

MHR Gayrimenkul Yatırım Ortaklığı AŞ Amendment Text
Old Text

CAPITAL AND SHARES ARTICLE 8

The Company has a registered capital ceiling of TL 3,000,000,000 (Three Billion Turkish Liras) in accordance with the provisions of the Capital Markets Law and is divided into 3,000,000,000 (Three Billion) shares with a nominal value of TL 1 (One Turkish Lira) each.

The registered capital ceiling permission granted by the Capital Markets Board is valid for the years 2022-2026 (5 years). At the end of 2026, even if the permitted registered capital ceiling has not been reached, in order for the Board of Directors to take a capital increase decision after 2026, it is obligatory to obtain authorization from the General Assembly for a new period of time by obtaining permission from the Capital Markets Board for the previously permitted ceiling or a new ceiling amount. In the event that the said authorization is not obtained, the Company cannot increase its capital by a resolution of the Board of Directors. The issued capital of the Company is TL ~~827,000,000 (Eight hundred and twenty-seven million)~~ **827,000,000 (Eight hundred and twenty-seven million)** Turkish Liras) and is divided into ~~827,000,000 (Eight hundred and twenty-seven million)~~ **827,000,000 (Eight hundred and twenty-seven million)** shares with a nominal value of TL 1 (One Turkish Lira) each.

The Company's shares are divided into groups A and B. The share groups representing the issued capital consist of Group A registered ~~186,000,000~~ **186,000,000** shares equivalent to TL ~~186,000,000~~ **186,000,000** and Group B bearer shares equivalent to ~~641,000,000~~ **641,000,000** shares equivalent to TL ~~641,000,000~~ **641,000,000**. Group A shares are registered shares and Group B shares are bearer shares. The transfer of registered shares cannot be restricted. In capital increases, new Group A shares are issued in exchange for Group A shares and new Group B shares are issued in exchange for Group B shares. In the event that there are shares remaining after the exercise of pre-emptive rights by Group A and Group B shareholders, these share groups shall be converted into Group B and bearer shares without any further action. However, if the Board of Directors restricts the shareholders' right to purchase new shares, all new shares to be issued shall be issued as Group B and bearer shares. The Board of Directors is authorized to increase the issued capital by issuing new shares up to the registered capital ceiling between 2022 and 2026 in accordance with the provisions of the Capital Markets Law and the regulations of the Capital Markets Board, and to take decisions on limiting the shareholders' right to purchase new shares and issuing privileged shares or shares above or below their nominal value in accordance with the provisions of the capital markets legislation. The authorization to restrict the right to purchase new shares cannot be used in a way to cause inequality among shareholders. The Capital Markets Board regulations and the provisions of these Articles of Association shall be complied with for the pre-emptive rights exercised or not exercised. Issued capital.

New Text

CAPITAL AND SHARES ARTICLE 8

The Company has a registered capital ceiling of TL 3,000,000,000 (Three Billion Turkish Liras) in accordance with the provisions of the Capital Markets Law and is divided into 3,000,000,000 (Three Billion) shares with a nominal value of TL 1 (One Turkish Lira) each.

The registered capital ceiling permission granted by the Capital Markets Board is valid for the years 2022-2026 (5 years). At the end of 2026, even if the permitted registered capital ceiling has not been reached, in order for the Board of Directors to take a capital increase decision after 2026, it is obligatory to obtain authorization from the General Assembly for a new period of time by obtaining permission from the Capital Markets Board for the previously permitted ceiling or a new ceiling amount. In the event that the said authorization is not obtained, the Company cannot increase its capital by a resolution of the Board of Directors. The issued capital of the Company is TL **1.240.500.000 (One billion one hundred and forty million five hundred thousand)** Turkish Liras) and is divided into **1.240.500.000 (One billion, one hundred and forty million, five hundred thousand)** shares with a nominal value of TL 1 (One Turkish Lira) each.

TL 827,000,000 (Eight hundred and twenty-seven million Turkish Liras) of the capital was paid in cash by the shareholders, TL 41,350,000 (Forty-one million three hundred and fifty thousand Turkish Liras) of the capital was covered by transferring the profit to the capital and TL 372,150,000 (Three hundred and seventy-two million three hundred and fifty thousand Turkish Liras) was covered by adding the positive differences of capital adjustment to the capital.

The Company's shares are divided into groups A and B. The share groups representing the issued capital consist of Group A registered ~~186,000,000~~ **186,000,000** shares equivalent to TL ~~186,000,000~~ **186,000,000** and Group B bearer shares equivalent to ~~641,000,000~~ **641,000,000** shares equivalent to TL ~~641,000,000~~ **641,000,000**. Group A shares are registered shares and Group B shares are bearer shares. The transfer of registered shares cannot be restricted. In capital increases, new Group A shares are issued in exchange for Group A shares and new Group B shares are issued in exchange for Group B shares. In the event that there are shares remaining after the exercise of pre-emptive rights by Group A and Group B shareholders, these share groups shall be converted into Group B and bearer shares without any further action. However, if the Board of Directors restricts the shareholders' right to purchase new shares, all new shares to be issued shall be issued as Group B and bearer shares. The Board of Directors is authorized to increase the issued capital by issuing new shares up to the registered capital ceiling between 2022 and 2026 in accordance with the provisions of the Capital Markets Law and the regulations of the Capital Markets Board, and to take decisions on limiting the shareholders' right to purchase new shares and issuing privileged shares or shares above or below their nominal value in accordance with the provisions of the capital markets legislation. The authorization to restrict the right to purchase new shares cannot be used in a way to cause inequality among shareholders. The Capital Markets Board regulations and the provisions of these Articles of Association shall be complied with for the pre-emptive rights exercised or not exercised. Issued capital