is located.</p> <p>f) Participation in General Assembly Meetings by Electronic Means: Those who have the right to participate in the Company's general assembly meetings can also participate in these meetings by electronic means in accordance with Article 1527 of the Turkish Commercial Code. The Company is entitled to set up its own Electronic Meeting System, or subscribe to services from the systems formed by service providers for this purpose, that will enable the right holders to participate and vote at these meetings via electronic media pursuant to the provisions of the Regulation on General Assembly Meetings to be Held Electronically in Joint Stock Companies. In all General Assembly meetings that will be held, the Company ensures that the entitled persons use their rights stipulated in the relevant legislation within the framework specified in the provisions of the Regulation, over the system installed in accordance with this provision of the Articles of Association, or over the system for which support services will be received.</p> <p>g) Determination of Meeting Procedures and Principles: The Board of Directors shall prepare an internal directive establishing the principles and procedures governing General Assembly proceedings. The internal directive is approved by the general assembly and registered in the commercial register. The general assembly meeting shall be conducted in accordance with the provisions of the Turkish Commercial Code, capital market legislation, and the internal directive.</p> <p>h) Ministry Representative: The provisions of the Turkish Commercial Code, capital markets legislation, and related legislation shall apply to the presence and duties of the Ministry Representative at both ordinary and extraordinary general assembly meetings.</p>
<p>ANNOUNCEMENT:</p> <p>ARTICLE 15:</p> <p>Registrations and records subject to announcement shall be announced in the Türkiye Ticaret Sicili Gazetesi unless otherwise specified in the Law, the Bylaw, and these Articles of Association. If required by the Turkish Commercial Code, announcements shall be made on the company's website.</p>	<p>ANNOUNCEMENT:</p> <p>ARTICLE 15:</p> <p>Announcements made by the company are made in compliance with the regulations and specified periods set forth in the Turkish Commercial Code and capital market legislation.</p> <p>Material event disclosures required by the Capital Markets Board's regulations, as well as any other disclosures prescribed by the Board, shall be made promptly and in accordance with applicable legislation.</p>

FORMER TEXT**FISCAL YEAR:****ARTICLE 16:**

The Company's fiscal year begins on January 1 and ends on December 31; the first fiscal year shall commence on the date of the Company's definitive incorporation and conclude on the last day of December.

DETERMINATION AND DISTRIBUTION OF PROFIT:**ARTICLE 17:**

(a) Five percent (5%) of the Company's net profit calculated by deducting prior-years' losses (if any), corporate tax, and other fiscal obligations from the profit shown on the balance sheet (the "Net Profit") shall be set aside as the 1st Legal Reserve (1st Legal Reserve) until it reaches twenty percent (20%) of the Company's paid-in capital. The portion of Net Profit remaining after the allocation to the Legal Reserve shall hereinafter be referred to as the "Distributable Profit."

(b) From the distributable profit, a first dividend equal to five percent (5%) of the company's paid-up capital (the "First Dividend") will be distributed to shareholders.

(c) Unless the Board of Directors notifies and recommends to the General Assembly due to balance-sheet considerations and/or cash-flow requirements that all or part of this amount be allocated to the Company's extraordinary reserves, the General Assembly shall distribute the remaining Distributable Profit to shareholders after the First Dividend has been paid.

(d) However, if dividends distributed exceed five percent (5%) of the Company's paid-in capital, ten percent (10%) of the total dividend shall be allocated as the 2nd Legal Reserve in accordance with the relevant provisions of the Turkish Commercial Code.

(e) Unless otherwise resolved at the General Assembly meeting, the Company's losses shall be carried forward to the next fiscal year, and no profit distribution shall be made until all accumulated losses have been fully covered by the company's profits.

As long as the Company has distributable profits under Turkish law, the general assembly is entitled to decide to distribute all distributable profits as dividends, provided that this is consistent with the company's financial position, activities, and working capital requirements, and after taking into account the company's cash position and needs at that date

NEW TEXT**FISCAL YEAR:****ARTICLE 16:**

The company's fiscal year begins on the first day of January and ends on the last day of December of the same year.

DETERMINATION AND DISTRIBUTION OF PROFIT:**ARTICLE 17:**

The Company complies with the provisions of the Turkish Commercial Code and capital market legislation regarding the determination and distribution of profits.

After deducting the Company's general expenses and costs, various depreciation charges and other amounts required to be paid or allocated by the Company, and the taxes payable by the Company as a legal entity, from its revenues determined at the end of the fiscal period, the remaining amount shown as profit for the period in the annual balance sheet, net of any prior-year losses, if any, shall be distributed as follows:

General Legal Reserve:

a) Until reaching twenty percent of the capital, 5% shall be allocated to the legal reserve.

First Dividend:

b) First dividend is allocated from the remaining amount, over the amount to be calculated by adding the amount of donations made during the year, if any, in accordance with the Turkish Commercial Code and capital markets legislation, within the framework of the dividend distribution policy of the Company.

c) After the above deductions have been made, the general assembly shall have the right to decide on the distribution of profit shares to members of the Board of Directors, company employees, and non-shareholder individuals.

Second Dividend:

d) After deducting the amounts specified in sub-paragraphs (a), (b) and (c) from the net profit for the period, the remaining portion can be distributed in whole or in part as a second dividend in accordance with the resolution of the general assembly, or it is entitled to be allocated as a reserve fund in accordance with Article 521 of the Turkish Commercial Code.

General Legal Reserve:

Ten percent of the amount found after deducting 5% of the capital from the part decided to be distributed to the shareholders and other persons participating in the profit is added to the general legal contingency reserve in accordance with the second paragraph of Article 519 of the Turkish Commercial Code.

Unless the reserves required to be set aside under the Turkish Commercial Code, as well as the dividends designated for shareholders in the Articles of Association or the profit distribution policy, have been set aside, no resolution can be adopted to allocate other reserves, carry forward profits to the following year, or distribute profit shares to Board members, company employees, or non-shareholders, nor profit shares can be distributed to these parties unless the dividends designated for shareholders have been paid in cash.

The dividend is distributed equally to all shares in good standing as of the date of distribution, irrespective of their dates of issuance and acquisition.

The date and method of distribution of the profit resolved to be distributed shall be determined by the General Assembly upon the proposal of the Board of Directors.

As per these Articles of Association, the resolution for dividend distribution taken by the general assembly cannot be withdrawn.

CONTINGENCY RESERVES:**ARTICLE 18:**

The provisions of Articles 519 and 523 of the Turkish Commercial Code shall apply to the contingency reserves allocated by the company.

DIVIDEND ADVANCE:**ARTICLE 18:**

The General Assembly is entitled to decide to distribute dividend advances to shareholders under the regulations of the CMB and other relevant legislation. When calculating and distributing the amount of dividend advances, the provisions of the relevant legislation shall apply. In order to distribute dividend advances, the Board of Directors must be authorized by a general assembly resolution, limited to the relevant accounting period.

Amendments to the Articles of Association

FORMER TEXT	NEW TEXT
LEGAL PROVISIONS: ARTICLE 19: The relevant provisions of the Turkish Commercial Code shall apply to matters not covered in these articles of association.	AMENDMENTS TO THE ARTICLES OF ASSOCIATION ARTICLE 19 All amendments to the Articles of Association require the prior approval of the CMB and the authorization of the Ministry of Trade. After obtaining the relevant approval and authorizations for the amendment to the Articles of Association, a resolution shall be passed at the General Assembly, which shall be convened in accordance with the provisions of the Turkish Commercial Code, capital markets legislation, and the Articles of Association, within the framework of the provisions set forth in capital markets legislation and the Articles of Association. In accordance with Article 479/3-a of the Turkish Commercial Code, voting privileges cannot be exercised in relation to amendments to the Articles of Association at the general assembly meetings. Draft amendments to the Articles of Association that are not approved by the CMB or authorized by the Ministry of Trade cannot be included on the General Assembly agenda or discussed. Amendments to the Articles of Association shall become effective after they have been duly approved and registered in the commercial register. Amendments to the Articles of Association shall not be effective against third parties until they have been registered. If an amendment to the Articles of Association infringes upon the rights of privileged shareholders, the resolution of the General Assembly must be approved by the assembly of privileged shareholders. Any amendments to this Articles of Association must be announced in the Trade Registry Gazette of Türkiye and in accordance with the disclosure requirements of capital market legislation.
SIGNATURE OF THE FOUNDERS Musa Timur Ela Timur Erden Timur Bahar Timur Ruşen Ali Akgün	LEGAL PROVISIONS: ARTICLE 20: The relevant provisions of the Turkish Commercial Code, capital market legislation, and other relevant legislation shall apply to matters not covered in these articles of association. REMOVED.

Key Developments After the Reporting Period

None.

Other Considerations

None.

Independent Auditor's Report on the Board of Directors' Annual Report



Timur Gayrimenkul Geliştirme Yapı ve Yatırım A.Ş. Genel Kurulu'na

1. Görüş

Timur Gayrimenkul Geliştirme Yapı ve Yatırım A.Ş.'nin ("Şirket") ve bağlı ortaklıklarının (hep birlikte "Grup" olarak anılacaktır) 1 Ocak - 31 Aralık 2024 tarihli hesap dönemine ilişkin yıllık faaliyet raporunu denetlemiş bulunuyoruz.

Görüşümüze göre, Yönetim Kurulu'nun yıllık faaliyet raporu içinde yer alan finansal bilgiler ile Yönetim Kurulu'nun Grup'un durumu hakkında denetlenmiş olan konsolide finansal tablolarda yer alan bilgileri kullanarak yaptığı irdelemeler, tüm önemli yönleriyle, denetlenen tam set konsolide finansal tablolarla ve bağımsız denetim sırasında elde ettiğimiz bilgilerle tutarlıdır ve gerçeği yansıtmaktadır.

2. Görüşün Dayanağı

Yaptığımız bağımsız denetim, Sermaye Piyasası Kurulu tarafından onaylanıp çerçevesinde kabul edilen ve Kamu Gözetimi, Muhasebe ve Denetim Standartları Kurumu ("KGK") tarafından yayımlanan ve denetim Standartlarının bir parçası olan Bağımsız Denetim Standartları'na ("BDS") uygun olarak yürütülmüştür. Bu standartlar kapsamındaki sorumluluklarımız, raporumuzun Bağımsız Denetçinin Yıllık Faaliyet Raporunun Bağımsız Denetimine İlişkin Sorumlulukları bölümünde ayrıntılı bir şekilde açıklanmıştır. KGK tarafından yayımlanan Etik Kuralları ve Sermaye Piyasası Kurulu mevzuatında yer alan bağımsızlık Standartları Dâhil ("Etik Kurallar") ve Sermaye Piyasası Kurulu mevzuatında yer alan diğer düzenlemelerle ilgili olarak yer alan etik ilkelere uygun olarak Grup'tan bağımsız olduğumuzu beyan ederiz. Etik Kurallar ve mevzuat kapsamındaki etiğe ilişkin diğer sorumluluklar da tarafımızca yerine getirilmiştir. Bağımsız denetim sırasında elde ettiğimiz bağımsız denetim kanıtlarının, görüşümüzün oluşturulması için yeterli ve uygun bir dayanak oluşturduğuna inanıyoruz.

3. Tam Set Konsolide Finansal Tablolara İlişkin Denetçi Görüşümüz

Grup'un 1 Ocak - 31 Aralık 2024 hesap dönemine ilişkin tam set konsolide finansal tabloları hakkında 11 Mart 2025 tarihli denetçi raporumuzda olumlu görüş bildirmiş bulunuyoruz.

4. Yönetim Kurulu'nun Yıllık Faaliyet Raporuna İlişkin Sorumluluğu

Grup yönetimi, 6102 sayılı Türk Ticaret Kanunu'nun ("TTK") 514. ve 516. Maddelerine ve Sermaye Piyasası Kurulu'nun ("SPK") II-14.1 No'lu "Sermaye Piyasasında Finansal Raporlamaya İlişkin Esaslar Tebliği" ("Tebliğ") hükümlerine göre yıllık faaliyet raporuyla ilgili olarak aşağıdakilerden sorumludur:

a) Yıllık faaliyet raporunu bilanço gününü izleyen ilk üç ay içinde hazırlar ve Genel Kurul'a sunar.

b) Yıllık faaliyet raporunu; Grup'un o yıla ait faaliyetlerinin akışı ile her yönüyle finansal durumunu doğru, eksiksiz, dolambaçsız, gerçeğe uygun ve dürüst bir şekilde yansıtabilecek şekilde hazırlar. Bu raporda finansal durum, finansal tablolara göre değerlendirilir. Raporda ayrıca, Grup'un gelişmesine ve karşılaşması muhtemel risklere de açıkça işaret olunur. Bu konulara ilişkin yönetim Kurulu'nun değerlendirmesi de raporda yer alır.

Yönetim Kurulu'nun Yıllık Faaliyet Raporuna İlişkin Bağımsız Denetçi Raporu



c) Faaliyet raporu ayrıca aşağıdaki hususları da içerir:

- Faaliyet yılının sona ermesinden sonra Şirket'te meydana gelen ve özel önem taşıyan olaylar,
- Şirket'in araştırma ve geliştirme çalışmaları,
- Yönetim Kurulu üyeleri ile üst düzey yöneticilere ödenen ücret, prim, ikramiye gibi mali menfaatler, ödenekler, yolculuk, konaklama ve temsil giderleri, ayni ve nakdi imkânlar, sigortalar ve benzeri teminatlar.

Yönetim Kurulu, faaliyet raporunu hazırlarken Ticaret Bakanlığı'nın ve ilgili kurumların yaptığı ikincil mevzuat düzenlemelerini de dikkate alır.

5. Bağımsız Denetçinin Yıllık Faaliyet Raporunun Bağımsız Denetimine İlişkin Sorumluluğu

Amacımız, TTK ve Tebliğ hükümleri çerçevesinde yıllık faaliyet raporu içinde yer alan finansal bilgiler ile Yönetim Kurulu'nun denetlenmiş olan finansal tablolarda yer alan bilgileri kullanarak yaptığı irdellemelerin, Timur Gayrimenkul Geliştirme Yapı ve Yatırım A.Ş.'nin denetlenen konsolide finansal tablolarıyla ve bağımsız denetim sırasında elde ettiğimiz bilgilerle tutarlı olup olmadığı ve gerçeği yansıtip yansıtmadığı hakkında görüş vermek ve bu görüşümüzü içeren bir rapor düzenlemektir.

Yaptığımız bağımsız denetim, BDS'lere uygun olarak yürütülmüştür. Bu standartlar, etik hükümlere uygunluk sağlanması ile bağımsız denetimin, faaliyet raporunda yer alan finansal bilgiler ve Yönetim Kurulu'nun denetlenmiş olan finansal tablolarda yer alan bilgileri kullanarak yaptığı irdellemelerin konsolide finansal tablolarla ve denetim sırasında elde edilen bilgilerle tutarlı olup olmadığına ve gerçeği yansıtip yansıtmadığına dair makul güvence elde etmek üzere planlanarak yürütülmesini gerektirir.

**PwC Bağımsız Denetim ve
Serbest Muhasebeci Mali Müşavirlik A.Ş.**

**Salim Alyanak, SMMM
Sorumlu Denetçi
İstanbul, 11 Mart 2025**

**TİMUR GAYRİMENKUL GELİŞTİRME YAPI VE YATIRIM
ANONİM ŞİRKETİ AND ITS SUBSIDIARIES**

CONSOLIDATED FINANCIAL STATEMENTS
FOR THE YEAR ENDED 31 DECEMBER 2024
AND INDEPENDENT AUDITOR'S REPORT

(CONVENIENCE TRANSLATION OF
THE FINANCIAL STATEMENTS ORIGINALLY
ISSUED IN TURKISH)



**CONVENIENCE TRANSLATION INTO ENGLISH OF
INDEPENDENT AUDITOR'S REPORT
ORIGINALLY ISSUED IN TURKISH**

INDEPENDENT AUDITOR'S REPORT

To the General Assembly of Timur Gayrimenkul Geliştirme Yapı ve Yatırım A.Ş.

A. Audit of the consolidated financial statements

1. Our opinion

We have audited the accompanying consolidated financial statements of Timur Gayrimenkul Geliştirme Yapı ve Yatırım A.Ş. (the “Company”) and its subsidiaries (collectively referred to as the “Group”) which comprise the consolidated statement of financial position as at 31 December 2024, the consolidated statement of profit or loss and other comprehensive income, the consolidated statement of changes in equity and the consolidated statement of cash flows for the year then ended and notes to the consolidated financial statements comprising a summary of significant accounting policies.

In our opinion, the consolidated financial statements present fairly, in all material respects, the financial position of the Group as at 31 December 2024, and its financial performance and its cash flows for the year then ended in accordance with Turkish Financial Reporting Standards (“TFRS”).

2. Basis for opinion

Our audit was conducted in accordance with the Standards on Independent Auditing (the “SIA”) that are part of Turkish Standards on Auditing issued by the Public Oversight Accounting and Auditing Standards Authority (the “POA”). Our responsibilities under these standards are further described in the “Auditor’s Responsibilities for the Audit of the Consolidated Financial Statements” section of our report. We hereby declare that we are independent of the Group in accordance with the Ethical Rules for Independent Auditors (including Independence Standards) (the “Ethical Rules”) the ethical requirements regarding independent audit in regulations issued by the POA; are relevant to our audit of the financial statements. We have also fulfilled our other ethical responsibilities in accordance with the Ethical Rules and regulations. We believe that the audit evidence we have obtained during the independent audit provides a sufficient and appropriate basis for our opinion.

3. Key audit matters

Key audit matters are those matters that, in our professional judgment, were of most significance in our audit of the consolidated financial statements of the current period. Key audit matters were addressed in the context of our independent audit of the consolidated financial statements as a whole, and in forming our opinion thereon, and we do not provide a separate opinion on these matters.

PwC Bağımsız Denetim ve Serbest Muhasebeci Mali Müşavirlik A.Ş.
Kılıçlı Paşa Mah. Meclis-i Mebusan Cad. No:8 İç Kapı No:301 Beyoğlu/İstanbul
T: +90 212 326 6060, F: +90 212 326 6050, www.pwc.com.tr Mersis Numaramız: 0-1460-0224-0500015

Key Audit Matters	How the key audit matter was addressed in the audit
<p>Valuation of investment properties</p> <p>The Group's investment properties amounted to TRY 29,580,442,388 which has a significant share in the total assets of the Group, and which consist of offices and trade units as at 31 December 2024.</p> <p>The accounting policy adopted by the Group management for the purpose of accounting for such investment properties is explained in detail in Notes 2 and 12. All of the Group's investment properties are stated at fair value based on valuations carried out by independent qualified professional valuers authorized, and these values are evaluated by the Group's management and accounted for in the financial statements of the Group. The fair values of investment properties are related to the valuation methods adopted and the inputs and assumptions in the valuation model. For the valuation result, valuer's studies are carried out considering the detailed characteristics of the properties according to comparable market information based on the existing market data and transactions.</p> <p>Reasons for concentrating on this topic:</p> <ul style="list-style-type: none"> • The significance of the balance in relation to the financial statements as a whole, • Significant assumptions associated with determining the fair value of investment properties. 	<p>We performed the following procedures in relation to the valuation of investment properties.</p> <ul style="list-style-type: none"> • We tested the design operating effectiveness of the control activities of the Group's management in determining the fair values of investment properties. • The following procedures were carried out as required by independent auditing standards for the management's expert engaged in the valuation study. • The accreditation and license of the valuation expert have been checked. • The competence, capability and objectivity of the valuation expert have been assessed. • The valuation reports prepared for each investment property were read and assessed. • The title deed registration of each investment property have been tested. • We checked and compared significant inputs into the valuation, such as sales m2 and the sales value per m2, for consistency with other audit evidence and observable market data, in order to assess whether the inputs in the valuation are within an acceptable range. • We considered the Group's investment property valuation policies and their application as described in the notes to the consolidated financial statements for compliance with TFRS, in addition to the adequacy of disclosures in notes related to the fair value of the investment property.



4. Responsibilities of management and those charged with governance for the consolidated financial statements

The Group management is responsible for the preparation and fair presentation of the consolidated financial statements in accordance with TFRS, and for such internal control as management determines is necessary to enable the preparation of consolidated financial statements that are free from material misstatement, whether due to fraud or error.

In preparing the consolidated financial statements, management is responsible for assessing the Group's ability to continue as a going concern, disclosing, as applicable, matters related to going concern and using the going concern basis of accounting unless management either intends to liquidate the Group or to cease operations, or has no realistic alternative but to do so.

Those charged with governance are responsible for overseeing the Group's financial reporting process.

5. Auditor's responsibilities for the audit of the consolidated financial statements

Responsibilities of independent auditors in an independent audit are as follows:

Our aim is to obtain reasonable assurance about whether the financial statements as a whole are free from material misstatement, whether due to fraud or error, and to issue an independent auditor's report that includes our opinion. Reasonable assurance expressed as a result of an independent audit conducted in accordance with SIA is a high level of assurance but does not guarantee that a material misstatement will always be detected. Misstatements can arise from fraud or error. Misstatements are considered material if, individually or in the aggregate, they could reasonably be expected to influence the economic decisions of users taken on the basis of these consolidated financial statements.

As part of an independent audit conducted in accordance with SIA, we exercise professional judgment and maintain professional scepticism throughout the audit. We also:

- Identify and assess the risks of material misstatement in the consolidated financial statements, whether due to fraud or error, design and perform audit procedures responsive to those risks, and obtain audit evidence that is sufficient and appropriate to provide a basis for our opinion. The risk of not detecting a material misstatement resulting from fraud is higher than for one resulting from error, as fraud may involve collusion, forgery, intentional omissions, misrepresentations, or the override of internal control.



- Assess the internal control relevant to the audit in order to design audit procedures that are appropriate in the circumstances, but not for the purpose of expressing an opinion on the effectiveness of the Group's internal control.
- Evaluate the appropriateness of accounting policies used and the reasonableness of accounting estimates and related disclosures made by management.
- Conclude on the appropriateness of management's use of the going concern basis of accounting and, based on the audit evidence obtained, whether a material uncertainty exists related to events or conditions that may cast significant doubt on the Group's ability to continue as a going concern. If we conclude that a material uncertainty exists, we are required to draw attention in our auditor's report to the related disclosures in the consolidated financial statements or, if such disclosures are inadequate, to modify our opinion. Our conclusions are based on the audit evidence obtained up to the date of our independent auditor's report. However, future events or conditions may cause the Group to cease to continue as a going concern.
- Evaluate the overall presentation, structure and content of the consolidated financial statements, including the disclosures, and whether the consolidated financial statements represent the underlying transactions and events in a manner that achieves fair presentation.
- Obtain sufficient appropriate audit evidence regarding the financial information of the entities or business activities within the Group to express an opinion on the consolidated financial statements. We are responsible for the direction, supervision and performance of the Group audit. We remain solely responsible for our audit opinion

We communicate with those charged with governance regarding, among other matters, the planned scope and timing of the audit and significant audit findings, including any significant deficiencies in internal control that we identify during our audit.

From the matters communicated with those charged with governance, we determine those matters that were of most significance in the audit of the consolidated financial statements of the current period and are therefore the key audit matters. We describe these matters in our auditor's report unless law or regulation precludes public disclosure about the matter or when, in extremely rare circumstances, we determine that a matter should not be communicated in our report because the adverse consequences of doing so would reasonably be expected to outweigh the public interest benefits of such communication.



B. Other responsibilities arising from regulatory requirements

1. No matter has come to our attention that is significant according to subparagraph 4 of Article 402 of Turkish Commercial Code ("TCC") No. 6102 and that causes us to believe that the Company's bookkeeping activities concerning the period from 1 January to 31 December 2024 period are not in compliance with the TCC and provisions of the Company's articles of association related to financial reporting.
2. In accordance with subparagraph 4 of Article 402 of the TCC, the Board of Directors submitted the necessary explanations to us and provided the documents required within the context of our audit.

PwC Bağımsız Denetim ve
Serbest Muhasebeci Mali Müşavirlik A.Ş.

A handwritten signature in blue ink, appearing to read "S. Alyanak", is positioned above the name and title of the auditor.

Salim Alyanak, SMMM
Independent Auditor

Istanbul, 11 March 2025

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Consolidated Statements of Financial Position as at 31 December 2024 and 2023

(Amounts expressed in Turkish Lira ("TRY") in terms of the purchasing power of TRY as of 31 December 2024, unless otherwise stated.)

ASSETS	Notes	Audited 31 December 2024	Audited 31 December 2023
Cash and cash equivalents	5	2,034,512,521	267,772,757
Financial investments	6	6,953,743	6,150,328
Trade receivables		4,864,622,134	4,610,906,806
- Trade receivables from related parties	8	1,658,061	9,903,893
- Trade receivables from third parties	9	4,862,964,073	4,601,002,913
Other receivables		833,538,951	440,702,277
- Other receivables from related parties	8	485,158,119	107,434,942
- Other receivables from third parties	11	348,380,832	333,267,335
Inventories	13	17,099,627,397	17,737,694,582
Prepayments	15	2,510,850,511	2,897,071,141
Current tax assets		7,627,387	1,437,080
Other current assets	21	151,119,271	588,317,689
Total current assets		27,508,851,915	26,550,052,660
Trade receivables		-	334,586,831
- Trade receivables from third parties	9	-	334,586,831
Inventories	13	4,075,732,720	3,818,571,712
Investments accounted through the equity method	14	75,071,344	2,272,837
Property and equipment	16	175,890,539	409,439,812
Intangible assets	17	12,875,607	108,473,281
Prepayments	15	2,530,779,410	3,513,814,704
Deferred tax assets	28	1,149,866,820	1,197,455,131
Investment properties	12	29,580,442,388	31,341,205,704
Other non-current assets	21	247,558,301	257,472,937
Total non-current assets		37,848,217,129	40,983,292,949
TOTAL ASSETS		65,357,069,044	67,533,345,609

The accompanying notes form an integral part of these consolidated financial statements.

Consolidated Statements of Financial Position as at 31 December 2024 and 2023

(Amounts expressed in Turkish Lira ("TRY") in terms of the purchasing power of TRY as of 31 December 2024, unless otherwise stated.)

LIABILITIES	Notes	Audited 31 December 2024	Audited 31 December 2023
Borrowings	7	527,781,283	452,006,445
Short-term portion of long-term borrowings	7	404,425,110	1,227,240,358
Trade payables		1,551,460,044	3,219,108,811
- Trade payables to related parties	8	17,158,046	75,138,659
- Trade payables to third parties	9	1,534,301,998	3,143,970,152
Payables related to employee benefits	10	21,075,974	53,332,650
Other payables		955,527,814	1,166,866,174
- Other payables to related parties	8	166,265,648	111,808,207
- Other payables to third parties	11	789,262,166	1,055,057,967
Deferred income	15	15,785,436,520	10,939,486,990
Income tax payable	28	2,879,933	8,447,450
Short-term provisions		9,191,594	18,584,298
- Employee benefits	18	8,500,169	17,586,027
- Other short-term provisions	18	691,425	998,271
Other current liabilities	21	16,101,002	74,967,889
Total current liabilities		19,273,879,274	17,160,041,065
Long term borrowings	7	126,306,056	840,317,872
Trade payables		10,068,445	46,699,494
- Trade payables to third parties	9	10,068,445	46,699,494
Other payables		500,371,694	748,943,759
- Other payables to related parties	8	455,485,910	612,639,334
- Other payables to third parties	11	44,885,784	136,304,425
Deferred income	15	5,524,284,041	9,920,382,909
Long-term provisions		5,548,465	7,372,851
- Employee benefits	18	5,548,465	7,372,851
Deferred tax liability	28	6,242,212,761	5,378,831,935
Total non-current liabilities		12,408,791,462	16,942,548,820
Total equity attributable to owners of the Company		27,614,739,962	27,289,211,136
Paid-in capital	22	1,059,500,175	1,059,500,175
Capital Adjustment Differences	22	4,186,461,533	4,186,461,533
Shareholders' Additional Capital Contributions		11,013,116,442	11,013,116,442
Effect of transactions under common control		(685,812,402)	(685,812,402)
Other comprehensive income items that will never be reclassified to profit or loss		(11,647,239)	(4,005,479)
- Remeasurement losses on defined benefit plans		(11,647,239)	(4,005,479)
Restricted reserves allocated from profits		3,830,636	3,830,636
Retained Earnings		11,716,120,231	13,698,166,404
Net profit/loss for the year		333,170,586	(1,982,046,173)
Non-controlling interest		6,059,658,346	6,141,544,588
Total Equity		33,674,398,308	33,430,755,724
TOTAL LIABILITIES AND EQUITY		65,357,069,044	67,533,345,609

The accompanying notes form an integral part of these consolidated financial statements.

TİMUR GAYRİMENKUL GELİŞTİRME YAPI VE YATIRIM ANONİM ŞİRKETİ AND ITS SUBSIDIARIES

Consolidated Statements of Profit or Loss and
Other Comprehensive Income
for the Year Ended 31 December 2024 and 2023

(Amounts expressed in Turkish Lira ("TRY") in terms of the purchasing power of TRY as of 31 December 2024, unless otherwise stated.)

	Notes	Audited 31 December 2024	Audited 31 December 2023
Revenue	23	3,644,182,370	2,209,639,132
Cost of sales (-)	23	(2,010,823,137)	(1,848,144,898)
Gross profit		1,633,359,233	361,494,234
General administrative expenses (-)	24	(531,549,961)	(624,775,665)
Marketing expenses (-)	24	(294,215,984)	(676,170,869)
Other operating income	26	4,683,670,548	2,387,588,118
Other operating expenses (-)	26	(4,529,326,038)	(733,460,276)
Operating profit		961,937,798	714,675,542
Share or profit / (loss) of investments accounted for using the equity method		72,798,507	(178,295)
Operating profit before finance expenses		1,034,736,305	714,497,247
Financial income	27	433,407,405	7,506,698
Financial expenses (-)	27	(567,112,865)	(388,883,827)
Monetary gain/loss	4	263,441,839	(3,027,975,504)
Profit before tax		1,164,472,684	(2,694,855,386)
Current tax expense	28	-	(65,619,304)
Deferred tax expense	28	(913,188,340)	1,538,917,398
Net profit/loss for the year		251,284,344	(1,221,557,292)
Earnings per share		0.3145	(1.8707)
Profit attributable to			
Non-controlling interest		(81,886,242)	760,488,881
Owners of the Company		333,170,586	(1,982,046,173)
Net profit/loss for the year		251,284,344	(1,221,557,292)
Items that will never be reclassified to profit or loss			
Remeasurement losses on defined benefit plans		(10,189,013)	4,474,290
Tax Income on Remeasurement Losses of Defined Benefit Plans		2,547,253	(920,051)
Other comprehensive expense		(7,641,760)	3,554,239
Total comprehensive expense		243,642,584	(1,218,003,053)
Non-controlling interest		(81,886,242)	760,488,881
Owners of the Company		325,528,826	(1,978,491,934)
Total comprehensive income		243,642,584	(1,218,003,053)

The accompanying notes form an integral part of these consolidated financial statements.

Consolidated Statements of Changes in Equity for the Year Ended 31 December 2024 and 2023

(Amounts expressed in Turkish Lira ("TRY") in terms of the purchasing power of TRY as of 31 December 2024, unless otherwise stated.)

	Paid capital	Capital adjustment differences	Accumulated Other Comprehensive Income and Expenses Not to Be Reclassified to Profit or Loss	Defined benefit plans	Restricted reserves allocated from profits	Capital contributions from shareholders	Effect of transactions under common control	Retained earnings		Equity attributable to owners of the company	Non-controlling interest	Total equity
								Retained earnings	Profit/(loss) for the year			
1 January 2023	1,059,500,175	4,186,461,533	(7,559,718)	3,830,636	10,653,538,743	(685,812,402)	7,000,378,810	6,697,787,594	28,908,125,371	5,381,055,707	-	34,289,181,078
Transfers	-	-	-	-	-	-	6,697,787,594	(6,697,787,594)	-	-	-	-
Other contributions from Shareholders	-	-	-	-	-	359,577,699	-	-	359,577,699	-	-	359,577,699
Other comprehensive income	-	-	3,554,239	-	-	-	-	-	3,554,239	-	-	3,554,239
Profit/loss for the year	-	-	-	-	-	-	-	(1,982,046,173)	(1,982,046,173)	760,488,881	-	(1,221,557,292)
31 December 2023	1,059,500,175	4,186,461,533	(4,005,479)	3,830,636	11,013,116,442	(685,812,402)	13,698,166,404	(1,982,046,173)	27,289,211,136	6,141,544,588	-	33,430,755,724
1 January 2024	1,059,500,175	4,186,461,533	(4,005,479)	3,830,636	11,013,116,442	(685,812,402)	13,698,166,404	(1,982,046,173)	27,289,211,136	6,141,544,588	-	33,430,755,724
Transfers	-	-	-	-	-	-	(1,982,046,173)	1,982,046,173	-	-	-	-
Other comprehensive income	-	-	(7,641,760)	-	-	-	-	-	(7,641,760)	-	-	(7,641,760)
Profit/loss for the year	-	-	-	-	-	-	-	333,170,586	333,170,586	(81,886,242)	-	251,284,344
31 December 2024	1,059,500,175	4,186,461,533	(11,647,239)	3,830,636	11,013,116,442	(685,812,402)	11,716,120,231	333,170,586	27,614,739,962	6,059,658,346	-	33,674,398,308

The accompanying notes form an integral part of these consolidated financial statements.

Consolidated Statements of Cash Flows as at 31 December 2024 and 2023

(Amounts expressed in Turkish Lira ("TRY") in terms of the purchasing power of TRY as of 31 December 2024, unless otherwise stated.)

	Notes	Audited 31 December 2024	Audited 31 December 2023
A. CASH FLOWS FROM OPERATING ACTIVITIES		(783,885,018)	711,694,681
Profit/loss for the year		251,284,344	(1,221,557,292)
Adjustments to reconcile net profit/(loss) to cash provided by operating activities		(751,482,678)	(4,318,488,438)
Adjustments to depreciation and amortization	16,17	32,970,949	30,441,351
Adjustments related to provisions		3,240,123	(8,467,884)
Adjustments related to fair value (loss)/gain on investment properties	12	(1,560,936,591)	(2,282,223,820)
Adjustments related to other provisions (reversals)		(7,641,760)	104,238,809
Adjustments for provisions for doubtful receivables		581,332,313	(33,235,657)
Adjustments related to interest income and expenses		9,356,118	263,625,012
Adjustments related with unrealized foreign exchange differences	26,27	(472,539,473)	464,223,937
Adjustments related to fair value of financial investments		(2,921,406)	-
Adjustments to shares of profits from investments accounted for using the equity method	14	(72,798,507)	1,674,558
Adjustments to tax income/expense	28	913,188,340	(1,473,732,823)
Adjustments related to intangible assets	17	95,265,000	-
Adjustments Related to Loss on Disposal of Investment Property	26	(63,830,596)	120,942,753
Monetary gain/loss		(206,167,188)	(1,505,974,674)
Changes in net working capital		(257,471,647)	6,260,208,295
Adjustments related to increase/decrease in trade receivables		80,871,503	991,292,879
Adjustments related to increase/decrease in inventories		380,906,177	1,584,144,261
Increase/decrease in prepaid expenses		1,564,255,924	(621,528,634)
Adjustments related to (decrease) / increase in other receivables from operating activities		(449,225,871)	(251,992,738)
Adjustments related to increase/decrease in trade payables		(1,704,279,816)	1,467,734,133
Increase in deferred income		449,850,662	2,357,290,914
Adjustments related to increase / (decrease) in other payables from operating activities		(551,033,988)	718,110,192
Employee benefits paid		(28,816,238)	15,157,288
Cash Flows from Operating Activities		(26,215,037)	(8,467,884)
Severance Payments	20	(14,457,213)	(8,467,884)
Taxes paid		(11,757,824)	-
B. CASH FLOWS FROM INVESTING ACTIVITIES		3,471,383,041	(112,227,614)
Cash outflow from acquisition of properties and equipment and intangible assets	16,17	(6,376,346)	(56,361,166)
Cash inflow from sale of properties and equipment and intangible assets	16,17	95,769,195	-
Cash inflow from sale of investment properties		3,399,330,149	-
Cash outflow from acquisition of investment properties	12	(13,799,646)	(57,797,105)
Cash inflow from financial investments		(3,540,311)	1,930,656
C. CASH FLOWS FROM FINANCING ACTIVITIES		(1,146,953,216)	(230,875,119)
Proceeds from loans and borrowings	7	200,000,000	657,745,843
Repayments of loans and borrowings	7	(1,396,671,283)	(660,035,370)
Interest received	27	432,620,204	7,506,698
Interest paid	27	(441,976,322)	(271,130,158)
Other		59,074,185	35,037,868
D. MONETARY GAIN/LOSS IMPACT ON CASH AND CASH EQUIVALENTS		(82,307,294)	(928,172,580)
E. NET INCREASE/(DECREASE) IN CASH AND CASH EQUIVALENTS		1,458,237,513	(559,580,633)
CASH AND CASH EQUIVALENTS AT THE BEGINNING OF THE PERIOD		232,553,229	792,133,862
CASH AND CASH EQUIVALENTS AT THE END OF THE PERIOD		1,690,790,742	232,553,229

The accompanying notes form an integral part of these consolidated financial statements.

Notes to the Consolidated Financial Statements as at and for the Year Ended 31 December 2024

(Amounts expressed in Turkish Lira ("TRY") in terms of the purchasing power of TRY as of 31 December 2024, unless otherwise stated.)

NOTE 1 - COMPANY'S ORGANIZATION AND NATURE OF OPERATIONS

Timur Gayrimenkul Geliştirme Yapı ve Yatırım Anonim Şirketi ("Timur Gayrimenkul" or "the Company") was established as Şen Timur Gümrükleme ve Dış Ticaret Limited Şirketi in 1992 in Turkey to operate in custom brokerages and agency services. As at 12 April 2007, the Company changed its operation and name as "Timur Gayrimenkul Geliştirme Yapı ve Yatırım Anonim Şirketi, Main operations of the Company are purchases, sales, and developments of real estates to operate in construction sector in Turkey and abroad. The Company address is Esentepe Mh, Ali Kaya Sk, Apa Nef Plaza No:3 Kat:5-6 34393 Levent, Istanbul, Turkey. The Group is controlled by Erden Timur. The majority of the non-controlling interests in the consolidated financial statements are owned by Erden Timur (Note 22).

As of 31 December 2024, the number of the employees of the Group is 211. (31 December 2023: 281).

Consolidated financial statements of the Company comprise financial statements of the Company and its subsidiaries (collectively the "Group" and individually "Group company") and Group's shares in its associates as of and for the year ended 31 December 2024.

The subsidiaries of the Company as of 31 December 2024 and 31 December 2023 are as follows:

Name of subsidiary	Principal activity	Place of incorporation and activity	31 December 2024		31 December 2023	
			Effective ownership (%)	Voting power held (%)	Effective ownership (%)	Voting power held (%)
Bebek Turizm ve İnşaat Ticaret A.Ş. ("Bebek Turizm")	Real estate development and tourism	Turkey	100	100	100	100
Ganj Yapı İnşaat A.Ş. ("Ganj Yapı")	Real estate development	Turkey	100	100	100	100
TT Gayrimenkul ve Ticaret A.Ş. ("TT Gayrimenkul")	Real estate development	Turkey	75	75	75	75
Timur Şehircilik ve Planlama A.Ş. ("Timur Şehircilik")	Real estate development	Turkey	100	100	100	100
Sirius Gayrimenkul ve Ticaret A.Ş. ("Sirius")	Real estate development	Turkey	51	100	51	100
Timur Beykoz 5 Gayrimenkul ve Tic. A.Ş. ("Timur Beykoz 5")	Real estate development	Turkey	90	100	80	100
Base Gayrimenkul Turizm ve Ticaret A.Ş. ("Base")	Real estate development	Turkey	100	100	100	100
BT Bahçelievler Gayrimenkul ve Tic. A.Ş. ("BT Bahçelievler")	Real estate development	Turkey	100	100	75	75
TMR Gayrimenkul ve Tic. A.Ş. ("TMR Gayrimenkul")	Real estate development	Turkey	100	100	100	100
TMR Wheels Oto Kiralama ve Turizm Tic. A.Ş. ("TMR Wheels")	Car Rental and Tourism Services	Turkey	100	100	100	100
Sadabad Kağıthane İnşaat ve Tic. A.Ş. ("Sadabad Kağıthane")	Real estate development	Turkey	71,43	100	71,43	100
Haliç Öğrenci Rezidansı ve Ticaret Anonim Şirketi ("Haliç Öğrenci Rezidansı")	Real estate development	Turkey	100	100	100	100
TG Meram Gayrimenkul Yapı ve Ticaret A.Ş. ("TG Meram")	Real estate development	Turkey	100	100	100	100
Neft Arsa Gayrimenkul Yatırım Fonu ("NEF Fon")	Real estate development	Turkey	51	51	51	51
Optimum Yaşam Merkezi İnş. ve Tic. A.Ş. ("Optimum")	Real estate development	Turkey	55	55	55	55
Nef EBRD Gayrimenkul Geliştirme A.Ş. ("Nef EBRD")	Real estate development	Turkey	100	100	100	100

Notes to the Consolidated Financial Statements as at and for the Year Ended 31 December 2024

(Amounts expressed in Turkish Lira ("TRY") in terms of the purchasing power of TRY as of 31 December 2024, unless otherwise stated.)

NOTE 1 - COMPANY'S ORGANIZATION AND NATURE OF OPERATIONS (Continued)

Bebek Turizm

In 2014, The Company acquired 100 percentage of the shares and voting interests in Bebek Turizm for TRY 68,176,777 with the intention of developing projects on the land and commercial properties which have been leased by Bebek Turizm from T.C. Başbakanlık Vakıflar Genel Müdürlüğü.

Ganj Yapı

In 2015, The Company has acquired 100 percentage of the shares and voting interests in Ganj Yapı for TRY 12,500 which was established in 2013 in Istanbul with the intention of developing construction projects, buying and selling of real estates.

TT Gayrimenkul

TT Gayrimenkul was established in Istanbul in 2015 to operate in the construction sector through developing, selling and purchasing of real estates.

Timur Şehircilik

The Company acquired 100% of the shares of Timur Şehircilik, which was established in Istanbul in 2012 to develop construction and contracting projects as well as to undertake the acquisition, construction, and sale of real estate, for TRY 5,000,000 in 2016. Timur Şehircilik is the sole owner of TMR Wheels, a company established on 11 July 2023 to engage in vehicle rental and tourism activities.

Timur Beykoz 5

Timur Beykoz 5 was established in Istanbul on 10 May 2016 to develop construction and contracting projects and to purchase, construct and sell real estate.

Haliç Öğrenci Rezidansı Gayrimenkul Geliştirme ve Ticaret A.Ş.

Haliç Öğrenci Rezidansı, was established in Istanbul on 19 December 2017 with the intention of developing student dorms, apartments etc. domestically and abroad, and developing construction of all kinds, NEF Zone Gayrimenkul Yapı Anonim Şirketi owns 100 percentage of Haliç Öğrenci Rezidansı.

Base

Base Gayrimenkul was established in Istanbul in 2007 to invest in the tourism and real estate sectors. With the decision of the Board of Directors dated 29 March 2016, shares of the Company corresponding to the capital of TRY 500,000 were transferred to TMR Gayrimenkul for the consideration of USD 30,000,000. The company merged with TMR Gayrimenkul on 30 December 2024.

BT Bahçelievler

BT Bahçelievler was established in Istanbul on 10 May 2016 with the intention of developing construction and buying and selling of real estates.

Notes to the Consolidated Financial Statements as at and for the Year Ended 31 December 2024

(Amounts expressed in Turkish Lira ("TRY") in terms of the purchasing power of TRY as of 31 December 2024, unless otherwise stated.)

NOTE 1 - COMPANY'S ORGANIZATION AND NATURE OF OPERATIONS (Continued)

TMR Gayrimenkul

TMR Gayrimenkul was established in Istanbul on 11 February 2016 to operate in construction sector through developing, selling and purchasing of real estates. The Company acquired 100 percent shares of Base Gayrimenkul Turizm ve Ticaret Anonim Şirketi ("Base Gayrimenkul") on 30 March 2016. The company merged with TMR Gayrimenkul on 30 December 2024.

Sadabad Kağıthane

In 2016, the Company acquired 71.43 percentage shares of Sadabad Kağıthane for a consideration of TRY 6,200,000 which was established in Istanbul with the intention of developing construction projects, buying and selling of real estates.

TG Meram

TG Kandilli Gayrimenkul Yapı ve Ticaret A.Ş. was established on 15 January 2020 to construction and contracting projects and to purchase, construct and sell real estate activities. As a result of the title change on 27 May 2022, the title of the company became TG Meram Gayrimenkul Yapı ve Ticaret A.Ş.

Optimum

The Company acquired 55% share of Optimum, which was established in Istanbul in 2013, in order to develop construction and contracting projects and to realize the purchase, construction and sale of real estate.

Sirius

The Company acquired 51% share of Sirius, in order to develop construction and contracting projects and to realize the purchase, construction and sale of real estate.

Nef Zone

Nef Zone was established in Istanbul on March 15, 2017, with the purpose of developing construction and contracting projects, as well as engaging in the purchase, construction, and sale of real estate.

Nef Arsa Gayrimenkul Investment Fund

Communiqué on Principles Regarding Real Estate Investment Funds numbered III-52.3, money collected from qualified investors in return for participation shares to be managed by Neo Portfolio Management A.Ş. based on Articles 52 and 54 of the Capital Markets Law No, 6362 was established in 2022 in order to operate the portfolio consisting of independent sections within the scope of real estate projects or rights based on real estate, money and capital market instruments on the account of shareholders, on the basis of fiduciary ownership principles.

Notes to the Consolidated Financial Statements as at and for the Year Ended 31 December 2024

(Amounts expressed in Turkish Lira ("TRY") in terms of the purchasing power of TRY as of 31 December 2024, unless otherwise stated.)

NOTE 1 - COMPANY'S ORGANIZATION AND NATURE OF OPERATIONS (Continued)

The details of the Company's associates as at 31 December 2024 and 2023 are as follows:

Name of joint venture	Principal activity	Place of incorporation and activity	31 December 2024		31 December 2023	
			Effective ownership (%)	Voting power held (%)	Effective ownership (%)	Voting power held (%)
Timur Karlitepe Gayrimenkul ve Yatırımları A.Ş. ("HT Karlitepe")	Real estate development	Turkey	50	50	50	50
HT Gayrimenkul Yatırım ve Tic. A.Ş. ("HT Gayrimenkul")	Real estate development	Turkey	50	50	50	50

Timur Karlitepe was established in 2014 in Istanbul to operate in construction sector through developing, selling and purchasing of real estates.

On 26 December 2014, HT Gayrimenkul was established the name of H30 Solar Enerji Üretim Sanayi ve Ticaret Anonim Şirketi and upon acquisition the name of H30 Solar Enerji Üretim Sanayi ve Ticaret Anonim Şirketi has been changed to HT Gayrimenkul ve Ticaret Anonim Şirketi with the resolution of General assembly dated 1 April 2015. Timur Gayrimenkul has acquired 50 percentage of the shares for TRY 25,000 on 13 February 2015.

Approval of financial statements:

Consolidated financial statements were approved by the General Assembly on 11 March 2025, The General Assembly has the right to amend the consolidated financial statements after the publication of the consolidated financial statements.

NOTE 2 - BASIS OF PRESENTATION OF FINANCIAL STATEMENTS

2.1 Basis of presentation of the consolidated financial statements

Preparation of financial statements

The accompanying financial statements includes appendices and comments which were put into effect by Public Oversight Accounting and Auditing Standards Authority ("POA") Turkish Financial Reporting Standards ("TFRS").

Consolidated financial statements, excluding items valued using the fair value method are prepared on a historical cost basis. In determining historical cost, the fair value of the amount paid for assets is taken as the basis.

The Company and its subsidiaries and joint ventures registered in Turkey, present their statutory financial statements in Turkish by The Commercial Code ("TTK"), tax legislation and uniform chart of accounts which is published by Ministry of Finance. The Group prepared its financials in the perspective of accounting policies stated in Note 3 in order to present their financial statements in accordance with TFRS for legal records. Consolidated financial statements are prepared in accordance with the formats determined by the POA With the "Announcement on TFRS Taxonomy" published on 4 October 2022.

Notes to the Consolidated Financial Statements as at and for the Year Ended 31 December 2024

(Amounts expressed in Turkish Lira ("TRY") in terms of the purchasing power of TRY as of 31 December 2024, unless otherwise stated.)

NOTE 2 - BASIS OF PRESENTATION OF FINANCIAL STATEMENTS (Continued)

2.1 Basis of presentation of the consolidated financial statements (Continued)

Financial Reporting in High-Inflation Economies

In accordance with the announcement made by the Public Oversight, Accounting, and Auditing Standards Authority (KGK) on November 23, 2023, and the publication of the "Application Guide on Financial Reporting in High-Inflation Economies," issuers applying the Turkish Accounting/Financial Reporting Standards and capital market institutions have decided to apply inflation accounting by implementing the requirements of TAS 29 starting from the annual financial reports for the accounting period ending December 31, 2023.

In accordance with the relevant standard, the financial statements prepared based on the currency of a high-inflation economy are presented in terms of the purchasing power of that currency as of the balance sheet date. The previous period's financial statements are also expressed in terms of the current measurement unit as of the reporting period's end, for comparison purposes. Therefore, the Group has presented its consolidated financial statements as of December 31, 2024 and December 31, 2023 in accordance with the purchasing power basis as of December 31, 2024. Pursuant to the decision of the Capital Markets Board (SPK) dated December 28, 2023, and numbered 81/1820, issuers subject to financial reporting regulations applying the Turkish Accounting/Financial Reporting Standards (TMS/TFRS) and capital market institutions are required to apply IAS 29 starting from the annual financial reports for the fiscal periods ending December 31, 2023, thus adopting inflation accounting.

The adjustments made in accordance with IAS 29 were carried out using the correction coefficient derived from the Consumer Price Index (CPI) published by the Turkish Statistical Institute (TÜİK).

As of December 31, 2024, the indices and correction coefficients used for the adjustment of the consolidated financial statements are as follows:

Date	Index	Adjustment coefficient	Three-year compound interest rate
31 December 2024	2,684.55	1.0000	291%
31 December 2023	1,859.38	1.4438	268%
31 December 2022	1,128.45	2.3790	146%

The key components of the company's adjustment for financial reporting in high-inflation economies are as follows:

- Financial statements for the current period prepared in Turkish Lira are expressed using the purchasing power of the currency at the balance sheet date and the amounts from previous reporting periods are adjusted according to the purchasing power of the currency at the most recent balance sheet date.
- Monetary assets and liabilities are not adjusted, as they are already expressed in terms of the current purchasing power at the balance sheet date. In cases where the inflation-adjusted values of non-monetary items exceed their recoverable amounts or net realizable values, the relevant provisions of TAS 36 Impairment of Assets and TAS 2 Inventories have been applied.
- Non-monetary assets, liabilities, and equity items not expressed in terms of the current purchasing power at the balance sheet date have been adjusted using the relevant correction coefficients.
- All items in the statement of comprehensive income, except those affecting the statement of financial position related to non-monetary items, have been indexed using coefficients calculated based on the periods when the income and expense accounts were first reflected in the financial statements.
- The effect of inflation on the Group's net monetary asset position for the current period has been recorded under the net monetary position gains account in the consolidated income statement.

Notes to the Consolidated Financial Statements as at and for the Year Ended 31 December 2024

(Amounts expressed in Turkish Lira ("TRY") in terms of the purchasing power of TRY as of 31 December 2024, unless otherwise stated.)

NOTE 2 - BASIS OF PRESENTATION OF FINANCIAL STATEMENTS (Continued)

2.1 Basis of presentation of the consolidated financial statements (Continued)

Basis of measurement

The consolidated financial statements have been prepared on the historical cost basis, except for financial instruments measured at fair value with fair value changes recognized in profit or loss and investment properties.

Functional and presentation currency

The consolidated financial statements of entity are presented in the currency of the primary economic environment in which the entity operates (its functional currency). The results and financial position of entity are expressed in Turkish Lira ("TRY"), which is the functional currency of the Group and the presentation currency of the financial statements.

2.2 Basis of consolidation

Going Concern

The Group has prepared its consolidated financial statements based on the going concern principle.

Offsetting

Financial assets and liabilities are presented on a net basis when there is a legally enforceable right to set off the recognized amounts, and there is an intention to settle them on a net basis, or to realize the asset and settle the liability simultaneously.

The accompanying consolidated financial statements include the financial statements of Timur Gayrimenkul and its subsidiaries. The financial statements of the companies included in the consolidation have been prepared as of the same date as the consolidated financial statements.

a) Subsidiaries

As of 31 December 2024, the consolidated financial statements include the financial results of Timur Gayrimenkul and its subsidiaries which are listed on Note 1.

Subsidiaries are entities controlled by the Group. The Group controls an entity when it is exposed to, or has rights to, variable returns from its involvement with the entity and has the ability to affect those returns through its power over the entity. The financial statements of subsidiaries are included in the consolidated financial statements from the date on which control commences until the date on which control ceases. When necessary, adjustments are made to the financial statements of subsidiaries to bring their accounting policies in line with those used by the Group. The consolidated financial statements are prepared using uniform accounting policies for similar transactions and events and are prepared with the same chart of accounts of the Company.

Notes to the Consolidated Financial Statements as at and for the Year Ended 31 December 2024

(Amounts expressed in Turkish Lira ("TRY") in terms of the purchasing power of TRY as of 31 December 2024, unless otherwise stated.)

NOTE 2 - BASIS OF PRESENTATION OF FINANCIAL STATEMENTS (Continued)

2.2 Basis of consolidation (Continued)

Transactions under Common Control

With the decision of the Board of Directors dated 15 November 2016, the Company acquired 100 percent of the shares of Timur Şehircilik, a subsidiary of Timur Holding A.Ş., which was under the control of the Company's shareholders. With the decision of the Board of Directors dated 15 November 2016, the Company acquired 57.15% shares of Sadabad Kağıthane, which was under the control of the Company's shareholders with offsetting receivable from the shareholders. The Group accounted for these acquisitions through the pooling of interest method under "Resolution 2013-2 accounting for Business Combinations under Common Control" issued by the Turkish Accounting Standards Board ("Turkish Accounting Standards Board") and prepared financial statements as if the combination had taken place as of the beginning of the reporting period. As a result of these transactions any goodwill or negative goodwill was not recognized, instead, the difference between the purchase price and the Group's share of netbook values of Timur Şehircilik and Sadabat Kağıthane are accounted under the "effects of common control transaction" in the equity.

b) Business Combinations

The Group accounts for business combinations using the acquisition method when control is transferred to the Group. The consideration transferred in the acquisition is generally measured at fair value, as are the identifiable net assets acquired. Any goodwill that arises is tested annually for impairment. Any gain on bargain purchase is recognized in profit or loss immediately. Transaction costs are expensed as incurred, except if related to the issue of debt or equity securities.

The consideration transferred does not include amounts related to the settlement of pre-existing relationships. Such amounts are generally recognized as profit or loss.

Any contingent consideration is measured at fair value at the date of acquisition. If an obligation to pay contingent consideration that meets the definition of a financial instrument is classified as equity, then it is not re-measured and settlement is accounted for within equity. Otherwise, another contingent consideration is re-measured at fair value at each reporting date and subsequent changes in the fair value of the contingent consideration are recognized in profit or loss.

If share-based payment awards (replacement awards) are required to be exchanged for awards held by the acquiree's employees (acquiree's awards), then all or a portion of the amount of the acquirer's replacement awards is included in measuring the consideration transferred in the business combination. This determination is based on the market-based measure of the replacement awards compared with the market-based measure of the acquiree's awards and the extent to which the replacement awards relate to pre-combination service.

Notes to the Consolidated Financial Statements as at and for the Year Ended 31 December 2024

(Amounts expressed in Turkish Lira ("TRY") in terms of the purchasing power of TRY as of 31 December 2024, unless otherwise stated.)

NOTE 2 - BASIS OF PRESENTATION OF FINANCIAL STATEMENTS (Continued)

2.2 Basis of consolidation (Continued)

c) Non – controlling interests

NCI are measured at their proportionate share of the acquiree's identifiable net assets at the date of acquisition. Changes in the Group's interest in a subsidiary that do not result in a loss of control are accounted for as equity transactions.

d) Loss of control

When the Group loses control over a subsidiary, it de-recognizes the assets and liabilities of the subsidiary, and any related NCI and other components of equity. Any resulting gain or loss is recognized in profit or loss. Any interest retained in the former subsidiary is measured at fair value when control is lost.

e) Interests in equity-accounted investees

The Group's interests in equity-accounted investees comprise interests in associates and a joint venture. Associates are those entities in which the Group has significant influence, but not control or joint control, over the financial and operating policies. A joint venture is an arrangement in which the Group has joint control, whereby the Group has rights to the net assets of the arrangement, rather than rights to its assets and obligations for its liabilities. Interests in associates and the joint venture are accounted for using the equity method. They are initially recognized at cost, which includes transaction costs. Subsequent to initial recognition, the consolidated financial statements include the Group's share of the profit or loss and OCI of equity-accounted investees, until the date on which significant influence or joint control ceases.

f) Transactions eliminated on consolidation

Intra-group balances and transactions, and any unrealized income and expenses arising from intra-group transactions, are eliminated. Unrealized gains arising from transactions with equity-accounted investees are eliminated against the investment to the extent of the Group's interest in the investee. Unrealized losses are eliminated in the same way as unrealized gains, but only to the extent that there is no evidence of impairment.

2.3 Statement of compliance with Turkish Financial Reporting Standards ("TFRS")

The consolidated financial statements of the Group have been prepared in accordance with TFRS. TFRS includes standards and commentaries published under the names of Turkish Accounting Standards ("TAS"). TFRS and their commentaries which is published by Public Oversight Accounting and Auditing Standards Authority ("POA").

The Company and its subsidiaries and joint ventures registered in Turkey, present their statutory financial statements in Turkish by The Commercial Code ("TTK"), tax legislation and uniform chart of accounts which is published by Ministry of Finance. The Group prepared its financials in the perspective of accounting policies stated in Note 3 in order to present their financial statements in accordance with TFRS for legal records. Consolidated financial statements are prepared in accordance with the formats determined by the POA With the "Announcement on TFRS Taxonomy" published on 4 October 2022.

Notes to the Consolidated Financial Statements as at and for the Year Ended 31 December 2024

(Amounts expressed in Turkish Lira ("TRY") in terms of the purchasing power of TRY as of 31 December 2024, unless otherwise stated.)

NOTE 2 - BASIS OF PRESENTATION OF FINANCIAL STATEMENTS (Continued)

2.4 New Standards and Amendments

a. *Standards, amendments, and interpretations applicable as of 31 December 2024:*

- **Amendment to IAS 1 – Non-current liabilities with covenants;** effective from annual periods beginning on or after 1 January 2024. These amendments clarify how conditions with which an entity must comply within twelve months after the reporting period affect the classification of a liability. The amendments also aim to improve information an entity provides related to liabilities subject to these conditions.
- **Amendment to IFRS 16 – Leases on sale and leaseback;** effective from annual periods beginning on or after 1 January 2024. These amendments include requirements for sale and leaseback transactions in IFRS 16 to explain how an entity accounts for a sale and leaseback after the date of the transaction. Sale and leaseback transactions where some or all the lease payments are variable lease payments that do not depend on an index or rate are most likely to be impacted.
- **Amendments to IAS 7 and IFRS 7 on Supplier finance arrangements;** effective from annual periods beginning on or after 1 January 2024. These amendments require disclosures to enhance the transparency of supplier finance arrangements and their effects on a company's liabilities, cash flows and exposure to liquidity risk. The disclosure requirements are the IASB's response to investors' concerns that some companies' supplier finance arrangements are not sufficiently visible, hindering investors' analysis.
- **IFRS S1, 'General requirements for disclosure of sustainability-related financial information;** effective from annual periods beginning on or after 1 January 2024. This standard includes the core framework for the disclosure of material information about sustainability-related risks and opportunities across an entity's value chain.
- **IFRS S2, 'Climate-related disclosures';** effective from annual periods beginning on or after 1 January 2024. This is the first thematic standard issued that sets out requirements for entities to disclose information about climate-related risks and opportunities.

b. *Standards, amendments, and interpretations that are issued but not effective as of 31 December 2024:*

The IFRS codification has been retained for the newly issued standards by the International Accounting Standards Board that have not yet been incorporated into the legislation by the Public Oversight Authority.

- **IFRS 17, 'Insurance Contracts';** effective for annual reporting periods beginning on or after January 1, 2023. This standard replaces IFRS 4, which currently allows for a wide range of accounting practices. IFRS 17 will fundamentally change the accounting treatment for all entities issuing insurance contracts and investment contracts with discretionary participation features.
- **Amendments to IAS 21 - Lack of Exchangeability;** effective from annual periods beginning on or after 1 January 2025. An entity is impacted by the amendments when it has a transaction or an operation in a foreign currency that is not exchangeable into another currency at a measurement date for a specified purpose. A currency is exchangeable when there is an ability to obtain the other currency (with a normal administrative delay), and the transaction would take place through a market or exchange mechanism that creates enforceable rights and obligations.

Notes to the Consolidated Financial Statements as at and for the Year Ended 31 December 2024

(Amounts expressed in Turkish Lira ("TRY") in terms of the purchasing power of TRY as of 31 December 2024, unless otherwise stated.)

NOTE 2 - BASIS OF PRESENTATION OF FINANCIAL STATEMENTS (Continued)

2.4 New Standards and Amendments (Continued)

- **Amendment to IFRS 9 and IFRS 7 - Classification and Measurement of Financial Instruments;** effective from annual reporting periods beginning on or after 1 January 2026 (early adoption is available). These amendments:
 - clarify the requirements for the timing of recognition and derecognition of some financial assets and liabilities, with a new exception for some financial liabilities settled through an electronic cash transfer system;
 - clarify and add further guidance for assessing whether a financial asset meets the solely payments of principal and interest (SPPI) criterion;
 - add new disclosures for certain instruments with contractual terms that can change cash flows (such as some instruments with features linked to the achievement of environment, social and governance (ESG) targets); and
 - make updates to the disclosures for equity instruments designated at Fair Value through Other Comprehensive Income (FVOCI).
- **Annual Improvements to IFRS – 11th Amendment;** The annual improvements are limited to amendments that clarify the wording of an Accounting Standard or correct relatively minor unintended consequences, oversights, or inconsistencies between the provisions of the Accounting Standards. The 2024 amendments have been made to the following standards:
 - IFRS 1 – First-time Adoption of International Financial Reporting Standards
 - IFRS 7 – Financial Instruments: Disclosures and Guidance on the Application of IFRS 7
 - IFRS 9 – Financial Instruments
 - IFRS 10 – Consolidated Financial Statements
 - IAS 7 – Statement of Cash Flows
- **IFRS 18 Presentation and Disclosure in Financial Statements;** effective from annual periods beginning on or after 1 January 2027. This is the new standard on presentation and disclosure in financial statements, with a focus on updates to the statement of profit or loss. The key new concepts introduced in IFRS 18 relate to:
 - the structure of the statement of profit or loss;
 - required disclosures in the financial statements for certain profit or loss performance measures that are reported outside an entity's financial statements (that is, management-defined performance measures); and
 - enhanced principles on aggregation and disaggregation which apply to the primary financial statements and notes in general.
- **IFRS 19 Subsidiaries without Public Accountability: Disclosures;** effective from annual periods beginning on or after 1 January 2027. Earlier application is permitted. This new standard works alongside other IFRS Accounting Standards. An eligible subsidiary applies the requirements in other IFRS Accounting Standards except for the disclosure requirements and instead applies the reduced disclosure requirements in IFRS 19. IFRS 19's reduced disclosure requirements balance the information needs of the users of eligible subsidiaries' financial statements with cost savings for preparers. IFRS 19 is a voluntary standard for eligible subsidiaries. A subsidiary is eligible if:
 - it does not have public accountability; and
 - it has an ultimate or intermediate parent that produces consolidated financial statements available for public use that comply with IFRS Accounting Standards.

Notes to the Consolidated Financial Statements as at and for the Year Ended 31 December 2024

(Amounts expressed in Turkish Lira ("TRY") in terms of the purchasing power of TRY as of 31 December 2024, unless otherwise stated.)

NOTE 2 - BASIS OF PRESENTATION OF FINANCIAL STATEMENTS (Continued)

2.5 Accounting Policies, Changes in Accounting Estimates, and Errors.

In the event of changes in accounting policies, accounting estimates, and errors, significant changes and identified material accounting errors are applied retrospectively, and prior period financial statements are restated accordingly. Changes in accounting estimates are applied in the period in which the change is made if they relate only to that period; if they affect future periods, they are applied both in the period of change and prospectively.

As of the reporting date, the Group has reassessed the classification of its inventories and, considering the delivery timelines of the Kandilli project, reclassified inventories amounting to TRY 3,818,571,712, which were previously classified as short-term inventories as of 31 December 2023, to long-term inventories.

2.6 Significant Accounting Estimates and Assumptions

In preparing the financial statements in accordance with the CMB Financial Reporting Standards, the Group management is required to make assumptions and estimates that affect the reported amounts of assets and liabilities, as well as the recognition of probable liabilities and commitments as of the balance sheet date and the income and expense amounts for the reporting period. Although these estimates and assumptions are based on the best available information regarding current events and transactions, actual results may differ from these estimates. Estimates are regularly reviewed, necessary adjustments are made, and such adjustments are reflected in the income statement of the period in which they occur.

As of December 31, 2024, the significant accounting estimates and assumptions used in the preparation of the financial statements are consistent with those disclosed in detail in the financial statements for the year ended December 31, 2023.

2.7 Summary of Significant Accounting Policies

The accounting policies explained below have been consistently applied by the Group in all periods presented in the accompanying consolidated financial statements.

a) Associates

The investor's share of losses of an equity-accounted investee is recognized only until the carrying amount of the investor's equity interest in the investee is reduced to zero. After the investor's interest is reduced to zero, a liability is recognized only to the extent that the investor has an obligation to fund the investee's operations or has made payments on behalf of the investee.

b) Foreign Currency

Foreign currency transactions

Transactions in foreign currencies are translated into the respective functional currencies of Group companies at the exchange rates at the dates of the transactions.

Monetary assets and liabilities denominated in foreign currencies are translated into the functional currency at the exchange rate at the reporting date. Non-monetary assets and liabilities that are measured at fair value in a foreign currency are translated into the functional currency at the exchange rate when the fair value was determined. Non-monetary items that are measured based on historical cost in a foreign currency are translated at the exchange rate at the date of the transaction. Foreign currency differences are generally recognized in profit or loss. Non-monetary items measured at historical cost in foreign currency are not translated.

Notes to the Consolidated Financial Statements as at and for the Year Ended 31 December 2024

(Amounts expressed in Turkish Lira ("TRY") in terms of the purchasing power of TRY as of 31 December 2024, unless otherwise stated.)

NOTE 2 - BASIS OF PRESENTATION OF FINANCIAL STATEMENTS (Continued)

2.7 Summary of Significant Accounting Policies (Continued)

Foreign currency differences arising from the translation of the following items are recognized in OCI:

- Available-for-sale equity investments (except on impairment, in which case foreign currency differences that have been recognized in OCI are reclassified to profit or loss),
- A financial liability designated as a hedge of the net investment in a foreign operation to the extent that the hedge is effective and,
- Qualifying cash flow hedges to the extent that the hedges are effective,

The exchange rates used for translating asset items into Turkish Lira (TRY) for financial position statements in the Group's companies based in Turkey are based on the official buying exchange rate announced by the Central Bank of the Republic of Turkey (CBRT) at the balance sheet date: 1 USD = 35.2803 TRY (31 December 2023: 1 USD = 29.4382 TRY), and 1 EUR = 36.7362 TRY (31 December 2023: 1 EUR = 32.5739 TRY). For translating liability items into Turkish Lira (TRY) at the balance sheet date, the official selling exchange rate announced by the CBRT is used:

1 USD = 35.3438 TRY (31 December 2023: 1 USD = 29.4913 TRY), and 1 EUR = 36.8024 TRY (31 December 2023: 1 EUR = 32.6326 TRY).

Foreign operations

The assets and liabilities of foreign operations, including goodwill and fair value adjustments arising on acquisition, are translated into TRY at the exchange rates at the reporting date. The income and expenses of foreign operations are translated into TRY at the exchange rates at the dates of the transactions. Foreign currency differences are recognized in OCI and accumulated in the translation reserve, except to the extent that the translation difference is allocated to NCI. When a foreign operation is disposed of in its entirety or partially such that control, significant influence or joint control is lost, the cumulative amount in the translation reserve related to that foreign operation is reclassified to profit or loss as part of the gain or loss on disposal. If the Group disposes of part of its interest in a subsidiary but retains control, then the relevant proportion of the cumulative amount is reattributed to NCI. When the Group disposes of only part of an associate or joint venture while retaining significant influence or joint control, the irrelevant proportion of the cumulative amount is reclassified to profit or loss.

a) Financial Instruments

i. Recognition and initial measurement

Trade receivables are initially recognized when they are originated. All other financial assets and financial liabilities are initially recognized when the Company becomes a party to the contractual provisions of the instrument. A financial asset (unless it is a trade receivable without a significant financing component) or financial liability is initially measured at fair value plus, for an item not at FVTPL, transaction costs that are directly attributable to its acquisition or issue. A trade receivable without a significant financing component is initially measured at the transaction price.

Notes to the Consolidated Financial Statements as at and for the Year Ended 31 December 2024

(Amounts expressed in Turkish Lira ("TRY") in terms of the purchasing power of TRY as of 31 December 2024, unless otherwise stated.)

NOTE 2 - BASIS OF PRESENTATION OF FINANCIAL STATEMENTS (Continued)

2.7 Summary of Significant Accounting Policies (Continued)

ii. *Classification and subsequent measurement*

On initial recognition, a financial asset is classified as one of the following: measured at amortized cost, measured at fair value through other comprehensive income (FVOCI) – debt investments, measured at fair value through other comprehensive income (FVOCI) – equity investments, or measured at fair value through profit or loss (FVTPL).

Financial instruments are not reclassified after initial recognition unless the Group changes its operating model for the management of financial assets.

Financial assets are not reclassified subsequent to their initial recognition unless the Company changes its business model for managing financial assets, in which case all affected financial assets are reclassified on the first day of the first reporting period following the change in the business model.

A financial asset is measured at amortized cost if it meets both of the following conditions and is not designated as at FVTPL:

- It is held within a business model whose objective is to hold assets to collect contractual cash flows; and
- The contractual terms of the financial asset result in cash flows on certain dates that include only the principal and interest payments on the principal balance,
- Holding the financial asset under a business model aimed at collecting contractual cash flows and selling financial assets and
- The contractual terms of the financial asset result in cash flows that, at specified dates, include only payments of principal and interest on the principal amount balance,

All financial assets that are not measured at the amortized cost specified above or by reflecting the fair value difference to other comprehensive income are measured by reflecting the fair value difference to profit or loss. These include all derivative financial assets. When financial assets are included in the financial statements for the first time, the fair value difference of a financial asset is irreversibly reversible to profit or loss, provided that it eliminates or significantly reduces an accounting mismatch arising from the measurement of financial assets differently and the related gains or losses are included in the financial statements differently.

The Group makes an assessment of the objective of the business model in which a financial asset is held at a portfolio level because this best reflects the way the business is managed and information is provided to management. The information considered includes:

- The stated policies and objectives for the portfolio and the operation of those policies in practice. These include whether management's strategy focuses on earning contractual interest income, maintaining a particular interest rate profile, matching the duration of the financial assets to the duration of any related liabilities or expected cash outflows or realizing cash flows through the sale of the assets,
- It can be to manage daily liquidity needs, maintain a certain interest yield, or match the maturity of financial assets with the maturity of the debts that fund those assets,
- The business model and how the performance of financial assets held within the scope of the business model is reported to the Group management,
- The risks that affect the performance of the business model (and the financial assets held within that business model) and how those risks are managed,
- How managers of the business are compensated – e.g., whether compensation is based on the fair value of the assets managed or the contractual cash flows collected; and the frequency, volume and timing of sales of financial assets in prior periods, the reasons for such sales and expectations about future sales activity,

Transfers of financial assets to third parties in transactions that are not eligible for derecognition are not considered sales for this purpose, consistent with the Group's continuing recognition of its assets in its financial statements.

Notes to the Consolidated Financial Statements as at and for the Year Ended 31 December 2024

(Amounts expressed in Turkish Lira ("TRY") in terms of the purchasing power of TRY as of 31 December 2024, unless otherwise stated.)

NOTE 2 - BASIS OF PRESENTATION OF FINANCIAL STATEMENTS (Continued)

2.7 Summary of Significant Accounting Policies (Continued)

Financial assets that are held for trading or managed based on fair value and whose performance is evaluated on this basis are classified as measured at fair value through profit or loss (FVTPL)

For this assessment, the principal is the fair value of the financial asset at the time of its initial recognition in the financial statements. Interest consists of the time value of money, the credit risk associated with the principal balance over a specific period, other fundamental lending risks and costs (e.g., liquidity risk and management costs), and a profit margin.

In assessing whether the contractual cash flows solely represent payments of principal and interest on the principal balance, [Group] considers the characteristics of the contractual cash flows. This assessment requires evaluating whether the financial asset includes contractual terms that would alter the timing or amount of cash flows in a manner that would not meet this condition. In making this assessment, the Group considers the following:

- Contingent events that would change the amount or timing of cash flows,
- Terms that may adjust the contractual coupon rate, including variable-rate features,
- Prepayment and extension features and
- Terms that limit the Company's claim to cash flows from specified assets (e.g., non-recourse features),
- A prepayment feature is consistent with the solely payments of principal and interest criterion if the prepayment amount substantially represents unpaid amounts of principal and interest on the principal amount outstanding, which may include reasonable additional compensation for early termination of the contract,
- Additionally, for a financial asset acquired at a discount or premium to its contractual per amount, a feature that permits or requires prepayment at an amount that substantially represents the contractual par amount plus accrued (but unpaid) contractual interest (which may also include reasonable additional compensation for early termination) is treated as consistent with this criterion if the fair value of the prepayment feature is insignificant at initial recognition.

Financial assets at FVTPL: These assets are subsequently measured at fair value. Net gains and losses, including any interest or dividend income, are recognized in profit or loss. However, see (v) for derivatives designated as hedging instruments.

Financial assets at amortized cost: These assets are subsequently measured at amortized cost using the effective interest method. The amortized cost is reduced by impairment losses. Interest income, foreign exchange gains and losses and impairment are recognized in profit or loss. Any gain or loss on derecognition is recognized in profit or loss.

Debt investments at FVOCI: These assets are subsequently measured at fair value. Interest income calculated using the effective interest method, foreign exchange gains and losses and impairment are recognized in profit or loss. Other net gains and losses are recognized in OCI. On derecognition, gains and losses accumulated in OCI are reclassified to profit or loss.

Equity investments at FVOCI: These assets are subsequently measured at fair value. Dividends are recognized as income in profit or loss unless the dividend clearly represents a recovery of part of the cost of the investment. Other net gains and losses are recognized in OCI and are never reclassified to profit or loss.

Notes to the Consolidated Financial Statements as at and for the Year Ended 31 December 2024

(Amounts expressed in Turkish Lira ("TRY") in terms of the purchasing power of TRY as of 31 December 2024, unless otherwise stated.)

NOTE 2 - BASIS OF PRESENTATION OF FINANCIAL STATEMENTS (Continued)

2.7 Summary of Significant Accounting Policies (Continued)

iii. *Non-derivative financial assets*

The Group initially recognizes loans and receivables on the date that they are originated. All other financial assets (including assets designated at fair value through profit or loss) are recognized initially on the trade date at which the Group becomes a party to the contractual provisions of the instrument.

The Group derecognizes a financial asset when the contractual rights to the cash flows from the asset expire, or it transfers the rights to receive the contractual cash flows in a transaction in which substantially all the risks and rewards of ownership of the financial asset are transferred. Any interest in such transferred financial assets that is created or retained by the Group is recognized as a separate asset or liability.

Financial assets are offset and the net amount presented in the statement of financial position when, and only when, the Group currently has a legally enforceable right to offset the amounts and intends either to settle them on a net basis or to realise the asset and settle the liability simultaneously. The Group classifies non-derivative financial assets into the following categories; trade and other receivables, cash and cash equivalents.

Trade and other receivables

Trade and other receivables are financial assets with fixed or determinable payments that are not quoted in an active market. Such assets are recognized initially at fair value plus any directly attributable transaction costs. Subsequent to initial recognition, trade and other receivables are measured at amortized cost using the effective interest method, less any impairment losses. Trade and other receivables include trade and other receivables from related parties.

Cash and cash equivalents

Cash and cash equivalents comprise cash balances and call deposits with maturities of three months or less from the acquisition date that are subject to an insignificant risk of changes in their fair value.

iv. *Non-derivative financial liabilities*

The Group initially recognizes non-derivative financial liabilities on the date when they are originated.

All other financial liabilities (including financial liabilities which are measured at fair value through profit or loss) are recognized initially on the trade date, which is the date that the Group becomes a party to the contractual provisions of the instrument.

Such financial liabilities are recognized initially at fair value less any directly attributable transaction costs. Subsequent to initial recognition, these financial liabilities are measured at amortized cost using the effective interest method.

The Group derecognizes a financial liability when its contractual obligations are discharged, cancelled or expire.

Notes to the Consolidated Financial Statements as at and for the Year Ended 31 December 2024

(Amounts expressed in Turkish Lira ("TRY") in terms of the purchasing power of TRY as of 31 December 2024, unless otherwise stated.)

NOTE 2 - BASIS OF PRESENTATION OF FINANCIAL STATEMENTS (Continued)

2.7 Summary of Significant Accounting Policies (Continued)

Financial liabilities are offset and the net amount presented in the statement of financial position when, and only when, the Group currently has a legally enforceable right to offset the amounts and intends either to settle them on a net basis or to realize the asset and settle the liability simultaneously.

Other financial liabilities comprise loans and borrowings, trade and other payables and trade and other payables to related parties.

v. *Share capital ordinary shares*

The ordinary shares are classified as equity, Incremental costs directly attributable to the issue of ordinary shares are recognized as a deduction from equity, net of any tax effects.

b) **Property and equipment**

i. *Recognition and measurement*

Property and equipment ("PE") of the Group is carried at cost less accumulated depreciation and any accumulated impairment losses:

Cost includes expenditure that is directly attributable to the acquisition of the asset, The cost of self-constructed assets includes:

- The cost of materials and direct labor,
- Any other costs directly attributable to bringing the asset to a working condition for its intended use.

If the Group has an obligation to relocate the asset or restore the site, the costs of dismantling, relocating and restoring the site, and if the items that make up the property, plant and equipment have different useful lives, are accounted for as separate items of property, plant and equipment (essential components).

An item of property and equipment is derecognized upon disposal or when no future economic benefits are expected from its use or disposal. Any gain or loss arising on derecognition of an item of property and equipment (calculated as the difference between the net proceeds from disposal and the carrying amount of the asset) is recognized in "Income from investing activities" or "Expense from investing activities" under profit or loss.

ii) *Subsequent cost*

Subsequent expenditure is capitalized only if it is probable that the future economic benefits associated with the expenditure will flow to the Group. Ongoing maintenance and repair costs are recognized as expense as incurred.

ii) *Depreciation*

Items of property and equipment are depreciated from the date that they are available for use or, in respect of self-constructed assets, from the date that the asset is completed and ready for use.

Notes to the Consolidated Financial Statements as at and for the Year Ended 31 December 2024

(Amounts expressed in Turkish Lira ("TRY") in terms of the purchasing power of TRY as of 31 December 2024, unless otherwise stated.)

NOTE 2 - BASIS OF PRESENTATION OF FINANCIAL STATEMENTS (Continued)

2.7 Summary of Significant Accounting Policies (Continued)

Depreciation is calculated to write off the cost of items of property and equipment using the straight-line basis over their estimated useful lives. Depreciation is generally recognized in profit or loss, unless the amount is included in the carrying amount of another asset. Leased assets are depreciated over the shorter of the lease term and their useful lives unless it is reasonably certain that the Group will obtain ownership by the end of the lease term. Land is not depreciated.

In the current and prior periods, useful lives of property and equipment are as follows:

Description	Year
Buildings	50
Machinery and equipment	5-10
Furniture and fixtures	3-20
Vehicles	5
Leasehold improvements	5-30

Leased assets are depreciated by the same method used for property and equipment over the shorter of the lease term and their useful lives. Depreciation methods, useful lives and residual values are reviewed at each reporting date and adjusted if appropriate.

c) Intangible assets

Intangible assets of the Group consist of software programs and licenses acquired by the Group, which have finite useful lives, and are measured at cost less accumulated amortization and any accumulated impairment losses, if any.

Subsequent expenditure is capitalized only when it increases the future economic benefits embodied in the specific asset to which it relates. All other expenditure is recognized in profit or loss as incurred.

Intangible assets are amortized on a straight-line basis in profit or loss over their estimated useful lives, from the date that they are available for use.

Useful lives of intangible assets are as follows:

Rights	3- 15 years
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Amortization methods, useful lives and residual values are reviewed at each reporting date and adjusted if appropriate.

f) Investment properties

Investment property is property held either to earn rental income or for capital appreciation or for both but not for sale in the ordinary course of business, use in the production or supply of goods or services or for administrative purposes. Investment properties are measured at fair value with any changes recognized in profit or loss.

Notes to the Consolidated Financial Statements as at and for the Year Ended 31 December 2024

(Amounts expressed in Turkish Lira ("TRY") in terms of the purchasing power of TRY as of 31 December 2024, unless otherwise stated.)

NOTE 2 - BASIS OF PRESENTATION OF FINANCIAL STATEMENTS (Continued)

2.7 Summary of Significant Accounting Policies (Continued)

Cost includes expenditure that is directly attributable to the acquisition of the investment property. The cost of self-constructed investment property includes the cost of materials and direct labor, any other costs directly attributable to bringing the investment property to a working condition for their intended use and capitalized borrowing costs.

Investment property under construction is measured at fair value. When the Group cannot reliably measure the fair value of investment property under construction, it measures such investment property at cost until construction is completed.

Any gain or loss on disposal of an investment property (calculated as the difference between the net proceeds from disposal and the carrying amount of the item) is recognized in other income and other expenses.

The Group transfers a property from investment property to inventories or owner-occupied property when, and only when, there is a change in use, evidenced by commencement of development with a view to sale. When the Group decides to dispose of an investment property without development, it continues to treat the property as an investment property until it is derecognized. Similarly, if the Group begins to redevelop an existing investment property for continued future use as investment property, the property remains an investment property and is not reclassified as owner-occupied property during the redevelopment.

For a transfer from investment property carried at fair value to owner-occupied property or inventories, the property's deemed cost for subsequent accounting is its fair value at the date of change in use.

g) Inventories

Inventories are measured at the lower of cost and net realizable value. Cost of inventories consist of land held for residential construction for sale and costs of ongoing residential construction on these land. Cost of inventories includes all procurement costs, conversion costs and other costs incurred in bringing the inventories to their existing location and condition. Such of land where the Group is developing real estates are recognized as inventories in the consolidated financial statements. Borrowing costs incurred are capitalized on inventories. Net realizable value is the estimated selling price in the ordinary course of business, less the estimated costs of completion and estimated costs necessary to make the sale.

h) Impairment

Non-derivative financial assets

Financial instruments and contract assets

The Group recognizes loss allowances for ECLs on,

- Financial assets measured at amortized cost,
- Debt investments measured at FVOCI,
- Contract assets,

Notes to the Consolidated Financial Statements as at and for the Year Ended 31 December 2024

(Amounts expressed in Turkish Lira ("TRY") in terms of the purchasing power of TRY as of 31 December 2024, unless otherwise stated.)

NOTE 2 - BASIS OF PRESENTATION OF FINANCIAL STATEMENTS (Continued)

2.7 Summary of Significant Accounting Policies (Continued)

The Company measures loss allowances at an amount equal to lifetime expected credit losses ("ECL")'s, except for the following, which are measured at 12-month ECLs:

- Other debt securities and bank balances for which credit risk (i.e. the risk of default occurring over the expected life of the financial instrument) has not increased significantly since initial recognition.

When determining whether the credit risk of a financial asset has increased significantly since initial recognition and when estimating ECLs, the Company considers reasonable and supportable information that is relevant and available without undue cost or effort. This includes both quantitative and qualitative information and analysis, based on the Company's historical experience and informed credit assessment and including forward-looking information.

The Company assumes that the credit risk on a financial asset has increased significantly if it is more than 30 days past due.

The Company considers a financial asset to be in default when:

- The borrower is unlikely to pay its credit obligations to the Company in full, without recourse by the Company to actions such as realizing security (if any is held); or
- The financial asset is more than 90 days past due,

12-month ECLs are the portion of ECLs that result from default events that are possible within the 12 months after the reporting date.

The maximum period considered when estimating ECLs is the maximum contractual period over which the Company is exposed to credit risk.

Measurement of expected credit losses

The expected credit losses are a probability weighted estimate of credit losses over the expected life of the financial instrument. In other words, they are credit losses measured at the present value of all cash deficits (for example, the difference between the cash inflows to the business based on the contract and the cash flows the business expects to collect.)

The cash deficit is the difference between the cash flows that must be made to the business according to the contract and the cash flows the business expects to receive. Because expected credit losses take into account the amount and timing of payments, a loan loss occurs even if the entity expects to receive the full payment later than the contractual term.

The expected credit losses are discounted at the effective interest rate of the financial asset.

Notes to the Consolidated Financial Statements as at and for the Year Ended 31 December 2024

(Amounts expressed in Turkish Lira ("TRY") in terms of the purchasing power of TRY as of 31 December 2024, unless otherwise stated.)

NOTE 2 - BASIS OF PRESENTATION OF FINANCIAL STATEMENTS (Continued)

2.7 Summary of Significant Accounting Policies (Continued)

Credit-impaired financial assets

At each reporting date, the Group assesses whether financial assets carried at amortized cost and debt securities at FVOCI are credit-impaired. A financial asset is 'credit-impaired' when one or more events that have a detrimental impact on the estimated future cash flows of the financial asset have occurred. Evidence that a financial asset is credit impaired includes the following observable data:

- The borrower or the issuer being in significant financial difficulty,
- Breach of contract, such as debtor's default or financial instrument past due 90 days,
- Restructuring a loan or advance depending on the conditions that the Group will not consider otherwise,
- It is possible for the borrower to go into bankruptcy or financial reorganization, or
- The disappearance of an active market for a security due to financial difficulties,

Presentation of allowance for ECL in the statement of financial position

Loss allowances for financial assets measured at amortized cost are deducted from the gross carrying amount of the assets.

The loss allowance for debt instruments measured at fair value through other comprehensive income is recognized in other comprehensive income instead of reducing the carrying amount of the financial asset in the statement of financial position.

Write-off

The gross carrying amount of a financial asset is written off when the Group has no reasonable expectations of recovering a financial asset in its entirety or a portion thereof. Write-off is a cause for derecognition.

For individual customers, the Group has a policy of writing off the gross carrying amount when the financial asset is 180 days past due based on historical experience of recoveries of similar assets. For corporate customers, the Group individually makes an assessment with respect to the timing and amount of write-off based on whether there is a reasonable expectation of recovery. The Group expects no significant recovery from the amount written off.

However, financial assets that are written off could still be subject to enforcement activities in order to comply with the Group's procedures for recovery of amounts due.

(i) Financial Assets

A financial asset is considered to be impaired only if there is evidence that it has been objectively impaired by one or more events, happening after its initial recognition and if those effects can be reliably measured on estimated future cash flows of that asset.

Objective evidence that financial assets may be impaired include default or delinquency of a debtor, restructuring of an amount due to conditions that the Group would not consider otherwise, indicators that a debtor or issuer will enter bankruptcy, adverse changes in the payment conditions of borrowers or issuers or disappearance of an active market for a financial asset.

Notes to the Consolidated Financial Statements as at and for the Year Ended 31 December 2024

(Amounts expressed in Turkish Lira ("TRY") in terms of the purchasing power of TRY as of 31 December 2024, unless otherwise stated.)

NOTE 2 - BASIS OF PRESENTATION OF FINANCIAL STATEMENTS (Continued)

2.7 Summary of Significant Accounting Policies (Continued)

For the financial assets measured at amortized cost, an impairment loss is calculated as the difference between an asset's carrying amount and the present value of the estimated future cash flows discounted at the asset's original effective interest rate. Losses are recognized in profit or loss and reflected in an allowance account. The interest calculated on the asset that is impaired is continued to be accounted as discounted. If the amount of impairment loss subsequently decreases and the decrease can be related objectively to an event occurring after the impairment was recognized, then the previously recognized impairment loss is reversed through profit or loss.

Impairment losses for an investment equity that do not have a quoted market prices in active markets that are measured at cost because fair value cannot be determined reliably are not reversed.

Financial Assets Measured at Fair Value Through Other Comprehensive Income (FVOCI):

Financial assets that meet the following conditions are measured at fair value through other comprehensive income (FVOCI):

- The financial asset is held within a business model whose objective is to collect contractual cash flows and to sell the financial asset, and
- The contractual terms of the financial asset give rise to cash flows that are solely payments of principal and interest on specified dates.

A financial asset is measured at fair value through profit or loss (FVTPL) unless it is measured at amortized cost or at fair value through other comprehensive income (FVOCI). As of December 31, 2024, the real estate investment funds held by the Group have been classified and measured as financial investments at fair value through profit or loss (FVTPL).

(ii) *Non-Financial Assets*

At each reporting date, the Group reviews the carrying amounts of its non-financial assets (other than inventories and deferred tax assets) to determine whether there is any indication of impairment. If any such indication exists, then the asset's recoverable amount is estimated. The recoverable amount of goodwill and intangible assets with indefinite useful lives are estimated at same time every year. An impairment loss is recognized if the carrying amount of an asset or CGU exceeds its recoverable amount.

Impairment losses are recognized in profit or loss. Impairment losses recognized in respect of CGUs are allocated first to reduce the carrying amount of any goodwill allocated to the CGU (group of CGUs), and then to reduce the carrying amounts of the other assets in the CGU (group of CGUs) on a pro rata basis.

An impairment loss in respect of goodwill is not reversed. For other assets, an impairment loss is reversed only to the extent that the asset's carrying amount does not exceed the carrying amount that would have been determined, net of depreciation or amortization, if no impairment loss had been recognized.

Notes to the Consolidated Financial Statements as at and for the Year Ended 31 December 2024

(Amounts expressed in Turkish Lira ("TRY") in terms of the purchasing power of TRY as of 31 December 2024, unless otherwise stated.)

NOTE 2 - BASIS OF PRESENTATION OF FINANCIAL STATEMENTS (Continued)

2.7 Summary of Significant Accounting Policies (Continued)

i) Employee benefits

Severance indemnity

In accordance with the existing labor law in Turkey, the Group is required to make lump-sum payments to employees who retire. Severance pay liability is calculated by considering estimated present value of the future probable obligation arising from the retirement of the employees. It is computed and reflected in the consolidated financial statements on an accrual basis as it is earned by serving employees.

The computation of the liabilities is based upon the retirement pay ceiling announced by the Government. As at 31 December 2024 and 2023 the ceiling amount applicable for each year of employment is TRY 46,655.43 and TRY 35,058.58 respectively.

Short-term employee benefits

Short-term employee benefits are recognized when the Group has a present obligation as a result of a past event, and it is probable that an outflow of resources embodying economic benefits will be required to settle that obligation, and a reliable estimate can be made of the amount of the obligation.

j) Revenue Recognition

IFRS 15 requires revenue recognition for all contracts with customers to follow the five-step approach to revenue recognition.

Step 1: Identifying the contract

A contract exists only if it is legally enforceable, the collection of the consideration is probable, the rights to goods and services and payment terms can be identified, the contract has commercial substance; and the contract is approved and the parties are committed to their obligations, this contract is considered within the scope of IFRS 15. If either contracts were negotiated as a single commercial package, or consideration in one contract depends on the other contract or goods or services (or some of the goods or services) are a single performance obligation the Group accounts the contracts as a single contract.

Step 2: Identifying the performance obligations

The Group defines 'performance obligation' as a unit of account for revenue recognition. The Group assesses the goods or services promised in a contract with a customer and identifies as:

- (a) A performance obligation either a good or service that is distinct,
- (b) Or a series of distinct goods or services that are substantially the same and have the same pattern of transfer to the customer,

The Group defines a good or service in a contract separately from other commitments in the contract and defines it as a different good or service if it enables the customer to benefit from the said good or service alone or in combination with other resources available for use. A contract may contain promises to deliver a series of distinct goods or services that are substantially the same. At contract inception, an entity determines whether the series of goods or services is a single performance obligation.

Notes to the Consolidated Financial Statements as at and for the Year Ended 31 December 2024

(Amounts expressed in Turkish Lira ("TRY") in terms of the purchasing power of TRY as of 31 December 2024, unless otherwise stated.)

NOTE 2 - BASIS OF PRESENTATION OF FINANCIAL STATEMENTS (Continued)

2.7 Summary of Significant Accounting Policies (Continued)

Step 3: Determining the transaction price

In order to determine the transaction price, the Group assesses how much consideration it expects to be entitled to by fulfilling the contract. In arriving at the assessment, the Group considers variable elements of consideration, as well as the existence of a significant financing component.

Significant financing component

The Group revises the promised amount of consideration for the effect of a significant financing component to the amount that reflects what the cash selling price of the promised good or service. As a practical expedient, the Group does not adjust the transaction price for the effects of a significant financing component if, at contract inception, the entity expects the period between customer payment and the transfer of goods or services to be one year or less. In cases where advance for the services are received and the payment scheme is broadly aligned with the Group's performance throughout the period. The Group considers that the time between fulfillment of the obligation and payment should never exceed 12 months.

Step 4: Allocating the transaction price to performance obligations

If distinct goods or services are delivered under a single arrangement, then the consideration is allocated based on relative stand-alone selling prices of the distinct goods or services (performance obligations). If directly observable stand-alone selling prices are not available, the total consideration in the service contracts is allocated based on their expected cost plus a margin.

Step 5: Recognition of revenue

The Group recognizes income over time if any of the following conditions are met:

- Customer simultaneously receives and consumes the benefits as the entity performs, or,
- The customer controls the asset as the entity creates or enhances it, or
- Group's performance does not create an asset for which the entity has an use; and alternative there is a right to payment for performance to date,

For each performance obligation that is satisfied over time, an entity selects a single measure of progress, which depicts the transfer of control of the goods or services to the customer. The Group uses a method that measures the work performed reliably. The Group uses cost incurred to measure the progress towards to completion of the project where the input method is used and uses units transferred to measure the progress towards to completion of the project where the output method is used. If a performance obligation is not satisfied over time, then the Group recognize revenue at the point in time at which it transfers control of the good or service to the customer.

The Company recognizes a provision in accordance with TAS 37 "Provisions, Contingent Liabilities and Contingent Assets" when the unavoidable costs of meeting the obligations under a contract exceed the economic benefits.

Notes to the Consolidated Financial Statements as at and for the Year Ended 31 December 2024

(Amounts expressed in Turkish Lira ("TRY") in terms of the purchasing power of TRY as of 31 December 2024, unless otherwise stated.)

NOTE 2 - BASIS OF PRESENTATION OF FINANCIAL STATEMENTS (Continued)

2.7 Summary of Significant Accounting Policies (Continued)

(i) Residential, office and store sales

Revenue is measured at fair value and recognized on accrual basis when residential, offices and stores are delivered by registering the transfer of title deed or issuing delivery record indicating that the related risk and rewards are transferred to the customers, the amount of revenue can be determined reliably and the economic benefits of transactions are likely to be transferred to the Group.

(ii) Deferred income

Risks and rewards are transferred upon the delivery of residential, offices and stores with delivery records. In the case that the delivery is not completed with a delivery record, the Group recognizes the deferred income on statement of financial position.

(iii) Rent income

Rental income from investment properties are recognized as revenue on using the straight line method during the lease contract.

k) Leases

(i) Leased assets

Leases in terms of which the Group assumes substantially all the risks and rewards of ownership are classified as finance leases. On initial recognition, the leased asset is measured at an amount equals to the lower of its fair value and the present value of the minimum lease payments. Subsequent to initial recognition, the asset is accounted for in accordance with the accounting policy applicable to that asset. Other leases are operating leases which are not recognized on the Group's consolidated statement of financial position.

(ii) Lease payments

Payments made under operating leases are recognized in profit or loss on a straight-line basis over the term of the lease. Minimum lease payments made under finance leases are apportioned between the finance expense and the reduction of the outstanding liability. The finance expense is allocated to each period during the lease term so as to produce a constant periodic rate of interest on the remaining balance of the liability.

(iii) Determining whether a contract contains a lease

At inception of an arrangement, the Group determines whether such an arrangement is or contains a lease. The following two criteria must be met for a "lease":

- The fulfillment of the arrangement is dependent on the use of a specific asset or assets; and
- The arrangement contains a right to use the asset(s).

Notes to the Consolidated Financial Statements as at and for the Year Ended 31 December 2024

(Amounts expressed in Turkish Lira ("TRY") in terms of the purchasing power of TRY as of 31 December 2024, unless otherwise stated.)

NOTE 2 - BASIS OF PRESENTATION OF FINANCIAL STATEMENTS (Continued)

2.7 Summary of Significant Accounting Policies (Continued)

At inception or upon reassessment of the arrangement, the Group separates payments and other consideration required by such an arrangement into those for the lease and those for other elements on the basis of their relative fair values.

If the Group concludes for a finance lease that it is impracticable to separate the payments reliably, an asset and a liability are recognized at an amount equals to the fair value of the underlying asset. Subsequently the liability is reduced as payments are made and an imputed finance charge on the liability is recognized using the Group's incremental borrowing rate.

Finance income consists of interest income from bank deposits forming part of the financing cycle, interest income from invested funds, receivables from related parties, foreign exchange gains on financial assets and liabilities (excluding trade receivables and payables), and gains recorded in profit or loss from derivative instruments.

l) Finance income and finance costs

Finance costs comprised the interest expense on borrowings, interest expense of borrowings from related parties which are used for financing purposes and rediscount expenses. Borrowing costs that are not directly attributable to the acquisition, construction or production of an asset are recognized in profit or loss by using effective interest rate.

Foreign exchange gains and expenses on financial assets and liabilities (excluding trade receivables and payables) are reported net in finance income or financing expenses according to the net position of the exchange rate movements on a group basis. Foreign exchange gains on trade receivables and payables are reported under other operating income, while exchange difference expenses are reported under other operating expenses.

Interest income is recognized using the effective interest method.

m) Taxes

Income tax expense comprises current and deferred tax. It is recognized in profit or loss except to the extent that it relates to a business combination, or items recognized directly in equity or in OCI.

(i) Current tax

Current tax is the expected tax payable or receivable on the taxable income or loss for the year, using tax rates enacted or substantively enacted at the reporting date, and any adjustment to tax payable in respect of previous years.

Notes to the Consolidated Financial Statements as at and for the Year Ended 31 December 2024

(Amounts expressed in Turkish Lira ("TRY") in terms of the purchasing power of TRY as of 31 December 2024, unless otherwise stated.)

NOTE 2 - BASIS OF PRESENTATION OF FINANCIAL STATEMENTS (Continued)

2.7 Summary of Significant Accounting Policies (Continued)

(i) *Deferred tax*

Deferred tax is recognized in respect of temporary differences between the carrying amounts of assets and liabilities for financial reporting purposes and the amounts used for taxation purposes. Deferred tax is not recognized for:

- Temporary differences on the initial recognition of assets or liabilities in a transaction that is not a business combination and that affects neither accounting nor taxable profit and loss,
- Temporary differences related to investments in subsidiaries, associates and joint arrangements to the extent that the Group's able to control the timing of the reversal of the temporary differences and it is probable that they will not reverse in the foreseeable future; and
- Taxable temporary differences arising on the initial recognition of goodwill,

The measurement of deferred tax reflects the tax consequences that would follow from the manner in which the Group expects, at the reporting date, to recover or settle the carrying amount of its assets and liabilities.

Deferred tax is measured at the tax rates that are expected to be applied to temporary differences when they reverse, using tax rates enacted or substantively enacted at the reporting date.

Deferred tax assets and liabilities are offset if there is a legally enforceable right to offset current tax liabilities and assets, and they relate to income taxes levied by the same tax authority on the same taxable entity.

Deferred tax assets are recognized for unused tax losses, unused tax credits and deductible temporary differences to the extent that it is probable that future taxable profits will be available against which they can be used. Deferred tax assets are reviewed at each reporting date and are reduced to the extent that it is no longer probable that the related tax benefit will be realized.

(iii) *Tax exposures*

In determining the amount of current and deferred tax the Group takes into account the impact of uncertain tax positions and whether additional taxes and interest may be due. The Group determines that its accruals for tax liabilities are adequate for all open tax years based on its assessment of many factors, including interpretations of tax law and prior experience. This assessment relies on estimates and assumptions and may involve a series of judgements about future events. New information may become available that causes the Group to change its judgement regarding the adequacy of existing tax liabilities; such changes to tax liabilities will impact tax expense in the period that such a determination is made.

n) **Provisions, contingent asset and liabilities**

A provision is recognized if, as a result of a past event, having a present legal or constructive obligation that can be estimated reliably, and it is probable that an outflow of economic benefits will be required to settle the obligation. Provisions are measured at the management's best estimate of the expenditure required to settle the obligation at the balance sheet date and are discounted to present value where the effect is material.

Contingent assets are not recognized unless they are realized and only disclosed in notes to the financial statements.

Notes to the Consolidated Financial Statements as at and for the Year Ended 31 December 2024

(Amounts expressed in Turkish Lira ("TRY") in terms of the purchasing power of TRY as of 31 December 2024, unless otherwise stated.)

NOTE 2 - BASIS OF PRESENTATION OF FINANCIAL STATEMENTS (Continued)

2.7 Summary of Significant Accounting Policies (Continued)

o) Events after the reporting period

Events after the reporting period are those events, favourable and unfavourable, that occur between the end of the reporting period and the date when the consolidated financial statements are authorized for issue. Two types of events can be identified:

- Those that provide evidence of conditions that existed at the end of the reporting period; and
- Those that are indicative of conditions that arose after the reporting period (non-adjusting events after the reporting period),

The Group adjusts the amounts recognized in its consolidated financial statements to reflect the adjusting events after reporting period. If the events after the reporting period are considered as non-adjusting events, accordingly such of events are disclosed in the notes to the consolidated financial statements.

p) Related Parties

Organizations that can directly or indirectly control or significantly influence the other party through shareholding, contractual rights, family relations or similar means are defined as related parties. Related parties also include shareholders and Company management. Related party transaction is a transfer of resources or obligations between related parties, regardless of whether a price is charged.

NOTE 3 - SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES

The Group's various accounting policies and disclosures require the determination of fair value for both financial and non-financial assets and liabilities. Fair values are determined using the following methods for measurement and/or disclosure purposes. Where applicable, the assumptions used in determining the fair values are presented as additional information in the notes to the relevant asset or liability.

a) Investment Properties

The Group's investment property portfolio is valued at least once a year by independent valuation companies with the necessary professional qualifications and up-to-date experience regarding the location and category of the valued asset. The fair value is the estimated amount determined based on a transaction between a willing buyer and a willing seller in an arm's-length transaction conducted under normal market conditions, with both parties possessing full knowledge, prudence applied, and without coercion. In the absence of current prices in an active market, valuations for buildings are made by considering rental income, while for land, the valuation is done using the market comparison approach, taking into account the total estimated cash flows. The value of the property is determined by applying a risk return to the annual net cash flows.

Valuations, where appropriate, reflect the type of tenant actively occupying or likely to occupy the property, the allocation of maintenance and insurance responsibilities between the Group and the landlord, and the remaining economic lives of the property. If there are pending rent increases or renewals, it is assumed that all notices and counter-notices, when necessary, are made validly and timely.

(b) Deferred Tax

Deferred tax is calculated using the liability method on temporary differences between the carrying amounts of assets and liabilities in the financial statements and their tax bases. The tax rates enacted at the balance sheet date are used in the calculation of deferred tax, in accordance with the applicable tax legislation (Note 28).

Notes to the Consolidated Financial Statements as at and for the Year Ended 31 December 2024

(Amounts expressed in Turkish Lira ("TRY") in terms of the purchasing power of TRY as of 31 December 2024, unless otherwise stated.)

NOTE 4 – MONETARY GAIN/LOSS

The details of monetary gains and losses for the period from 1 January to 31 December 2024 are as follows:

	1 January - 31 December 2024
Non-monetary items	
Statement of financial position items	
Inventories	5,147,124,285
Investment properties	9,469,328,497
Prepaid expenses	42,074,703
Property, plant and equipment	138,599,504
Deferred income	(4,623,342,135)
Deferred tax asset / (liability)	(1,762,353,604)
Paid-in capital	(520,687,974)
Other comprehensive income or expenses that will not be reclassified to profit or loss	(55,547,069)
Restricted reserves	(319,670)
Retained earnings/losses	(6,910,468,969)
Statement of profit or loss items	
Revenue	(1,672,295,555)
Cost of sales (-)	775,925,293
Marketing, sales, and distribution expenses (-)	43,209,031
General administrative expenses (-)	73,244,623
Other income from operating activities	(9,334,422)
Other expenses from operating activities (-)	116,539,114
Income from investing activities	(12,859,567)
Financial income	(48,085,155)
Financial expenses	72,690,909
Net monetary gain/loss	263,441,839

NOTE 5 - CASH AND CASH EQUIVALENTS

As at 31 December 2024 and 2023, cash and cash equivalents comprised the following:

	31 December 2024	31 December 2023
Cash on hand	125,707,033	267,057
Cash at banks	1,907,659,250	265,819,151
- Demand deposits	619,987,640	107,219,108
- Time deposits	1,287,671,610	158,600,043
Other liquid assets	1,146,238	1,686,549
Cash and cash equivalents	2,034,512,521	267,772,757
Blocked deposit	(343,721,779)	(35,219,528)
Cash and cash equivalents at cash flow statement	1,690,790,742	232,553,229

As of 31 December 2024, the blocked balance within the term deposits, amounting to TRY 343,721,779, includes TRY 258,268,302 as the reserve account balance for the Çekmeköy project with Fiba GYO (31 December 2023: TRY 35,219,528).

Notes to the Consolidated Financial Statements as at and for the Year Ended 31 December 2024

(Amounts expressed in Turkish Lira ("TRY") in terms of the purchasing power of TRY as of 31 December 2024, unless otherwise stated.)

NOTE 5 - CASH AND CASH EQUIVALENTS (Continued)

As at 31 December 2024 maturity dates and interest rates of time deposits comprised the following:

Currency	Maturity	Interest Rate %	31 December 2024
TRY	January 2025	39.00-47.25	1,287,671,610
			1,287,671,610

As at 31 December 2023 maturity dates and interest rates of time deposits comprised the following:

Currency	Maturity	Interest Rate %	31 December 2023
TRY	January 2024	28.50-38.48	158,600,043
			158,600,043

As at 31 December 2024 and 2023, there is no blockage or restriction on balance of cash and cash equivalents.

Currency and sensitivity analyses for the Group's cash and cash equivalents are disclosed in Note 30.

NOTE 6 - FINANCIAL INVESTMENTS

	31 December 2024	31 December 2023
Investment fund	6,953,743	6,150,328
	6,953,743	6,150,328

Financial investments which have been measured by fair value differences reflected to profit or loss follow;

	2024	2023
1 January	6,150,328	8,080,984
Additions	3,540,311	-
Monetary gain/loss	(2,736,896)	(1,930,656)
31 December (*)	6,953,743	6,150,328

(*) Financial investments consist of real estate investment funds.

Notes to the Consolidated Financial Statements as at and for the Year Ended 31 December 2024

(Amounts expressed in Turkish Lira ("TRY") in terms of the purchasing power of TRY as of 31 December 2024, unless otherwise stated.)

NOTE 7 - BORROWINGS

As at 31 December 2024 and 2023, the details of the Group's financial borrowings measured at amortized cost comprised the following:

Short-term borrowings

	31 December 2024	31 December 2023
Short-term secured loans	527,781,283	452,006,445
	527,781,283	452,006,445

Short-term portion of long-term borrowings

	31 December 2024	31 December 2023
Short-term portion of long-term secured loans and borrowings	404,425,110	1,227,240,358
	404,425,110	1,227,240,358

Long-term borrowings

	31 December 2024	31 December 2023
Long-term secured loans	126,306,056	840,317,872
	126,306,056	840,317,872

As at 31 December 2024 and 2023, total loans and borrowings of the Group by company comprised the following:

	31 December 2024	31 December 2023
Short-term borrowings	932,206,393	1,679,246,803
Long-term borrowings	126,306,056	840,317,872
	1,058,512,449	2,519,564,675

Loan repayments based on the original maturities of the contracts are as follows:

	31 December 2024	31 December 2023
Less than 1 year	932,206,393	1,679,246,803
Between 1-2 years	126,306,056	508,574,664
Between 2-3 years	-	331,743,208
	1,058,512,449	2,519,564,675

(*) There are mortgages on the Group's projects amounting to TRY 3,630,919,327 and USD 173,000,000 (31 December 2023: TRY 3,446,828,604 and EUR 98,900,000) as collateral for the Group's financial borrowings, along with guarantees provided by the Company's shareholders.

Notes to the Consolidated Financial Statements as at and for the Year Ended 31 December 2024

(Amounts expressed in Turkish Lira ("TRY") in terms of the purchasing power of TRY as of 31 December 2024, unless otherwise stated.)

NOTE 7 - BORROWINGS (Continued)

Maturity date and interest rates of loans and borrowings of the Group as at 31 December 2024 are as follows:

	Original Currency	Nominal Interest Rate Percentage	Net Book Value
Secured bank loan TRY	TRY	10.00%	19,815,358
Secured bank loan EUR	EUR	6.25%	325,408,921
Secured bank loan TRY	TRY	49.00%-54.00%	218,812,448
Secured bank loan TRY	TRY	10.00%	494,475,722
			1,058,512,449

Maturity date and interest rates of loans and borrowings of the Group as at 31 December 2023 are as follows:

	Original Currency	Nominal Interest Rate Percentage	Net Book Value
Secured bank loan TRY	TRY	10,00%	49,908,340
Secured bank loan EUR	EUR	6,25%	443,298,127
Secured bank loan TRY	TRY	13,50%-27,00%	16,336,747
Secured bank loan TRY	TRY	10%-21%	2,010,021,461
			2,519,564,675

As of 31 December 2024 and 2023, due from details of bank borrowings are as follows:

	31 December 2024	31 December 2023
Beginning of the period	2,519,564,675	3,873,155,722
Cash inflows from borrowings	200,000,000	657,745,843
Repayment of borrowings	(1,396,671,283)	(931,920,244)
Foreign exchange gain/loss	59,074,185	172,004,444
Monetary gain/loss	(323,455,128)	(1,251,421,090)
End of the period	1,058,512,449	2,519,564,675

Notes to the Consolidated Financial Statements as at and for the Year Ended 31 December 2024

(Amounts expressed in Turkish Lira ("TRY") in terms of the purchasing power of TRY as of 31 December 2024, unless otherwise stated.)

NOTE 8 – RELATED PARTY DISCLOSURES

As of 31 December 2024 and 2023, due from/due to related parties are as follows:

Due from related parties

	31 December 2024	31 December 2023
Other receivables - short term	485,158,119	107,434,942
Trade receivables - short term	1,658,061	9,903,893
	486,816,180	117,338,835

Due to related parties

	31 December 2024	31 December 2023
Other long-term payables	455,485,910	612,639,334
Other short-term payables	166,265,648	111,808,207
Trade payables – short term	17,158,046	75,138,659
	638,909,604	799,586,200

As of 31 December 2024 and 2023, short-term trade receivables from related parties are as follows:

Short-term trade receivables

	31 December 2024	31 December 2023
Timur Karlitepe Gayrimenkul	1,000,000	-
TMR İşletme Turizm	361,878	3,437,787
Proje Asist Yönetimi Hizmetleri Ltd. Şti.	228,200	824,097
Central Property Danışmanlık A.Ş.	1,056	855,200
ERTM Gayrimenkul A.Ş.	-	1,972,243
S.S. Güçlü Girişimciler	-	1,803,649
ENG Enerji Yatırım A.Ş.	-	74,440
Other	66,927	936,477
	1,658,061	9,903,893

Notes to the Consolidated Financial Statements as at and for the Year Ended 31 December 2024

(Amounts expressed in Turkish Lira ("TRY") in terms of the purchasing power of TRY as of 31 December 2024, unless otherwise stated.)

NOTE 8 – RELATED PARTY DISCLOSURES (Continued)

As of 31 December 2024 and 2023, short-term other receivables from related parties are as follows:

	31 December 2024	31 December 2023
MED Enerji A.Ş.	236,934,664	5,748,943
Nef Vakfı Spor Kulübü Derneği	53,252,315	15,943,895
ERTM Gayrimenkul A.Ş.	44,895,138	-
S.S. Güçlü Girişimciler	27,421,996	-
TMR İşletme Turizm	25,793,231	-
Nef 12 East 37Th LLC.	14,089,320	-
Bte Kağıthane Gayrimenkul Yatırımları ve Tic.A.Ş.	12,302,899	-
Erkan Erdem	10,931,722	-
Timur Holding A.Ş.	4,334,478	-
Deem Dekorasyon	3,637,132	-
Musa Timur	3,283,032	1,709,491
ENG Enerji Yatırım A.Ş.	2,395,489	23,423,281
Ela Timur	1,519,248	-
Molecule Koruyucu Sağlık Ürünleri San. Tic. A.Ş.	852,724	10,948,548
Erden Timur	-	23,433,405
Other	43,514,731	26,227,379
	485,158,119	107,434,942

As of 31 December 2024 and 2023, short-term trade payables to related parties are as follows:

Short term trade payables

	31 December 2024	31 December 2023
EF Arsa ve Yapı Ticaret A.Ş.	11,516,459	61,850,468
EE Elektrik Enerjisi Toptan Satış A.Ş.	2,049,718	13,288,191
EE Gayrimenkul ve Ticaret A.Ş.	3,591,869	-
	17,158,046	75,138,659

As of 31 December 2024 and 2023 short-term other payables to related parties are as follows:

Other payables to related parties – short term

	31 December 2024	31 December 2023
Erden Timur	135,438,825	-
Emine Timur	24,428,351	16,910,590
Liabilities to non-controlling interests	-	56,424,790
Timur Holding A.Ş.	-	6,897,079
EE Gayrimenkul ve Ticaret A.Ş.	-	6,981,288
Other	6,398,472	24,594,460
	166,265,648	111,808,207

Notes to the Consolidated Financial Statements as at and for the Year Ended 31 December 2024

(Amounts expressed in Turkish Lira ("TRY") in terms of the purchasing power of TRY as of 31 December 2024, unless otherwise stated.)

NOTE 8 – RELATED PARTY DISCLOSURES (Continued)

Other payables to related parties – long term

	31 December 2024	31 December 2023
Liabilities to non-controlling interests	455,485,910	612,639,334
	455,485,910	612,639,334

Compensation to key management

As of 31 December 2024 and 2023, the total amount of salaries and other benefits provided to the Group's Board of Directors' chairman and members, as well as senior executives such as the CEO and deputy CEOs, are as follows:

	31 December 2024	31 December 2023
Short-term benefits (wages and bonuses)	6,683,852	7,153,281
	6,683,852	7,153,281

Related party transactions

The transactions of the Group with related parties for the year ended 31 December 2024 and 2023 are listed below:

2024	Finance income	General administrative expenses	Finance cost
Med Enerji	55,700,185	-	45,151,835
ENG Enerji A.Ş.	10,736,670	-	6,870,884
Musa Timur	5,429,712	-	70,360,337
Timur Holding	4,596,488	-	-
Molecule	692,921	-	-
Proje Asist	373,619	-	-
Central	81,286	-	-
EE Gayrimenkul	57,477	-	-
İstanbul Global Gayrimenkul ve Ticaret A.Ş.	10,162	-	-
RDN Gayrimenkul	5,051	-	-
Total	77,683,571	-	122,383,056

Notes to the Consolidated Financial Statements as at and for the Year Ended 31 December 2024

(Amounts expressed in Turkish Lira ("TRY") in terms of the purchasing power of TRY as of 31 December 2024, unless otherwise stated.)

NOTE 8 – RELATED PARTY DISCLOSURES (Continued)

2023	Finance income	General administrative expenses	Finance cost
Med Enerji	4,799,472	-	-
İstanbul Global Gayrimenkul ve Ticaret A.Ş.	82,268	-	-
Beşpınar	31,915	-	-
TMR İşletme	26,429	1,459,034	-
Nef Vakfı	-	13,949,387	-
ENG Enerji A.Ş.	-	2,873,510	-
S.S. Güçlü Girişimci Konut Yapı.	-	2,364,517	-
Timur Holding	-	952,773	-
Molecule	-	714,802	-
EE Gayrimenkul	-	-	380,330
EE Elektrik	-	4,559,754	-
Nef Arsa	-	52,116,425	-
Other	430,021	-	-
Total	5,370,105	78,990,202	380,330

NOTE 9 - TRADE RECEIVABLES AND PAYABLES

Short-term trade receivables

As of 31 December 2024 and 2023, the Group's short-term trade receivables comprised the following:

	31 December 2024	31 December 2023
Trade receivables	1,492,735,782	1,312,176,089
Notes receivables	3,370,228,291	3,288,826,824
Doubtful receivables	23,019,767	33,235,657
Allowance for doubtful receivables (-)	(23,019,767)	(33,235,657)
	4,862,964,073	4,601,002,913

As of 31 December 2024 and 2023, the Group's movement table of doubtful receivables comprised the following:

	2024	2023
Balance at the beginning of the period	33,235,657	47,012,797
Provisions made during the period	-	4,703,785
Monetary gain/loss	(10,215,890)	(18,480,925)
Balance at the end of the period	23,019,767	33,235,657

Notes to the Consolidated Financial Statements as at and for the Year Ended 31 December 2024

(Amounts expressed in Turkish Lira ("TRY") in terms of the purchasing power of TRY as of 31 December 2024, unless otherwise stated.)

NOTE 9 - TRADE RECEIVABLES AND PAYABLES (Continued)

Long-term trade receivables

As of 31 December 2024 and 2023, the Group's long-term trade receivables comprised the following:

	31 December 2024	31 December 2023
Long-term trade receivables	-	334,586,831
	-	334,586,831

Short-term trade payables

As of 31 December 2024 and 2023, the Group's short-term trade payables comprised the following:

	31 December 2024	31 December 2023
Trade payables	818,401,960	1,948,947,998
Note payables	714,879,623	1,191,981,378
Other trade payables	1,020,415	3,040,776
	1,534,301,998	3,143,970,152

Long-term trade payables

As of 31 December 2024 and 2023, the Group's long-term trade payables comprised the following:

	31 December 2024	31 December 2023
Long-term trade payables	10,068,445	46,699,494
	10,068,445	46,699,494

NOTE 10 - EMPLOYEE BENEFIT OBLIGATIONS

As of 31 December 2024 and 2023, the Group's employee benefit obligations comprised the following:

	31 December 2024	31 December 2023
Social security premiums payable	10,194,784	44,751,071
Payables to personnel	10,881,190	8,581,579
	21,075,974	53,332,650

Notes to the Consolidated Financial Statements as at and for the Year Ended 31 December 2024

(Amounts expressed in Turkish Lira ("TRY") in terms of the purchasing power of TRY as of 31 December 2024, unless otherwise stated.)

NOTE 11 - OTHER RECEIVABLES AND PAYABLES

Other short-term receivables

As of 31 December 2024 and 2023, other short-term receivables comprised the following:

	31 December 2024	31 December 2023
Advance paid for land	218,940,051	124,768,850
Receivables from site managements	87,849,442	78,432,465
Deposits and guarantees given	12,762,206	10,871,469
Receivable from municipality	6,934,699	41,275,022
Stamp duties, land registries and subscriptions	4,662,869	16,482,380
Receivables from tax office	42,239	14,963,455
Other	17,189,326	46,473,694
	348,380,832	333,267,335

Other short-term payables

As of 31 December 2024 and 2023, other short-term payables comprised the following:

	31 December 2024	31 December 2023
Land and real estate advisory services	394,597,887	194,148,262
Overdue, deferred, or installment-based payables	209,324,430	364,818,215
Taxes and funds payable	57,058,715	72,851,123
Payables to site managements	38,030,856	12,400,568
Deposits and guarantees received	25,930,815	343,015,788
Other (*)	64,319,463	67,824,011
	789,262,166	1,055,057,967

(*) Other payables consist of the title deed subscription and residence fees to be paid to the relevant institutions.

Other long-term payables

As of 31 December 2024 and 2023, other long-term payables comprised the following:

	31 December 2024	31 December 2023
Deposits and guarantees received	36,540,249	127,958,890
Debts arising from the acquisition of Bebek Turizm	8,345,535	8,345,535
	44,885,784	136,304,425

Notes to the Consolidated Financial Statements as at and for the Year Ended 31 December 2024

(Amounts expressed in Turkish Lira ("TRY") in terms of the purchasing power of TRY as of 31 December 2024, unless otherwise stated.)

NOTE 12 - INVESTMENT PROPERTIES

As of 31 December 2024 and 2023, investment properties comprised the following:

	31 December 2024	31 December 2023
Investment properties - lands	16,612,390,000	18,692,279,180
Investment properties	12,968,052,388	12,648,926,524
	29,580,442,388	31,341,205,704

As of 31 December 2024 and 2023, movements of investment property comprised the following:

	2024	2023
1 January	31,341,205,704	28,986,930,793
Addition	13,799,646	-
Changes in fair value (Note 26)	1,560,936,591	2,282,223,820
Transfers	-	129,848,196
Disposals	(3,335,499,553)	(57,797,105)
31 December	29,580,442,388	31,341,205,704

The following tables show fair values of investment properties including their levels in the fair value hierarchy:

31 December 2024	Level 1	Level 2	Level 3	Total
Investment properties	-	29,580,442,388	-	29,580,442,388
31 December 2023	Level 1	Level 2	Level 3	Total
Investment properties	-	31,341,205,704	-	31,341,205,704

Fair values of active investment properties as of 31 December 2024 and 2023 are following:

	31 December 2024		31 December 2023	
	Appraisal report date	Fair value	Appraisal report date	Fair value
Gölköy: 3 parcels of land	31 Dec 2024	12,385,940,000	31 Dec 2023	13,538,397,396
Bebeköy project	5 Feb 2025	4,627,106,000	15 March 2024	4,613,464,824
TT Bodrum 828-5	31 Dec 2024	4,614,520,995	15 Dec 2023	5,053,257,000
TT Bodrum 819-5	31 Dec 2024	3,909,959,005	15 Dec 2024	1,180,873,971
Konya Meram land	31 Dec 2024	2,666,115,000	4 Jan 2024	2,220,545,504
Nef 05 Kağıthane	31 Dec 2024	657,341,388	4 Jan 2024	568,852,359
Ankara Beynam	31 Dec 2024	427,660,000	25 Jan 2024	391,779,015
Orhaneli	31 Dec 2024	128,940,000	25 Dec 2023	202,216,907
NEF 163	31 Dec 2024	48,050,000	4 Jan 2024	153,489,072
İstanbul Maltepe land	31 Dec 2024	46,955,000	4 Jan 2024	39,386,529
Nef 04 Kemerburgaz	31 Dec 2024	20,800,000	4 Jan 2024	24,573,267
Altower independent units	31 Dec 2024	19,440,000	4 Jan 2024	19,433,383
Sarıyer land	31 Dec 2024	18,490,000	4 Jan 2024	20,415,158
Nef 9 Seyrantepe	31 Dec 2024	13,275,000	4 Jan 2024	136,539,004
Nef 22 Ataköy	31 Dec 2024	12,745,000	4 Jan 2024	12,344,385
Nef Kağıthane 11	31 Dec 2024	5,645,000	11 Jan 2024	6,063,910
Nef 03- APANEF	-	-	4 Jan 2024	2,035,765,758
Sütlüce	-	-	4 Jan 2024	1,123,808,262
		29,580,442,388		31,341,205,704

Notes to the Consolidated Financial Statements as at and for the Year Ended 31 December 2024

(Amounts expressed in Turkish Lira ("TRY") in terms of the purchasing power of TRY as of 31 December 2024, unless otherwise stated.)

NOTE 12 - INVESTMENT PROPERTIES (Continued)

Discount rates used in calculation fair value of investment properties following:

	Discount Rates	
	31 December 2024	31 December 2023
TT Bodrum (828-5 ve 819-5)	25%	25%
Nef 05 Kağıthane	27%	25%
Bebeköy Project	12%	13%
Gölköy: 3 parcels of land	25%	25%
Konya Meram land	27%	25%
Sütlüce	-	25%

The Comparable Sales Method and the Discounted Cash Flow (DCF) Method were used to measure the fair value of investment properties.

As of 31 December 2024, investment properties held by the Group are subject to mortgages amounting to TRY 3,630,919,327 and USD 173,000,000 (31 December 2023: TRY 3,446,828,604 and EUR 98,900,000).

NOTE 13 - INVENTORIES

Short-term inventories

As of 31 December 2024 and 2023, short-term inventories comprised the following:

	31 December 2024	31 December 2023
Nef Arsa Sakarya	4,686,702,348	4,682,387,886
Nef Yalıkavak	1,602,584,427	1,497,974,528
Nef Arsa Beynam	1,578,892,142	1,634,536,902
914 Nef Arsa Ayvacık	1,352,684,046	1,347,144,066
Nef Sapanca	1,066,178,337	984,074,146
Nef Balıkesir	966,783,567	966,783,567
Nef Arsa Ayvacık Babadere	800,467,245	795,600,733
Nef Ayvacık Uluköy	764,965,244	764,871,948
Nef City 82	592,310,461	592,310,461
Nef Arsa Lüleburgaz	541,747,583	581,461,505
Nef Çanakkale	531,567,610	526,453,548
NEF Arsa Bayramiç	448,670,205	438,967,744
Nef 22 Ataköy	404,604,523	426,729,889
NEF Çekmeköy	329,238,856	268,497,713
NEF Arsa Bursa Orhaneli	276,223,377	269,729,573
Nef Gölköy	225,441,458	766,004,851
Nef Bahçelievler	145,402,891	146,043,155
Nef Ilgaz	137,908,547	111,691,289
Nef 05 Kağıthane	110,784,424	102,181,852
Nef Beykoz	93,790,673	93,770,428
Nef Arsa Dikili	43,601,276	43,601,276
Nef 19 Sancaktepe	33,799,448	33,627,775
Nef O8 Points	31,732,908	31,732,908
Nef Eskişehir	30,066,619	33,913,924
Nef 98 Point	28,472,847	28,017,286
Nef 04 Points	19,202,109	19,202,109
Nef Arsa İğneada	655,622	655,622
Nef Nakkaştepe	-	332,221,879
Other	255,148,604	217,506,020
	17,099,627,397	17,737,694,582

As of 31 December 2024, the Group has a mortgage of TRY 258,964,545 on its short-term inventories (31 December 2023: TRY 374,203,767).

The Group conducts impairment testing on inventories and has concluded that there is no impairment as of 31 December 2024.

Notes to the Consolidated Financial Statements as at and for the Year Ended 31 December 2024

(Amounts expressed in Turkish Lira ("TRY") in terms of the purchasing power of TRY as of 31 December 2024, unless otherwise stated.)

NOTE 13 - INVENTORIES (Continued)

As of 31 December 2024 and 2023, long-term inventories comprised the following:

	31 December 2024	31 December 2023
Nef Kandilli	4,075,732,720	3,818,571,712
	4,075,732,720	3,818,571,712

NOTE 14 - INVESTMENTS ACCOUNTED THROUGH THE EQUITY METHOD

For the years ended 31 December 2024 and 2023, the Group's shares from the equity accounted investees which are recognized in profit or loss are as follows:

	31 December 2024	31 December 2023
Timur Karlitepe	71,724,412	-
HT Gayrimenkul	3,346,932	2,272,837
	75,071,344	2,272,837

For the years ended 31 December 2024 and 2023, the Group's shares from the investments accounted for using the equity method which are recognized in profit or loss are as follows:

	31 December 2024	31 December 2023
Timur Karlitepe	71,724,412	-
HT Gayrimenkul	1,074,095	(178,295)
	72,798,507	(178,295)

The financial information of the Company's subsidiaries as of 31 December 2024 and 31 December 2023 for the year ended is summarized in the tables below:

	31 December 2024	31 December 2023
Non-current assets	7,421,665	7,962,293
Current assets	189,020,113	54,380,048
Short-term liabilities	39,710,975	57,796,667
Long-term liabilities	6,588,115	-
Net assets	150,142,688	4,545,674
The Group's share in net assets	75,071,344	2,272,837
Net loss for the year	145,597,014	(356,590)
The Group's share in gain/(loss) for the year	72,798,507	(178,295)

Notes to the Consolidated Financial Statements as at and for the Year Ended 31 December 2024

(Amounts expressed in Turkish Lira ("TRY") in terms of the purchasing power of TRY as of 31 December 2024, unless otherwise stated.)

NOTE 15 - PREPAYMENTS AND DEFERRED INCOME

As of 31 December 2024 and 2023, short-term prepayments comprised the following:

	31 December 2024	31 December 2023
Advances given for lands	2,218,567,772	2,720,627,237
Prepaid expenses	286,937,221	39,610,148
Job advances	5,345,518	22,964,507
Advances given to subcontractors	-	113,869,249
	2,510,850,511	2,897,071,141

As of 31 December 2024 and 2023, long-term prepayments comprised the following:

	31 December 2024	31 December 2023
Advances given for lands	2,508,018,011	2,678,421,362
Prepaid expenses	22,761,399	835,393,342
	2,530,779,410	3,513,814,704

As of 31 December 2024 and 2023, short-term deferred income comprised the following:

	31 December 2024	31 December 2023
Advance received for sales of residence (*) (***)	15,777,785,910	10,931,836,380
Deferred income	7,650,610	7,650,610
	15,785,436,520	10,939,486,990

As of 31 December 2024 and 2023, long-term deferred income comprised the following:

	31 December 2024	31 December 2023
Advance received for sales of residence (**)	5,275,991,030	9,863,859,979
Deferred income	248,293,011	56,522,930
	5,524,284,041	9,920,382,909

(*) Advances received consist of deferred income which refers to Group's net sales after delivery of the residential units and lands.

(**) The related advances consist of long-term sponsorship payments.

(***) As of December 31, 2024, advances received amounting to TRY 3,708,473,779 (December 31, 2023: TRY 3,494,647,991) consist of advances received from customers for the Nef Lüleburgaz and Nef Assos land plots. The Group, under land purchase commitment agreements signed with third parties, anticipates the transfer of land titles to the Group within 2025 and the recognition of the related assets as inventories. These agreements have been executed through Erden Timur, and the land titles will be registered in the Group's name upon the completion of the final payments. Considering the advances received from customers as of December 31, 2024, and the land acquisitions to be completed through payments in 2025, the Group does not have any onerous contracts within the scope of TAS 37 Provisions, Contingent Liabilities, and Contingent Assets.

Notes to the Consolidated Financial Statements as at and for the Year Ended 31 December 2024

(Amounts expressed in Turkish Lira ("TRY") in terms of the purchasing power of TRY as of 31 December 2024, unless otherwise stated.)

NOTE 16 - PROPERTY AND EQUIPMENT

As of 31 December 2024, the movement table of property and equipment comprised the following:

	Land and buildings	Machinery and equipment	Furniture and fixtures	Leasehold improvements	Total
Cost as of 1 January 2024	332,507,533	54,041,333	153,074,880	99,103,489	638,727,235
Additions	-	3,633,496	2,742,850	-	6,376,346
Disposals	(324,396,011)	-	-	-	(324,396,011)
31 December 2024	8,111,522	57,674,829	155,817,730	99,103,489	320,707,570
Accumulated depreciation as of 1 January 2024	106,780,651	26,617,288	54,840,175	41,049,309	229,287,423
Accumulated depreciation for the period	10,238,494	7,404,411	9,217,467	4,732,644	31,593,016
Disposals	(116,063,408)	-	-	-	(116,063,408)
31 December 2024	955,737	34,021,699	64,057,642	45,781,953	144,817,031
Net carrying value as of 1 January 2024	225,726,882	27,424,045	98,234,705	58,054,180	409,439,812
Net carrying value as of 31 December 2024	7,155,785	23,653,130	91,760,088	53,321,536	175,890,539

As of 31 December 2023, the movement table of property and equipment comprised the following:

	Land and buildings	Machinery and equipment	Furniture and fixtures	Leasehold improvements	Total
Cost as of 1 January 2023	332,507,533	39,966,112	139,071,609	70,820,815	582,366,069
Additions	-	14,075,221	14,003,271	28,282,674	56,361,166
31 December 2023	332,507,533	54,041,333	153,074,880	99,103,489	638,727,235
Accumulated depreciation as of 1 January 2023	98,990,367	23,604,406	46,663,534	33,967,227	203,225,534
Accumulated depreciation for the period	7,790,284	3,012,882	8,176,641	7,082,082	26,061,889
31 December 2023	106,780,651	26,617,288	54,840,175	41,049,309	229,287,423
Net carrying value as of 1 January 2023	233,517,166	16,361,706	92,408,075	36,853,588	379,140,535
Net carrying value as of 31 December 2023	225,726,882	27,424,045	98,234,705	58,054,180	409,439,812

In the current period, depreciation expenses are included in general administrative expenses.

There are no borrowing costs capitalized from ongoing constructions in the current period,
(31 December 2023: no borrowing costs capitalized from ongoing constructions in the recent period).

As of 31 December 2024, insurance coverage on property and equipment amounted to TRY 30,000,000
(31 December 2023: TRY 37,420,377).

Notes to the Consolidated Financial Statements as at and for the Year Ended 31 December 2024

(Amounts expressed in Turkish Lira ("TRY") in terms of the purchasing power of TRY as of 31 December 2024, unless otherwise stated.)

NOTE 17 - INTANGIBLE ASSETS

The movement table of intangible assets for the period ending 31 December 2024 is as follows:

	Rights and Software	Research and Development Expenses	Total
Cost			
1 January 2024	66,041,407	95,265,000	161,306,407
Additions/Disposals	1,045,259	(95,265,000)	(94,219,741)
31 December 2024	67,086,666	-	67,086,666
Accumulated Depreciation			
1 January 2024	52,833,126	-	52,833,126
Accumulated depreciation for the period	1,377,933	-	1,377,933
31 December 2024	54,211,059	-	54,211,059
Net carrying value as of 31 December 2024	12,875,607	-	12,875,607

The movement table of intangible assets for the period ending 31 December 2023 is as follows:

	Rights and Software	Research and Development Expenses	Total
Cost			
1 January 2023	66,041,407	95,265,000	161,306,407
Additions/Disposals	-	-	-
31 December 2023	66,041,407	95,265,000	161,306,407
Accumulated Depreciation			
1 January 2023	48,454,154	-	48,454,154
Accumulated depreciation for the period	4,378,972	-	4,378,972
31 December 2023	52,833,126	-	52,833,126
Net carrying value as of 31 December 2023	13,208,281	95,265,000	108,473,281

NOTE 18 - PROVISIONS, CONTINGENT ASSETS AND LIABILITIES

As of 31 December 2024 and 2023, provisions comprised of:

Short-term provisions

	31 December 2024	31 December 2023
Short-term employee benefit provisions (Note 20)	8,500,169	17,586,027
Other short-term provisions	691,425	998,271
	9,191,594	18,584,298

Notes to the Consolidated Financial Statements as at and for the Year Ended 31 December 2024

(Amounts expressed in Turkish Lira ("TRY") in terms of the purchasing power of TRY as of 31 December 2024, unless otherwise stated.)

NOTE 18 - PROVISIONS, CONTINGENT ASSETS AND LIABILITIES (Continued)

Long-term provisions

	31 December 2024	31 December 2023
Long-term employee benefit provisions (Note 20)	5,548,465	7,372,851
	5,548,465	7,372,851

Other short term provisions

	31 December 2024	31 December 2023
Lawsuit provisions	691,425	998,271
	691,425	998,271

NOTE 19 - COMMITMENTS

Commitments and obligations

As at 31 December 2024 and 2023, the Group's guarantee, pledge and mortgage ("GPM") position are as follows:

31 December 2024 TRY Equivalent	TRY	USD	EUR
A. GPMs given on behalf of the Group's legal personality	2,867,274,689	2,124,000	76,000,000
Guarantee (*)	-	-	-
Pledge	74,814,289	2,124,000	-
Mortgage (**)	2,792,460,400	-	76,000,000
B. GPMs given in favor of subsidiaries included in full consolidation	-	-	-
Guarantee	-	-	-
Pledge	-	-	-
Mortgage	-	-	-
C. GPMs given by the Group for the liabilities of 3rd parties in order to run ordinary course of business	-	-	-
Guarantee	-	-	-
Pledge	-	-	-
Mortgage	-	-	-
D. Other GPM's	-	-	-
i. GPM's given in favor of parent company	-	-	-
Guarantee	-	-	-
Pledge	-	-	-
Mortgage	-	-	-
ii. GPMs given in favor of the Group companies not in the scope of B and C above	-	-	-
Guarantee	-	-	-
Pledge	-	-	-
Mortgage	-	-	-
iii. GPMs given in favor of third party companies not in the scope of C above	-	-	-
Guarantee	-	-	-
Pledge	-	-	-
Mortgage	-	-	-

(*) As of 31 December 2024, the total amount of collateral bills given by the Group consists of TRY 147 million and USD 2,124,000 of collateral given to banks in return for financial borrowing.

(**) There are mortgages amounting to TRY 3,630,919,327 and EUR 173,000,000 on the projects for loans and borrowings obtained.

Notes to the Consolidated Financial Statements as at and for the Year Ended 31 December 2024

(Amounts expressed in Turkish Lira ("TRY") in terms of the purchasing power of TRY as of 31 December 2024, unless otherwise stated.)

NOTE 19 – COMMITMENTS (Continued)

31 December 2023 TRY Equivalent	TRY	USD	EUR
A. GPMSs given on behalf of the Group's legal personality	4,902,534,697	8,536,113	142,790,605
Guarantee (*)	251,287,811	8,536,113	-
Pledge	-	-	-
Mortgage (**)	4,651,246,886	-	142,790,605
B. GPMSs given in favor of subsidiaries included in full consolidation	-	-	-
Guarantee	-	-	-
Pledge	-	-	-
Mortgage	-	-	-
C. GPMs given by the Group for the liabilities of 3rd parties in order to run ordinary course of business	-	-	-
Guarantee	-	-	-
Pledge	-	-	-
Mortgage	-	-	-
D. Other GPM's	-	-	-
i. GPM's given in favor of parent company	-	-	-
Guarantee	-	-	-
Pledge	-	-	-
Mortgage	-	-	-
ii. GPMs given in favor of the Group companies not in the scope of B and C above	-	-	-
Guarantee	-	-	-
Pledge	-	-	-
Mortgage	-	-	-
iii. GPMs given in favor of third party companies not in the scope of C above	-	-	-
Guarantee	-	-	-
Pledge	-	-	-
Mortgage	-	-	-

(*) As of 31 December 2023, the total amount of collateral bills given by the Group consists of TRY 2,801,234,001 and USD 5,912,305 of collateral given to banks in return for financial borrowing.

(**) There are mortgages amounting to TRY 3,446,828,604 and EUR 98,900,000 on the projects for loans and borrowings obtained.

NOTE 20 – EMPLOYEE BENEFITS

Provision for Employee Termination Benefits

In accordance with the current social legislation in Turkey, companies are required to make lump-sum payments to employees whose employment is ended due to retirement or for reasons other than resignation or misconduct. The amount of compensation is equal to one month's salary for each year of service and this amount is limited with TRY 41,828.42 as at 31 December 2024 (31 December 2023: TRY 23,489.83). The liability is not funded and accordingly there are no plan assets for the defined benefits as there is no funding requirement.

Based on the Group's experience, severance pay liability is calculated and recognized considering the estimated net value of the future probable obligations by discounting such of future obligations based on interest rates of government bonds which are effective at end of each reporting period. For the years ended 31 December 2024 and 2023, movements of defined benefit obligation are as follows:

	2024	2023
1 January	7,372,851	16,446,108
Service cost	2,992,155	10,523,077
Interest cost	1,783,224	2,340,241
Actuarial difference	10,189,013	(4,474,290)
Paid severance indemnities	(14,457,213)	(8,467,884)
Monetary gain/loss	(2,331,565)	(8,994,401)
31 December	5,548,465	7,372,851

Notes to the Consolidated Financial Statements as at and for the Year Ended 31 December 2024

(Amounts expressed in Turkish Lira ("TRY") in terms of the purchasing power of TRY as of 31 December 2024, unless otherwise stated.)

NOTE 20 – EMPLOYEE BENEFITS (Continued)

Actuarial difference arises due to the change in interest rates and expected increase in salaries. Additionally, actuarial difference is affected due to defined benefits paid to employees that quits before retirement date contrary to the assumption made that employment end date is to be retirement date. Actuarial difference is recognized in other comprehensive income.

	31 December 2024	31 December 2023
Provision for unused vacation	8,500,169	17,586,027
	8,500,169	17,586,027

As of 31 December, movements of provision for unused vacation are as follows:

	2024	2023
1 January	17,586,027	6,540,914
Current year change	(3,680,311)	1,032,779
Monetary gain/loss	(5,405,547)	10,012,334
31 December	8,500,169	17,586,027

NOTE 21 - OTHER ASSETS AND LIABILITIES

As of 31 December 2024 and 2023, other current assets comprised the following:

	31 December 2024	31 December 2023
Deferred value added tax ("VAT")	117,229,480	534,265,782
Other	33,889,791	54,051,907
	151,119,271	588,317,689

As of 31 December 2024 and 2023, other non-current assets comprised the following:

	31 December 2024	31 December 2023
Paintings	243,361,899	243,361,889
Deferred value added tax ("VAT")	-	8,840,660
Other	4,196,402	5,270,388
	247,558,301	257,472,937

Notes to the Consolidated Financial Statements as at and for the Year Ended 31 December 2024

(Amounts expressed in Turkish Lira ("TRY") in terms of the purchasing power of TRY as of 31 December 2024, unless otherwise stated.)

NOTE 21 - OTHER ASSETS AND LIABILITIES (Continued)

As of 31 December 2024 and 2023, other short-term liabilities comprised the following:

Short-term

	31 December 2024	31 December 2023
Accrued expenses	16,101,002	74,967,889
	16,101,002	74,967,889

NOTE 22 - SHARE CAPITAL, RESERVES AND OTHER EQUITY ITEMS

Capital

The Company's approved and issued capital consists of TRY 10,595,002 (31 December 2023: TRY 10,595,002) shares each with a registered face value of TRY 100.

As of 31 December 2024 and 2023, paid in capital comprised the following:

	31 December 2024		31 December 2023	
	TRY	Share %	TRY	Share %
Erden Timur	1,059,500,175	100	1,048,905,173	99
Musa Timur	-	-	10,595,002	1
Nominal paid-in capital	1,059,500,175	100	1,059,500,175	100
Capital adjustment differences	4,186,461,533		4,186,461,533	
Adjusted capital	5,245,961,708		5,245,961,708	

Restricted reserves allocated from profits

The legal reserves comprised first and second reserves, appropriated in accordance with the Turkish Commercial Code. The code stipulates that the first legal reserve is appropriated out of statutory profits at the rate of 5 percentage per annum, until the total reserve reaches 20 percentage of the Company's paid-in share capital. In case of a profit distribution in accordance with statutory records, second level legal reserves are set aside by rate of 1/11 for all cash distribution exceeding 5 percentage of the share capital. The legal reserves can be used only to offset losses and are not available for any other usage unless they exceed 50 percentage of paid-in-capital. As at 31 December 2024, the Group's legal reserves amounted to TRY 3,830,636. (31 December 2023: TRY 3,830,636).

Other comprehensive gains or losses non-classified as income or expense

As a result of the adoption of TAS 19, all actuarial differences are recognized immediately in other comprehensive income.

Notes to the Consolidated Financial Statements as at and for the Year Ended 31 December 2024

(Amounts expressed in Turkish Lira ("TRY") in terms of the purchasing power of TRY as of 31 December 2024, unless otherwise stated.)

NOTE 22 - SHARE CAPITAL, RESERVES AND OTHER EQUITY ITEMS (Continued)

Defined benefit pension plan remeasurement gain/loss

As of 31 December 2024 remeasurement of benefit pension plan/loss comprise actuarial gains or losses that have been accounted as other comprehensive income regarding provision for employee termination benefits amounted TRY 11,647,239. (31 December 2023: TRY 4,005,479).

Non-controlling interests

The non-controlling share in the net assets and results of subsidiaries for the year are separately classified as "non-controlling interest" in the consolidated statements of financial position and consolidated statements of profit or loss. As of 31 December 2024, the amount of TRY 6,059,658,346 is classified as "non-controlling interest" in statement of financial position (31 December 2023: TRY 6,141,544,588).

NOTE 23 - REVENUE AND COST OF SALES

	1 January – 31 December 2024	1 January – 31 December 2023
Land sales (**)	2,074,622,032	1,813,395,551
Residence and office sales (*)	1,200,079,110	323,508,643
Rent income	41,361,961	85,738,461
Other revenue	398,762,633	88,259,772
Sales returns (-)	(70,643,366)	(101,263,295)
Revenue	3,644,182,370	2,209,639,132
Cost of sales (-)	(2,010,823,137)	(1,848,144,898)
Gross profit	1,633,359,233	361,494,234

(*) As of December 31, 2024, the revenues from residential and office sales are derived from the sales delivered in the Sapanca, Yalıkavak, Ataköy and Lüleburgaz projects. As of 31 December 2023, the income from the residential and office sales consists of Hirfanlı, Gölköy, Çekmeköy, Bahçelievler and Basın Ekspres,

(**) Land sales consist of sales revenues of the newly established Nef Arsa brand, In this context, land sales mainly consist of Nef Nakkaştepe, Nef Gölköy, Nef Çanakkale Biga, Nef Eskişehir and Nef Ilgaz.

NOTE 24 – GENERAL ADMINISTRATIVE SELLING AND MARKET EXPENSES

	1 January – 31 December 2024	1 January – 31 December 2023
Selling and marketing expenses	(294,215,984)	(676,170,869)
General administrative expenses	(531,549,961)	(624,775,665)
	(825,765,945)	(1,300,946,534)

Notes to the Consolidated Financial Statements as at and for the Year Ended 31 December 2024

(Amounts expressed in Turkish Lira ("TRY") in terms of the purchasing power of TRY as of 31 December 2024, unless otherwise stated.)

NOTE 24 – GENERAL ADMINISTRATIVE SELLING AND MARKET EXPENSES (Continued)

General administrative expenses

General administrative expenses for the years ended 31 December 2024 and 2023 are as follows:

	1 January – 31 December 2024	1 January – 31 December 2023
Personnel expenses	(230,240,790)	(209,428,237)
Taxes, duties and charges	(90,999,925)	(69,135,938)
Consulting expenses	(70,168,042)	(130,065,255)
Agency services and commission expenses	(38,946,355)	(51,504,298)
Amortization and depreciation expenses	(32,970,949)	(30,440,861)
Rent expenses	(14,663,517)	(31,966,336)
Hosting expenses	(8,956,372)	(14,822,151)
Fuel, energy and water expenses	(8,321,697)	(12,205,120)
Travelling and accommodation expenses	(7,941,231)	(26,858,379)
Insurance expenses	(3,015,346)	(2,797,737)
Communication and stationery expenses	(1,813,663)	(2,137,255)
Maintenance and repair expenses	(1,695,547)	(6,396,508)
Post, cargo, dispatch and transport expenses	(428,075)	(1,006,320)
Other	(21,388,452)	(36,011,270)
	(531,549,961)	(624,775,665)

Sales and marketing expenses

Sales and marketing expenses for the years ended 31 December 2024 and 2023 are as follows:

	1 January – 31 December 2024	1 January – 31 December 2023
Advertising, promotion and exhibition expenses	(97,734,829)	(212,280,617)
Agency services and commission expenses	(83,247,435)	(307,060,705)
Rent expenses	(55,275,890)	(16,992,711)
Personnel expenses	(37,970,949)	(21,643,777)
Hosting expenses	(10,624,975)	(77,606,295)
Consulting expenses	(2,172,004)	(6,063,791)
Communication and stationery expenses	(1,623,782)	(3,632,277)
Taxes, duties and charges	(638,668)	(3,119,656)
Maintenance and repair expenses	(543,016)	(7,646,516)
Other	(4,384,436)	(20,124,524)
	(294,215,984)	(676,170,869)

Notes to the Consolidated Financial Statements as at and for the Year Ended 31 December 2024

(Amounts expressed in Turkish Lira ("TRY") in terms of the purchasing power of TRY as of 31 December 2024, unless otherwise stated.)

NOTE 25 – EXPENSES BY NATURE

Expenses by nature for the years ended 31 December 2024 and 2023 are as follows:

	1 January – 31 December 2024	1 January – 31 December 2023
Cost of residential units and offices sold	(2,010,823,137)	(1,848,144,898)
Personnel expenses	(268,211,739)	(231,072,014)
Agency services and commission expenses	(122,193,790)	(358,565,004)
Advertising, promotion and exhibition expenses	(97,734,829)	(212,280,617)
Taxes, duties and charges	(91,638,593)	(72,255,593)
Consulting expenses	(72,340,046)	(136,129,046)
Rent expenses	(69,939,407)	(48,959,048)
Amortization and depreciation expense	(32,970,949)	(30,440,861)
Hosting expenses	(19,581,347)	(92,428,447)
Fuel, energy, and water expenses	(8,321,697)	(12,205,120)
Travelling and accommodation expenses	(7,941,231)	(26,858,379)
Communication and stationery expenses	(3,437,445)	(5,769,532)
Insurance expenses	(3,015,346)	(2,797,737)
Maintenance and repair expenses	(2,238,563)	(14,043,024)
Post, cargo, dispatch and transport expenses	(428,075)	(1,006,320)
Other	(25,772,888)	(56,135,792)
	(2,836,589,082)	(3,149,091,432)

NOTE 26 - OTHER OPERATING INCOME AND EXPENSES

Other operating incomes for the years ended 31 December 2024 and 2023 are as follows:

Other operating income

	1 January – 31 December 2024	1 January – 31 December 2023
Increase in value on investment properties (Note 12)	3,307,480,589	2,282,223,820
Gain on Sale of Investment Properties (*)	1,376,189,959	-
Other	-	105,364,298
	4,683,670,548	2,387,588,118

Other operating expenses

	1 January – 31 December 2024	1 January – 31 December 2023
Decrease in value on investment properties (Note 12)	(1,746,543,998)	-
Loss from sale of investment properties (**)	(1,312,359,363)	(120,942,753)
Doubtful trade receivable and other allowance expense	(581,332,313)	(4,703,785)
Foreign Exchange Loss	(413,465,288)	(252,055,564)
Unused VAT	(214,144,949)	(230,295,087)
Loss on sale of fixed assets	(112,563,408)	-
After sales expenses	(54,052,189)	(117,975,521)
Other	(94,864,530)	(7,487,566)
	(4,529,326,038)	(733,460,276)

(*) The gain on the sale of investment property is related to the Sütlüce project, which was delivered in 2024.

(**) The loss on the sale of investment property relates to the Apa Nef project, which was completed in 2024.

Notes to the Consolidated Financial Statements as at and for the Year Ended 31 December 2024

(Amounts expressed in Turkish Lira ("TRY") in terms of the purchasing power of TRY as of 31 December 2024, unless otherwise stated.)

NOTE 27- INCOME AND EXPENSE FROM INVESTING ACTIVITIES

Financial income and expense for the year ended 31 December 2024 and 2023 are as follows:

Financial income

	1 January – 31 December 2024	1 January – 31 December 2023
Interest income	432,620,204	7,506,698
Other	787,201	-
	433,407,405	7,506,698

Financial expenses

	1 January – 31 December 2024	1 January – 31 December 2023
Interest expenses	(441,976,322)	(271,130,158)
Foreign exchange difference expenses	(59,074,185)	(47,034,490)
Loan issue and other various expenses	(66,062,358)	(70,719,179)
	(567,112,865)	(388,883,827)

NOTE 28 - INCOME TAX (DEFERRED TAX ASSETS AND LIABILITIES INCLUDED)

The corporation tax rate is 25% in Turkey (December 31, 2023: 25%). Corporation tax rate is applied to net income of the companies after adjusting for certain disallowable expenses, exempt income and allowances. Corporate tax rate is applied to tax base balance which is calculated with addition of disallowable expenses to income for period and deduction of exception to that balance. According to the Corporate Tax Law, earnings from sales of affiliates and real estate owned for at least two years tax if 75 percent is recorded in equity accounts within five years from the date of sale is subject to exception. In addition, the same law has impacted and changed Corporate Tax Law No. 5520. 75 percent exemption for gains arising from the sale of immovables in its assets for at least two years, will be applied 50 percent. The remaining 25 percent is subject to corporate tax, According to the Turkish Tax Legislation, losses are to be deducted from the future corporate income for five years. However, losses cannot be carried retrospectively.

In Turkey, there is no practice of reaching an agreement with the tax administration regarding the taxes to be paid. Corporate tax is submitted within four months following the end of the accounting period. Authorities can inspect corporate tax files and accounting records that are the basis for them and can be reassessed as a result of their findings for the next five years of the accounting period.

Withholding Tax

There is a withholding liability on dividend payment, and this withholding liability is accrued at the time it is made. Earning income through a workplace or its permanent representative in Turkey Dividend payments other than those made to limited taxpayer institutions and institutions residing in Turkey subject to withholding tax at a rate of 15 percent. In the application of withholding tax rates to profit distributions to limited taxpayer institutions and real persons, lukewarm Double Taxation Agreements, withholding rates are also taken into account. Allocating retained earnings to dividend payment is not counted, so it is not subject to withholding tax.

Notes to the Consolidated Financial Statements as at and for the Year Ended 31 December 2024

(Amounts expressed in Turkish Lira ("TRY") in terms of the purchasing power of TRY as of 31 December 2024, unless otherwise stated.)

NOTE 28 - INCOME TAX (DEFERRED TAX ASSETS AND LIABILITIES INCLUDED) (Continued)

Transfer pricing

The transfer pricing provisions are set out under the Article 13 of the Corporate Tax Law under the heading of "disguised profit distribution via transfer pricing". The General Communiqué on disguised profit distribution via transfer pricing dated 18 November 2007 sets out details about the implementation of these provisions. If a taxpayer enters into transactions regarding the sale or purchase of goods and services with related parties, where the prices are not set in accordance with an arm's-length basis, the related profits are considered to be distributed in a disguised manner through transfer pricing. Such disguised profit distributions through transfer pricing are not accepted as a deduction for corporate tax purposes.

Current year taxes for year ended 31 December 2024 and 2023 are as follows:

	31 December 2024	31 December 2023
Corporate tax	2,879,933	8,447,450
	2,879,933	8,447,450

Details of the current year tax expense for year ended 31 December 2024 and 2023 are as follows:

	31 December 2024	31 December 2023
Corporate tax expense	-	(65,619,304)
Deferred tax expense	(913,188,340)	1,538,917,398
Tax expense recognized in (loss)/profit	(913,188,340)	1,473,298,094
Deferred tax recognized in other comprehensive income	2,547,253	(920,051)
	(910,641,087)	1,472,378,043

As of 31 December 2024 and 2023, deferred tax income recognized in other comprehensive income relates to differences in severance pay provisions.

The movement of deferred tax income/(expense) for year is as follows:

	1 January 2024	Current period deferred tax expense	Part of the comprehensive income statement	31 December 2024
Inventories	(637,613,990)	(257,512,379)	-	(895,126,369)
Carry forward tax losses	53,005,139	215,489,532	-	268,494,671
Advance payments	126,654,393	272,004,159	-	398,658,552
Deferred income	441,660,086	(663,377,028)	-	(221,716,942)
Financial liabilities	17,393,927	(11,940,443)	-	5,453,484
Trade receivables	1,700,349	(4,991,980)	-	(3,291,631)
Provision for unused vacation	4,076,239	(1,031,119)	-	3,045,120
Provision for severance pay	1,996,217	(2,938,769)	2,547,253	1,604,701
Allowance for Doubtful Receivables	-	145,333,078	-	145,333,078
Other temporary differences	(26,087,905)	18,644,894	-	(7,443,011)
Financial investment	526,552	1,354,634	-	1,881,186
Investment properties	(4,164,687,811)	(624,222,919)	-	(4,788,910,730)
Tax assets / (liabilities)	(4,181,376,804)	(913,188,340)	2,547,253	(5,092,345,941)

Notes to the Consolidated Financial Statements as at and for the Year Ended 31 December 2024

(Amounts expressed in Turkish Lira ("TRY") in terms of the purchasing power of TRY as of 31 December 2024, unless otherwise stated.)

NOTE 28 - INCOME TAX (DEFERRED TAX ASSETS AND LIABILITIES INCLUDED) (Continued)

	1 January 2023	Current period deferred tax expense	Part of the comprehensive income statement	31 December 2023
Inventories	(1,374,536,971)	736,922,981	-	(637,613,990)
Carry forward tax losses	219,844,334	(166,839,195)	-	53,005,139
Advance payments	509,175,776	(382,521,383)	-	126,654,393
Deferred income	-	441,660,086	-	441,660,086
Financial liabilities	32,957,062	(15,563,135)	-	17,393,927
Trade receivables	7,192,691	(5,492,342)	-	1,700,349
Provision for unused vacation	1,308,182	2,768,057	-	4,076,239
Provision for severance pay	3,289,224	(372,956)	(920,051)	1,996,217
Other temporary differences	470,074,777	(496,162,682)	-	(26,087,905)
Trade payables	214,108	(214,108)	-	-
Financial investment	867,614	(341,062)	-	526,552
Investment properties	(5,589,760,948)	1,425,073,137	-	(4,164,687,811)
Tax assets / (liabilities)	(5,719,374,151)	1,538,917,398	(920,051)	(4,181,376,804)

Reconciliation of effective tax rate

The reported taxation charges for the years ended 31 December 2024 and 2023 is different than the amounts computed by applying statutory tax rate to profit before tax as shown in the following reconciliation:

Reconciliation of effective tax rate

	2024	2023
Gain/(loss) for the year	251,284,344	(1,221,557,292)
Total tax income/(expense)	913,188,340	(1,473,298,094)
Profit/(loss) before tax	1,164,472,684	(2,694,855,386)
	2024	2023
Tax expense using the Company's domestic tax rate	(291,118,171)	673,713,847
Tax effect of non-deductible expenses	(55,218,968)	(190,936,702)
Inflation adjustments not subject to tax	(99,703,686)	757,102,435
Tax rate change effect	-	73,686,641
Tax losses for which no deferred tax asset is recognized	(467,147,515)	-
Utilization of tax losses for which no deferred tax asset is recognized	-	150,390,703
Effect of other adjustments	-	9,341,171
Tax income/expense of the current year	(913,188,340)	1,473,298,094

Notes to the Consolidated Financial Statements as at and for the Year Ended 31 December 2024

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NOTE 29 - EARNING PER SHARE

Earnings per share is calculated by dividing the profit for the year to the weighted average shares of the Company. For the years ended 31 December 2024 and 2023, the calculation of earnings per share is as follows:

	2024	2023
The average number of shares that are available throughout the period (full value)	10,595,002	10,595,002
Net profit for the year, attributable to the owners of the Company (TRY)	333,170,586	(1,982,046,173)
Earnings per share	0.3145	(1.8707)

NOTE 30 - FINANCIAL INSTRUMENTS AND, NATURE AND DEGREES OF THE RISKS ARISING FROM FINANCIAL INSTRUMENTS

The Group may be exposed to the following risks, depending on the usage of financial instruments:

- Credit Risk
- Liquidity Risk
- Market Risk
- Currency Risk

The Group's overall risk management program focuses on the volatility of financial markets and minimizing the effects of potential adverse effects on the Group's financial performance. The Group makes limited use of derivative financial instruments from time to time to protect itself from various risks it is exposed to.

Financial risk management is implemented by the Group within the framework of policies approved by its Board of Directors within the general principles determined by the Group.

Credit Risk

Financial losses due to the Group's receivables and financial assets which result from not implementing agreement clauses related to financial assets by a customer or other party constitutes credit risk. The risk controlled by the Group as counterparty credit ratings and credit limits are primarily determined by the method of limiting the total risk from the one opposite side.

Notes to the Consolidated Financial Statements as at and for the Year Ended 31 December 2024

(Amounts expressed in Turkish Lira ("TRY") in terms of the purchasing power of TRY as of 31 December 2024, unless otherwise stated.)

NOTE 30 - FINANCIAL INSTRUMENTS AND, NATURE AND DEGREES OF THE RISKS ARISING FROM FINANCIAL INSTRUMENTS (Continued)

The carrying amounts of financial assets represent the maximum credit risk exposure. As of the reporting date, the maximum credit risk exposure is as follows:

31 December 2024	Receivables						Other
	Trade receivables		Other receivables			Financial investments	
	Related parties	Third parties	Related parties	Third parties	Deposits at banks		
Maximum credit risk exposed (A+B+C+D)	1,658,061	4,862,964,073	485,158,119	348,380,832	1,907,659,250	6,953,743	-
- Guaranteed portion of the maximum risk	-	-	-	-	-	-	-
A. Carrying amount of financial assets not overdue or not impaired	1,658,061	3,598,593,414	485,158,119	348,380,832	1,907,659,250	6,953,743	-
B. Carrying amount of financial assets overdue but not impaired	-	1,264,370,659	-	-	-	-	-
C. Carrying amount of assets impaired	-	-	-	-	-	-	-
- Overdue (gross book value)	-	23,019,767	-	-	-	-	-
- Impairment (-)	-	(23,019,767)	-	-	-	-	-
- Amount secured via guarantees	-	-	-	-	-	-	-
- Not past due (gross book value)	-	-	-	-	-	-	-
- Impairment (-)	-	-	-	-	-	-	-
D. Off balance sheet items with credit risk	-	-	-	-	-	-	-
	Trade receivables Other receivables Deposits at banks Derivative instruments						Other
Past due 1-30 days	67,128,772						-
Past due 1-3 months	34,648,149						-
Past due 3-12 months	-						-
Past due 1-5 years	-						-

Notes to the Consolidated Financial Statements as at and for the Year Ended 31 December 2024

(Amounts expressed in Turkish Lira ("TRY") in terms of the purchasing power of TRY as of 31 December 2024, unless otherwise stated.)

NOTE 30 - FINANCIAL INSTRUMENTS AND, NATURE AND DEGREES OF THE RISKS ARISING FROM FINANCIAL INSTRUMENTS (Continued)

31 December 2023	Receivables					
	Trade receivables		Other receivables		Deposits at banks	Financial investments
	Related parties	Third parties	Related parties	Third parties		
Maximum credit risk exposed (A+B+C+D)	9,903,893	4,601,002,913	107,434,942	333,267,335	265,819,151	6,150,328
- Guaranteed portion of the maximum risk	-	-	-	-	-	-
A. Carrying amount of financial assets not overdue or not impaired	9,903,893	2,907,802,341	107,434,942	333,267,335	265,819,151	6,150,328
B. Carrying amount of financial assets overdue but not impaired	-	1,693,200,572	-	-	-	-
C. Carrying amount of assets impaired	-	-	-	-	-	-
- Overdue (gross book value)	-	33,235,657	-	-	-	-
- Impairment (-)	-	(33,235,657)	-	-	-	-
- Amount secured via guarantees	-	-	-	-	-	-
- Not past due (gross book value)	-	-	-	-	-	-
- Impairment (-)	-	-	-	-	-	-
D. Off balance sheet items with credit risk	-	-	-	-	-	-
	Trade receivables		Other receivables		Deposits at banks	Derivative instruments
Past due 1-30 days	89,896,483		-		-	-
Past due 1-3 months	46,399,579		-		-	-
Past due 3-12 months	1,200,145,407		-		-	-
Past due 1-5 years	356,759,102		-		-	-

Notes to the Consolidated Financial Statements as at and for the Year Ended 31 December 2024

(Amounts expressed in Turkish Lira ("TRY") in terms of the purchasing power of TRY as of 31 December 2024, unless otherwise stated.)

NOTE 30 - FINANCIAL INSTRUMENTS AND, NATURE AND DEGREES OF THE RISKS ARISING FROM FINANCIAL INSTRUMENTS (Continued)

Liquidity Risk

Liquidity risk is the risk that the Group will encounter difficulty in meeting the obligations associated with its financial liabilities that are settled by delivering cash or another financial asset. The Group's approach in managing liquidity is to ensure, as far as possible, that it will always have sufficient liquidity to meet its liabilities when due, under both normal and stressed conditions, without incurring unacceptable losses or damaging the Group's reputation.

As of 31 December 2024 and 2023, the carrying amounts and contractual cash flows of financial liabilities are as follows:

31 December 2024						
Contractual maturities	Carrying amount	Contractual cash flow	Less than 3 months	3 to 12 months	1 to 5 years	More than 5 years
Non-derivative financial liabilities						
Loans and borrowings	1,058,512,449	1,058,512,449	-	932,206,393	126,306,056	-
Trade payables to related parties	17,158,046	17,158,046	17,158,046	-	-	-
Trade payables to third parties	1,544,370,443	1,544,370,443	1,534,301,998	-	10,068,445	-
Other payables to related parties	621,751,558	621,751,558	166,265,648	-	455,485,910	-
Other payables to third parties	834,147,950	834,147,950	789,262,166	-	44,885,784	-
Total	4,075,940,446	4,075,940,446	2,506,987,858	932,206,393	636,746,195	-
31 December 2023						
Contractual maturities	Carrying amount	Contractual cash flow	Less than 3 months	3 to 12 months	1 to 5 years	More than 5 years
Non-derivative financial liabilities						
Loans and borrowings	2,519,564,675	2,519,564,676	101,469,862	1,577,776,942	840,317,872	-
Trade payables to related parties	75,138,659	75,138,659	75,138,659	-	-	-
Trade payables to third parties	3,190,669,646	3,190,669,646	3,143,970,152	-	46,699,494	-
Other payables to related parties	724,447,541	724,447,541	111,808,207	-	612,639,334	-
Other payables to third parties	1,191,362,392	1,191,362,392	1,055,057,967	-	136,304,425	-
Total	7,701,182,913	7,701,182,914	4,487,444,847	1,577,776,942	1,635,961,125	-

Market Risk

Market risk is the risk that changes in market prices - such as foreign exchange rates, interest rates and equity prices - will affect the Group's income or the value of its holdings of financial instruments. The objective of market risk management is to manage and control market risk exposures within acceptable parameters, while optimizing the return.

Notes to the Consolidated Financial Statements as at and for the Year Ended 31 December 2024

(Amounts expressed in Turkish Lira ("TRY") in terms of the purchasing power of TRY as of 31 December 2024, unless otherwise stated.)

NOTE 30 - FINANCIAL INSTRUMENTS AND, NATURE AND DEGREES OF THE RISKS ARISING FROM FINANCIAL INSTRUMENTS (Continued)

Currency Risk

The Group's foreign currency position arises from foreign currency-based assets and liabilities listed in the table below.

	31 December 2024			31 December 2023		
	TRY Equivalent	USD	EUR	GBP	Other	TRY Equivalent
						USD
						EUR
						GBP
1. Trade receivables	162,218,941	-	4,414,974	-	-	8,734,390
Monetary financial assets						2,721,849
(Cash and banks accounts included)	725,756,618	10,231,209	9,943,731	411	-	13,701,066
Non-monetary financial assets						-
Other	813,872,010	19,499,699	3,395,782	8,899	47,846	-
Current assets (1+2+3)	1,701,847,569	29,730,907	17,754,487	9,310	47,846	16,422,915
Trade receivables						37,647,089
Monetary financial assets	332,463,988	8,547,762	854,141	-	-	-
Non-monetary financial assets						2,780,846
Other						1,215,792
Non-current assets (5+6+7)						-
Total assets (4+8)	332,463,988	8,547,762	854,141	-	-	-
Trade payables	2,034,311,557	38,278,669	18,608,628	9,310	47,846	2,780,846
Financial liabilities	(618,780,758)	(5,861,324)	(11,220,766)	(951)	-	40,427,935
Monetary other liabilities	(299,783,258)	-	(8,158,944)	-	-	17,638,707
Non-monetary other liabilities	(2,247,362,514)	(52,121,592)	(10,675,572)	(434,314)	-	(2,721,540)
Short-term liabilities (10+11+12)	(3,165,926,530)	(57,982,916)	(30,055,282)	(435,265)	-	(6,707,903)
Trade payables	(618,780,758)	(5,861,324)	(11,220,766)	(951)	-	(32,776,399)
Financial liabilities	(299,783,258)	-	(8,158,944)	-	-	-
Monetary other liabilities	(940,405,259)	(15,947,416)	(10,306,335)	-	-	(39,486,911)
Non-monetary other liabilities	-	-	-	-	-	-
Long-term liabilities (14+15+16)	(1,858,969,276)	(21,808,740)	(29,686,046)	(951)	-	(6,901,094)
Total liabilities (13+17)	(5,024,895,806)	(79,791,657)	(59,741,328)	(436,216)	-	(1,943,979)
Net asset/(liability) position of off balance sheet derivative instruments (19a-19b)	-	-	-	-	-	-
a. Total asset amount hedged	-	-	-	-	-	-
19b, Total liability amount hedged	-	-	-	-	-	-
net foreign currency asset/(liability) position (9-18+19)	7,059,207,363	118,070,326	78,349,955	445,526	47,846	65,970,691
Net asset/(liability) position of foreign currency monetary items						-
(=1+2a+5+6a-10-11-12a-14-15-16a)	7,059,207,363	118,070,326	78,349,955	445,526	47,846	65,970,691
Fair value of FX swap financial instruments	-	-	-	-	-	-
Swap financial instruments	-	-	-	-	-	-
Export	-	-	-	-	-	-
Import	-	-	-	-	-	-

Notes to the Consolidated Financial Statements as at and for the Year Ended 31 December 2024

(Amounts expressed in Turkish Lira ("TRY") in terms of the purchasing power of TRY as of 31 December 2024, unless otherwise stated.)

NOTE 30 - FINANCIAL INSTRUMENTS AND, NATURE AND DEGREES OF THE RISKS ARISING FROM FINANCIAL INSTRUMENTS (Continued)

Sensitivity Analysis

As of 31 December 2024, a 10% depreciation of the Turkish Lira against the following currencies would result in an increase (or decrease) in pre-tax profit or loss and equity by the amounts shown below. This analysis assumes that other variables, particularly interest rates, remain constant. The analysis has been conducted on the same basis for 2023.

Currency risk sensitivity analysis table

	<u>Profit/Loss</u>		<u>Equity</u>	
	Strengthening of foreign currency	Weakening of foreign currency	Strengthening of foreign currency	Weakening of foreign currency
31 December 2024				
Change in USD against TRY by 10 percentage				
USD net asset/liability	415,882,650	(415,882,650)	-	-
Hedged portion of USD risk (-)	-	-	-	-
USD net effect (1+2)	415,882,650	(415,882,650)	-	-
Change in Euro against EUR by 10 percentage				
Euro net asset/liability	287,880,457	(287,880,457)	-	-
Hedged portion of Euro risk (-)	-	-	-	-
6- EUR net effect (4+5)	287,880,457	(287,880,457)	-	-
Change in other foreign currencies against TRY by 10 percentage				
Other foreign currency net asset/liability	-	-	-	-
Hedged portion of other foreign currency (-)	-	-	-	-
Other foreign currency net effect (7+8)	-	-	-	-
TOTAL (3+6+9)	703,763,106	(703,763,106)	-	-
	<u>Profit/Loss</u>		<u>Equity</u>	
	Strengthening of foreign currency	Weakening of foreign currency	Strengthening of foreign currency	Weakening of foreign currency
31 December 2023				
Change in USD against TRY by 10 percentage				
USD net asset/liability	339,816,415	(339,816,415)	-	-
Hedged portion of USD risk (-)	-	-	-	-
USD net effect (1+2)	339,816,415	(339,816,415)	-	-
Change in Euro against EUR by 10 percentage				
Euro net asset/liability	214,892,272	(214,892,272)	-	-
Hedged portion of Euro risk (-)	-	-	-	-
6- EUR net effect (4+5)	214,892,272	(214,892,272)	-	-
Change in other foreign currencies against TRY by 10 percentage				
Other foreign currency net asset/liability	-	-	-	-
Hedged portion of other foreign currency (-)	-	-	-	-
Other foreign currency net effect (7+8)	-	-	-	-
TOTAL (3+6+9)	554,708,687	(554,708,687)	-	-

Notes to the Consolidated Financial Statements as at and for the Year Ended 31 December 2024

(Amounts expressed in Turkish Lira ("TRY") in terms of the purchasing power of TRY as of 31 December 2024, unless otherwise stated.)

NOTE 30 - FINANCIAL INSTRUMENTS AND, NATURE AND DEGREES OF THE RISKS ARISING FROM FINANCIAL INSTRUMENTS (Continued)

Capital risk management

For capital management, the Group aims to provide sustainability of the operations, and to increase the profit by using debt/equity ratio efficiently. The capital structure of the Group consists of the debts including the borrowings, cash and cash equivalents, paid in capital and equity accounts including reserves and prior years' profits.

The Board of Directors monitors the return of the net operating income on capital.

The Group monitors its capital with total financial debt / total equity ratio. This ratio is defined as total debt divided by total capital. Total financial debt includes short and long-term financial debts and total equity includes shareholders' equity in statement of financial position.

As of 31 December 2024 and 2023, the Group's financial debt / equity ratio comprised the following:

	31 December 2024	31 December 2023
Total financial liabilities	1,058,512,449	2,519,564,675
Less: cash and cash equivalents	2,041,466,264	273,923,085
Net financial debt	(982,953,815)	2,245,641,590
Total equity	33,674,398,308	33,430,755,724
Net financial debt/total equity ratio	(2.92)%	6.72%

NOTE 31 - FINANCIAL INSTRUMENTS (FAIR VALUE STATEMENTS AND STATEMENTS REGARDING FINANCIAL RISK PROTECTION ACCOUNTING)

Financial Instruments

Fair value information

The estimated fair values of financial instruments are determined by the Group using available market information and appropriate valuation methodologies in the statement of financial position, since the carrying amount of monetary items are close to their fair values these items denominated in foreign currencies are translated to TRY using the year end spot exchange rates. The carrying amounts of short-term financial assets and liabilities are considered as a reasonable approximation of fair values.

Notes to the Consolidated Financial Statements as at and for the Year Ended 31 December 2024

(Amounts expressed in Turkish Lira ("TRY") in terms of the purchasing power of TRY as of 31 December 2024, unless otherwise stated.)

NOTE 32 – FEES FOR SERVICES PROVIDED BY INDEPENDENT AUDITORS

Fees Paid to Independent Auditors/Independent Audit Firms for Services

The Group's statement regarding the fees for services provided by independent audit firms, based on the preparation principles of the KGK letter dated August 19, 2022, and following the Board Decision published in the Official Gazette on March 30, 2022, is as follows:

	31 December 2024	31 December 2023
Audit fee for the reporting period	5,424,388	3,409,805
	5,424,388	3,409,805

NOTE 33 - SUBSEQUENT EVENTS

There is no subsequent event after the reporting period.

Contact Information

Nef Call Center

info@nef.com.tr
444 9 633

Nef Customer Relations

musteri.iliskileri@nef.com.tr
0850 969 70 61

Address

Esentepe Mah. Ali Kaya Sok. No:3, Apa Nef Plaza Levent, 34394 Şişli/İstanbul



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