

MHR GAYRİMENKUL YATIRIM ORTAKLIĞI A.Ş.

**INVITATION AND INFORMATION FILE FOR THE 2024 YEAR ORDINARY
GENERAL ASSEMBLY MEETING**

DATED 30 MAY 2025

The 2024 Ordinary General Assembly Meeting of our Company shall be held on Friday, May 30 2025 at 14:00 at the address İçerenköy Mah. Umut Sokak Quick Tower No: 10-12 Ataşehir İstanbul.

Shareholders whose names are included in the "Shareholders List" to be obtained electronically from Merkezi Kayıt Kuruluşu A.Ş. (Central Registry Agency - "MKK") on the meeting day may attend the Ordinary General Assembly Meeting. Our shareholders may attend the meeting physically or electronically.

Our shareholders or their proxies who wish to attend the meeting physically must be present at the specified address on the said day and time with their identification documents that include their Republic of Turkey Identity Number.

In order for our shareholders or their proxies who wish to participate in electronic environment to directly participate in the General Assembly Meeting or to appoint a representative via the Electronic General Assembly System (EGKS), they must have a secure electronic signature and register on the e-MKK Information Portal no later than 21:00 one day before the meeting. All details regarding this matter can be accessed from the EGKS special section of the e-MKK Information Portal.

Our shareholders who have declared that they will attend the meeting electronically will not be able to attend physically. Our shareholders who cannot attend the meeting physically or electronically in person may represent themselves by proxy. Proxies and representatives sent by legal entity shareholders must present the proxy form or proxy documents prepared in accordance with the attached sample when they come to the meeting. Voters who wish to give a power of attorney shall fill out the power of attorney form and have it approved by a notary public or attach the notarized signature circular to the power of attorney form bearing their signature. Otherwise, the powers of attorney shall be deemed invalid.

Custodian institutions can participate in the General Assembly as "Depository Representatives" by being identified through the EGKS portal, representing our shareholders who have shares in their accounts. In this case, if the mentioned institutions authorise their employees to physically attend the meeting, they must submit the "Representative Document Regarding the Deposited Shares" and the "Instruction Notification Form" prepared in accordance with the sample attached herewith.

The Financial Statements and General Assembly Activity Report for the fiscal period of 2023 shall be made available for review by our shareholders 3 weeks before the meeting date in our Company's General Directorate building, on our website at <https://mhrgyo.com.tr> and on the MKK's e-Company Information Portal and EGKS portal.

The Meeting Agenda and Power of Attorney Sample are attached herewith (ANNEX-1) and can also be accessed via the "Investor Relations" section of the website <https://mhrgyo.com.tr>

Additional disclosures to be made regarding the Ordinary General Assembly pursuant to Article II-17.1 of the "Corporate Governance Communiqué" of the Capital Markets Board are given in in Annex-2.

To get information about Participation in the General Assembly, you may contact us via the relevant e-mail address yatirimciiliskileri@mhrgyo.com.tr .

Annex-1- Meeting Agenda and Power of Attorney Sample

Annex-2 - Additional Disclosures to be made in Accordance with the Capital Markets Board Corporate Governance Communiqué

Annex-3 - Declaration of Independence of Independent Board Members

Annex-4 - Profit Distribution Statement

Annex-5 - Amendment Text

Annex-6 - Dividend Distribution Policy

Annex 1 INVITATION TO THE ORDINARY GENERAL ASSEMBLY MEETING

BY THE CHAIRMAN OF THE BOARD OF DIRECTORS OF MHR GAYRİMENKUL YATIRIM ORTAKLIĞI A.Ş.

The Ordinary General Assembly Meeting of our Company shall be held on Friday, 30 May 2025, at 14:00 at the address İçerenköy Mah. Umut Sokak Quick Tower No: 10-12 Ataşehir İstanbul.

The Meeting Agenda and Power of Attorney Sample related to the subject are given below. We kindly request our shareholders or their proxies to be present on the mentioned date and time.

The shareholders who cannot attend the meeting in person may represent themselves with a proxy. The proxies and the representatives to be sent by Public Institutions and legal entity shareholders must present the proxy form or proxy documents prepared in accordance with the sample attached herewith when they come to the meeting. Voters who wish to give a power of attorney shall fill out the power of attorney form and have it approved by a notary public or attach the notarized signature circular to the power of attorney form bearing their signature. Otherwise, the powers of attorney shall be deemed invalid.

**MHR GAYRİMENKUL YATIRIM ORTAKLIĞI A.Ş.
AGENDA OF THE ORDINARY GENERAL ASSEMBLY MEETING
MAY 30, 2025**

1. Opening and formation of the Meeting Chairmanship, authorizing the Meeting Chairmanship to sign the Minutes of the General Assembly Meeting,
2. Reading and discussion of the Board of Directors' Annual Report for the fiscal year 2024,
3. Reading the Independent Auditor's Report for the fiscal year 2024,
4. Discussion and approval of the independently audited financial statements for 2024 and their annexes,
5. To release the members of the Board of Directors separately for the activities of the year 2024,
6. Submission of the Company's dividend distribution policy for the year 2025 and subsequent periods to the approval of the General Assembly,
7. Submitting the proposal of the Board of Directors regarding the offsetting of the previous year's losses for the year 2024 against the positive capital adjustment differences and share premiums to the approval of the General Assembly,
8. Discussing and resolving on the proposal of the Board of Directors regarding the distribution of the profit for the period 2024,
9. Submitting the capital increase to be realized from internal resources to the approval of the General Assembly,
10. Determination of the remuneration of the members of the Board of Directors and their rights such as attendance fees, premiums and bonuses,
11. Approval of the selection of the Independent Audit Firm,
12. Determining the upper limit for donations to be made in 2025 and informing the shareholders about the donations made in 2024,
13. Pursuant to the Capital Markets Board's Communiqué on Repurchased Shares numbered II-22.1 and Principle Decision numbered i-SPK.22.7 (dated 14.02.2023 and numbered 9/177 p.k.), the Share Repurchase Program initiated by our Company's Board of Directors Decision dated 25.06.2024 and completed on 02.10.2024, and pursuant to the Board Decision Body's Principle Decision numbered i-SPK.22.9 (dated 19.03.2025 and numbered 16/531 p.k.), the Share Repurchase Program initiated by our Company's Board of Directors Decision dated 20 March 2025 and completed on 02.10.2024 .9 Informing the shareholders about the Share Buyback Program initiated with the Resolution of the Board of Directors of our Company dated March 20, 2025 pursuant to Resolution No. 16/531 (dated 19.03.2025 and numbered 16/531 p.k.) and submitting it for approval,
14. Pursuant to the decision taken at the meeting of the Capital Markets Board dated 09.01.2025 and numbered 2/29, discussing and deciding whether the administrative fine will be recourse to the members of the Board of Directors who are responsible for the act requiring the imposition of an administrative fine on our Company,
15. Authorizing the members of the Board of Directors to carry out the transactions stipulated in Articles 395 and 396 of the Turkish Commercial Code,
16. Pursuant to the Capital Markets regulations; informing the shareholders about the guarantees, pledges, mortgages and sureties given by the Company in favor of third parties in 2024 and the income and benefits derived therefrom,
17. Informing the General Assembly about related party transactions in accordance with Capital Markets Board regulations,
18. Wishes and closure.

Power of Attorney Sample**POWER OF ATTORNEY
MHR GAYRİMENKUL YATIRIM ORTAKLIĞI A.Ş.**

I hereby appoint whose identity information is given below, to represent me, to vote, to make proposals and to sign the necessary documents in the Ordinary General Assembly Meeting to be held on 30 May 2025, Friday, at 14:00, at the address İçerenköy Mah. Umut Sokak Quick Tower No: 10-12 Ataşehir İstanbul in line with the opinions I have stated below.

Proxy's (*);

Name and Surname/Trade Name:

Republic of Turkey Identity No./Tax Identity No./Trade Registry and Trade Registration and MERSİS Number:

(*) For foreign national proxies, it is mandatory to submit the equivalents of the above mentioned information, if any.

A) SCOPE OF THE AUTHORITY OF REPRESENTATION

For sections 1 and 2 below, the scope of the representative authority must be determined by selecting one of the options (a), (b) or (c).

1. Regarding the Issues on the Agenda of the General Assembly;

a) The proxy shall be authorised to vote in accordance with his/her own opinion.

b) The proxy shall be authorised to vote in accordance with the recommendations of the management of the corporation.

c) The proxy shall be authorised to vote in accordance with the instructions set out in the table below.

Instructions:

If the shareholder chooses option (c), instructions specific to the agenda item shall be given by marking one of the options given opposite the relevant general assembly agenda item (accept or reject) and, if the reject option is selected, by indicating the dissenting opinion, if any, requested to be recorded in the minutes of the general assembly.

Agenda Items (*)	Accept	Objection	Dissenting Opinion
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1.....

2.....

3.....

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1. The Issues on the Agenda of the General Assembly are listed one by one. If the minority has a separate draft resolution, this is also stated separately to ensure proxy voting.

2. Special instructions regarding other issues that may arise at the General Assembly meeting and particularly regarding the exercising of minority rights:

a) The proxy shall be authorised to vote in accordance with his/her own opinion.

b) The proxy shall not be authorised to represent in these matters.

c) The proxy shall be authorised to vote in accordance with the following special instructions.

SPECIAL INSTRUCTIONS: If any, special instructions to be given by the shareholder to the proxy shall be stated here.

A) AMOUNT OF SHARES OF THE REPRESENTATIVE

The shareholder shall specify the shares he/she wants the proxy to represent by selecting one of the options given below.

1. I approve the representation of my shares, detailed below, by the proxy.

a) Order and series:*

b) Number/Group:**

c) Number-Nominal value:

ç) Whether he/she has voting privileges:

d) Bearer-Registered:*

e) Ratio of the total shares/voting rights owned by the shareholder:

*This information is not requested for shares that are tracked in record.

**For shares that are tracked in record, information about the group, if any, shall be included instead of the number.

2. I approve the representation of all my shares, which are included in the list of shareholders who can attend the general assembly, prepared by the Central Registry Agency one day before the general assembly date, by proxy.

NAME AND SURNAME or TRADE NAME OF THE SHAREHOLDER (*)

Republic of Turkey Identity No./Tax Identity No./Trade Registry and Trade Registration and MERSİS Number:

Address:

SIGNATURE

(*) For foreign national proxies, it is mandatory to submit the equivalents of the above mentioned information, if any.

Annex-2**Additional Disclosures to be made in Accordance with the Capital Markets Board
Corporate Governance Communiqué**

Includes additional disclosures to be made regarding the Ordinary General Assembly to be held on 30.05.2025 pursuant to Article II-17.1 of the "Corporate Governance Communiqué" of the Capital Markets Board.

1. Total number of shares and voting rights reflecting the shareholding structure of the corporation as of 07 May 2025, and if there are privileged shares in the corporation's capital, information on the number of shares representing each privileged share group, voting rights and the nature of the privileges:**SHAREHOLDING STRUCTURE OF THE COMPANY:**

The Company has a registered capital ceiling of 3,000,000,000 TL (Three billion Turkish Lira) in accordance with the provisions of the Capital Markets Law and is divided into 3,000,000,000 (Three billion) shares, each one of which has a nominal value of 1 TL (One Turkish Lira). The registered capital ceiling permission granted by the Capital Markets Board is valid for the years 2022 to 2026 (5 years). Even if the permitted registered capital ceiling is not reached by the end of 2026, in order for the Board of Directors to make a capital increase decision after 2026, it is mandatory to obtain authorisation from the General Assembly for a new period by obtaining permission from the Capital Markets Board for the previously permitted ceiling or a new ceiling amount. If the mentioned authorisation is not obtained, the Company may not increase its capital by decision of the Board of Directors. The Company's issued capital is 827,000,000 TL (Eight hundred and twenty seven million Turkish Lira) fully paid and is divided into 827,000,000 (Eight hundred and twenty seven million) shares, each one of which has a nominal value of 1 TL (One Turkish Lira).

The Company's shares are divided into A and B groups. Share groups representing the issued capital: Group A consists of 186,000,000 TL corresponding to 186,000,000 registered shares. Group B consists of 641,000,000 TL corresponding to 641,000,000 bearer shares. The issued capital of the company is fully paid and is 827,000,000 TL.

Group A shares have the privilege of nominating candidates in the election of the members of the board of directors. In the case that the board of directors consists of 5 members, 3 board members, if it consists of 6 or 7 members, 4 board members, if it consists of 8 or 9 members, 5 board members shall be elected from among the candidates nominated by Group A shareholders. Other candidates, including independent candidates, shall be elected by the general assembly from among those nominated by Group A and B shareholders.

Natural Persons and Legal Entities with Direct Shares or Voting Rights of 5% or More in the Capital(*)

Trade Name of the Shareholder	Share in Capital (TL)	Share in Capital (Number)	Share in Capital (%)	Rate of Voting Right (%)
QUICK SİGORTA ANONİM ŞİRKETİ	537.387.067	537.387.067	64,98	64,98
CORPUS SİGORTA ANONİM ŞİRKETİ	104.133.400	104.133.400	12,59	12,59
OTHER	185.479.533	185.479.533	22,43	22,43
TOTAL	827.000.000	827.000.000	100	100

(*) The CRA data in the KAP Company Information section dated 07 May 2025 was extracted.

2. Information on changes in the management and activities of the corporation and its affiliates that have realised in the previous fiscal period or are planned for the upcoming accounting periods and the reasons for these changes, which will significantly affect the corporation's activities:

There has been no significant change in the management and activities of our Company that have realised in the previous fiscal period or are planned for the upcoming fiscal periods and the reasons for these changes, which will significantly affect the corporation's activities:

3. If the general assembly agenda includes the dismissal, replacement or election of the members of the board of directors, the grounds for dismissal and replacement, the resumes of the persons whose candidacy for the membership of the board of directors was submitted to the corporation, the duties they have held in the last ten years and the reasons for their resignation, the nature and significance of their relationship with the corporation and its related parties, whether they have the qualification of independence, and information on similar issues that may affect the activities of the corporation if these persons are elected as the members of the board of directors:

Since the term of office of the current members of the Board of Directors of our Company continues, dismissal, replacement or election of the members of the Board of Directors is not included in the agenda. There is no person whose candidacy for board membership has been communicated to the Company. The independence of the independent members of our Company continues and the current declarations are given in the annex.

- 4. In cases where the board of directors does not accept the agenda proposals of the shareholders, the requests of the shareholders to the Investor Relations Department in writing regarding the inclusion of an item on the agenda, the rejected proposals and the reasons for rejection:**

There is no written request received by our company.

- 5. In case there is an amendment to the articles of association on the agenda, the old and new forms of the amendments to the articles of association, together with the relevant decision of the board of directors:**

It is included in Annex-5.

MHR GAYRİMENKUL YATIRIM ORTAKLIĞI A.Ş.

DISCLOSURES ON THE AGENDA ITEMS OF THE ORDINARY GENERAL ASSEMBLY

MEETING TO BE HELD ON 30 MAY 2025

1. Opening and establishment of the Meeting Presidency, authorization of the Meeting Presidency for signing the General Assembly Meeting Minutes,

The Meeting Presidency that will manage the General Assembly meeting will be elected within the framework of the provisions of the "Turkish Commercial Code" (TTK) and the "Regulation on the Procedures and Principles of the General Assembly Meetings of Joint Stock Companies and the Representatives of the Ministry of Commerce of the Republic of Turkey to be Present at These Meetings" ("Regulation"). The issue of authorizing the Meeting Presidency for signing the General Assembly Meeting Minutes by assigning at least one Minutes Clerk and a sufficient number of Vote Collectors in accordance with the General Assembly Internal Directive by the Meeting Presidency is submitted to the approval of the General Assembly.

2. Reading and discussion of the Board of Directors Activity Report for the accounting period of 2024,

Our Company's Board of Directors Activity Report for the twelve-month period ending on 31.12.2024, which was approved by the Board of Directors and independently audited, and the statement of responsibility regarding this report were published on the Public Disclosure Platform on February 28, 2025. The Board of Directors Annual Activity Report, which has been presented to our partners for review at our headquarters, on the Electronic General Assembly System (EGKS) page, on the Public Disclosure Platform, and on our Company's website under the Activity Reports | MHR Real Estate Investment Partnership Inc. (MHR GYO) link, will be read and discussed at the General Assembly.

3. Reading the Independent Auditor Report for the accounting period of 2024,

Our Company, approved by the Board of Directors and subject to independent audit, prepared in accordance with the "Communiqué on Principles Regarding Financial Reporting in Capital Markets (II-14.1)" of the Capital Markets Board (CMB) within the framework of the Turkish Accounting Standards/Turkish Financial Reporting Standards published by the Public Oversight Accounting and Auditing Standards Authority and in accordance with the legislation, and the statement of responsibility regarding this report were published on the Public Disclosure Platform on February 28, 2025. The summary of the Independent Audit Report, which was presented to the review of our partners at our headquarters, on the Electronic General Assembly System (EGKS) page, on the Public Disclosure Platform, and on the Financial Reports | MHR Real Estate Investment Partnership Inc. (MHR GYO) link on our Company's website, will be presented to the General Assembly.

4. Discussion and approval of the independently audited 2024 financial statements and their annexes,

In accordance with the provisions of the TCC and CMB and the Regulation, the Balance Sheet dated 31.12.2024 and the Profit-Loss accounts for the accounting period 01.01.2024-31.12.2024 will be read, opened for discussion and submitted for approval at the General Assembly. The documents in question can be accessed from the Public Disclosure Platform, our Company's headquarters or from the Financial Reports | MHR Real Estate Investment Partnership Inc. (MHR GYO) link.

5. Separate discharge of the members of the Board of Directors regarding their activities in 2024,

Separate discharge of the members of the Board of Directors regarding their activities, transactions and accounts in 2024 will be submitted to the approval of the General Assembly.

6. Submission of the company's profit distribution policy to be valid for 2025 and subsequent periods to the approval of the General Assembly,

Although the profits obtained from real estate investment partnerships are exempted from the Corporate Tax according to Article 5/1(d) (4) of the Corporate Tax Law No. 5520, following the amendments made with Law No. 7524 published on August 2, 2024, as of January 1, 2025, in order for the corporate tax exemption to be applied in accordance with Article 5/1(d)-4 of the KVK, REITs are required to distribute at least 50% of the profits they obtain from real estates by the end of the second month following the month in which the relevant period corporate tax return must be submitted, and a regulation has been made stating that if the said profit distribution condition is not met, the profits of REITs will be subject to 30% corporate tax.

Our company will, in principle, distribute 50% of the profits obtained from the incomes listed in the tax legislation as dividends and will submit its proposal, which includes a change in the relevant policy, to the approval of the General Assembly.

7. The proposal of the Board of Directors regarding the offsetting of the previous year losses of 2024 from the positive differences of the capital adjustment and share issuance premiums will be submitted to the approval of the General Assembly,

The proposal of the Board of Directors regarding the offsetting of the previous year losses of TL 1,949,269,347.69 in the legal records of our Company by offsetting TL 418,197,126.83 from the Public Offering Premiums and the inflation effect of TL 1,531,072,220.86 from the positive differences of the capital adjustment will be submitted to the approval of the General Assembly.

8. Discussion and decision on the Board of Directors proposal regarding the distribution of the 2024 profit,

Regarding the 2024 profit distribution of our Company;

In accordance with the Company's profit distribution policy and the Company's articles of association, within the framework of the Capital Markets legislation, the distribution of 41,350,000 TL of the net profit, corresponding to 71.32481% of the net distributable profit for the period in which the first dividend will be calculated, in the form of bonus shares, the remaining amount will be taken into the extraordinary reserves account, and the 2024 Profit Distribution Table prepared regarding these issues will be proposed to the General Assembly by the Board of Directors, and the table regarding the profit distribution proposal is included in Annex-4.

9. The issue of submitting the capital increase to be made from internal sources of our company to the approval of the General Assembly,

The issue of adding the internal source consisting of "Capital Adjustment Positive Differences" of 327,000,0000.- TL in our legal records to the capital will be proposed to the General Assembly by the Board of Directors.

10. Determination of the rights of the members of the Board of Directors such as salaries, attendance fee, premiums and bonuses,

The financial rights of the members of the Board of Directors will be determined by the General Assembly.

11. Approval of the selection of the Independent Audit Firm,

The selection of Güreli Yeminli Mali Müşavirlik ve Bağımsız Denetim Hizmetleri AŞ, proposed by the Board of Directors, as the Independent Audit Firm to conduct the independent external audit of our company's financial reports for the accounting period of 2025 in accordance with the principles determined in accordance with the Turkish Commercial Code No. 6102 and the Capital Markets Law No. 6362 and to conduct other activities within the scope of the relevant regulations in these laws, will be submitted to the approval of the General Assembly.

12. Determining the upper limit for donations to be made in 2025 and informing shareholders about donations made in 2024,

The General Assembly will be informed about our company's donations in 2024, and the upper limit for donations to be made in 2025 will be determined and submitted to the General Assembly for approval.

13. Informing the shareholders about the Share Buyback Program initiated by the Board of Directors' Decision dated 25.06.2024 and completed on 02.10.2024 in accordance with the Capital Markets Board's Communiqué on Buyback Shares numbered II-22.1 and the Principle Decision numbered i-SPK.22.7 (dated 14.02.2023 and s.k. 9/177) and the Share Buyback Program initiated by the Board of Directors' Decision dated 20 March 2025 in accordance with the Principle Decision numbered i-SPK.22.9 (dated 19.03.2025 and s.k. 16/531) of the Board Decision Body and presenting it for approval,

Initiating the Share Buyback Program initiated by the Board of Directors' Decision dated 25.06.2024 and completed on 02.10.2024 and the Share The Share Buyback Program initiated by the 2025 Board of Directors Decision will be informed to shareholders and submitted for approval.

14. In accordance with the decision taken at the Capital Markets Board meeting dated 09.01.2025 and numbered 2/29, the issue of whether the administrative fine in question will be recoured to the board members who are responsible for the act requiring the imposition of an administrative fine on our Company will be discussed and decided,

Whether the administrative fine imposed on our Company, which is included in the bulletin published on 09 January 2025, will be recoured to the board members who are responsible for the Company will be submitted for approval by the General Assembly.

15. Granting permission to the Board Members to perform the transactions written in Articles 395 and 396 of the Turkish Commercial Code,

Since our Board Members can only perform transactions within the framework of Articles 395 titled "Prohibition on Transacting with the Company, Indebtedness to the Company" and Article 396 titled "Prohibition on Competition" of the TCC with the approval of the General Assembly, the granting of the said permission will be presented to the approval of our partners at the General Assembly.

16. In accordance with the Capital Market regulations; Informing the partners about the guarantees, pledges, mortgages and sureties given by the Company in favor of third parties in 2024 and the income and benefits obtained from these,

Information will be provided to the partners about the guarantees, pledges, mortgages and sureties given by the Company in favor of third parties in 2024 and the income and benefits obtained from these.

17. Informing the General Assembly about related party transactions in accordance with the Capital Markets Board regulations,

Information will be provided to the General Assembly about the transactions made by our Company with related parties.

18. Wishes and closing,

The meeting will end after receiving the opinions and wishes of our partners.

Annex-3**Declaration of Independence of Independent Board Members****DECLARATION OF INDEPENDENCE WITHIN THE SCOPE OF THE COMMUNIQUE ON THE DETERMINATION AND IMPLEMENTATION OF CORPORATE GOVERNANCE PRINCIPLES**

I hereby declare that I will continue to serve as an "independent member" on the Board of Directors of MHR Gayrimenkul Yatırım Ortaklığı AŞ (the Company) within the scope of the criteria set forth in the legislation, articles of association and the Capital Markets Board's Corporate Governance Communiqué, and within this scope;

- a. I, my spouse and my relatives by blood or marriage up to the second degree have not been employed in a managerial position to assume important duties and responsibilities within the last five years, I have not jointly or individually held more than 5% of the capital or voting rights or privileged shares, or a significant commercial relationship has not been established between the Company, the partnerships in which the Company has management control or significant influence, the shareholders who control the management of the Company or have significant influence in the Company and the legal entities controlled by these shareholders,
- b. I have not been a shareholder (5% or more), an employee in a managerial position with significant duties and responsibilities, or a member of the board of directors, in companies from which the company has purchased or sold services or products to a significant extent within the framework of agreements made, primarily for the audit (including tax audit, legal audit, internal audit), rating and consultancy of the company within the last five years, during the periods when services or products were purchased or sold,
- c. I have the professional training, knowledge and experience to duly fulfill the duties to be undertaken by me as an independent member of the Board of Directors,
- d. I have not worked full-time in public institutions and organizations after being elected as a member, except for university faculty membership, provided that it is in accordance with the legislation to which they are affiliated,
- e. I am deemed to be a resident of Turkey according to the Income Tax Law (G.V.K.) dated 31/12/1960 and numbered 193,
- f. I have strong ethical standards, professional reputation and experience to contribute positively to the Company's activities, to maintain impartiality in conflicts of interest between the Company and shareholders, and to make decisions freely by taking into account the rights of stakeholders,
- g. I am able to allocate time for company affairs to the extent that I can follow the functioning of the company's activities and fully fulfill the requirements of the duties undertaken,
- h. I have not served as a member of the board of directors of the Company for more than six years within the last ten years,
- i. I have not served as an independent member of the board of directors in more than three of the companies controlled by the company or the shareholders who control the management of the company and in more than five of the companies traded on the stock exchange in total,
- j. I have not been registered and announced on behalf of the legal entity elected as a member of the board of directors,

I hereby declare for the information of your Board of Directors, shareholders and all related parties. 07.05.2025

Kerim Erhan DUMANLI

Müşfik CANTEKİNLER

DECLARATION OF INDEPENDENCE WITHIN THE SCOPE OF THE COMMUNIQUE ON THE DETERMINATION AND IMPLEMENTATION OF CORPORATE GOVERNANCE PRINCIPLES

I hereby declare that I will continue to serve as an "independent member" on the Board of Directors of MHR Gayrimenkul Yatırım Ortaklığı AŞ (the Company) within the scope of the criteria set forth in the legislation, articles of association and the Corporate Governance Communiqué of the Capital Markets Board, and within this scope;

- a. I, my spouse and my relatives by blood or marriage up to the second degree have not been employed in a managerial position to assume important duties and responsibilities within the last five years, I have not jointly or individually held more than 5% of the capital or voting rights or privileged shares, or a significant commercial relationship has not been established between the Company, the partnerships in which the Company has management control or significant influence, the shareholders who control the management of the Company or have significant influence in the Company and the legal entities controlled by these shareholders,
- b. I have not been a shareholder (5% or more), an employee in a managerial position with significant duties and responsibilities, or a member of the board of directors, in companies from which the company has purchased or sold services or products to a significant extent within the framework of agreements made, primarily for the audit (including tax audit, legal audit, internal audit), rating and consultancy of the company within the last five years, during the periods when services or products were purchased or sold,
- c. I have the professional training, knowledge and experience to duly fulfill the duties to be undertaken by me as an independent board member,
- d. I have not worked full-time in public institutions and organizations after being elected as a member, except for university faculty membership, provided that it complies with the legislation to which they are affiliated,
- e. I have strong ethical standards, professional reputation and experience to contribute positively to the Company's activities, to maintain impartiality in conflicts of interest between the Company and shareholders, and to make decisions freely by taking into account the rights of stakeholders,
- f. I am able to allocate time for company affairs to the extent that I can follow the functioning of the company activities and fully fulfill the requirements of the duties undertaken,
- g. I have not served as a member of the board of directors of the Company for more than six years within the last ten years,
- h. I have not served as an independent member of the board of directors in more than three of the companies controlled by the company or the shareholders who control the management of the company and in more than five of the companies traded on the stock exchange in total,
- i. I have not been registered and announced on behalf of the legal entity elected as a member of the board of directors,

I hereby declare for the information of your Board of Directors, shareholders and all related parties. 07.05.2025

Ufuk TANDOĞAN

Annex-4

MHR GAYRİMENKUL YATIRIM ORTAKLIĞI A.Ş. 2024 Profit Distribution Statement (TL)			
1. Paid/Issued Capital		827,000,000	
2. Total Statutory Contingency Reserve (According to Statutory Records)		0	
If there is a privilege in profit distribution in accordance with the articles of association, information regarding the mentioned privilege		NONE	
		According to the Capital Markets Board	According to Statutory Records
3.	Profit for the Period	498.435.936	372.802.974,12
4.	Taxes Payable (-)	-408.782.625	-
5.	Net Profit for the Period	89.653.311	372.802.974,12
6.	Losses of Previous Years (-)	-	-
7.	Primary Statutory Reserve (-)	18.640.149	18.640.149
8.	NET DISTRIBUTABLE PROFIT FOR THE PERIOD (=)	71.013.162	354.162.825
9.	Donations made during the year (+)	-	
10.	Net distributable profit for the period, including donations on which the first dividend will be calculated	71.013.162	
11.	First Dividend to Shareholders	41.350.000	
	- Cash	-	
	- Free of Charge	41.350.000	
	- Total	-	
12.	Dividends Distributed to Preferred Shareholders	-	
13.	Dividends Distributed to the Board of Directors, Employees, etc.	-	
14.	Dividends Distributed to Dividend Share Holders	-	
15.	Second Dividend to Shareholders	-	
16.	Secondary Statutory Reserve	-	
17.	Status Reserves	-	-
18.	Special Reserves	-	-
19.	EXTRAORDINARY RESERVE	29.663.162	312.812.825
20.	Other Resources Predicted to be Distributed	-	-
	- Profit of Previous Years	-	-
	- Extraordinary Reserves	-	-
	- Other Distributable Reserves in accordance with the Law and the Articles of Association	-	-

DIVIDEND RATES STATEMENT (*)						
	GROUP	TOTAL DISTRIBUTED DIVIDEND ---		TOTAL DISTRIBUTED DIVIDEND / NET DISTRIBUTABLE PROFIT FOR THE PERIOD	DIVIDEND CORRESPONDING TO 1 TL NOMİNAL VALUE	
		CASH (TL)	FREE OF CHARGE (TL)	RATE (%)	AMOUNT (TL)	RATE (%)
NET	A	-	9.300.000	13,10	0,05	5 %
	B	-	32.050.000	58,23	0,05	5 %
	TOTAL	-	41.350.000	71,33		

(*) There is no privileged share group in the profit.

**Annex-5 - 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~~ Turkish Liras) and is divided into ~~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~~ shares equivalent to TL ~~186,000,000~~ and Group B bearer shares equivalent to ~~641,000,000~~ shares equivalent to TL ~~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~~ shares equivalent to TL ~~186,000,000~~ and Group B bearer shares equivalent to ~~641,000,000~~ shares equivalent to TL ~~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.

Annex-6 –

**MHR Gayrimenkul Yatırım Ortaklığı AŞ
Dividend Distribution Policy**

The Company's Board of Directors decides on dividend distribution by taking into account the capital requirements, investment and financing policies, market expectations, long-term strategy, profitability and cash position, and by taking into account the provisions of the Turkish Commercial Code, Capital Markets Legislation, Capital Markets Board regulations, tax laws and other legal regulations, as well as the Company's Articles of Association.

The Board of Directors may distribute at least 50% of the distributable profit calculated in accordance with the capital markets legislation and other relevant legislation in cash and/or as bonus shares within the framework of the Company's profitability status and the Company's strategy. Dividends may be distributed to shareholders in cash or as bonus shares by adding the profit to the capital, or may be distributed as a certain percentage of cash and a certain percentage of bonus shares.

The dividend distribution proposal of the board of directors, whether and how and when the dividend will be distributed shall be resolved at the general assembly meeting and shall enter into force and the decisions taken shall be disclosed to the public through the Public Disclosure Platform on the same day.

Distribution transactions are realized within the legal periods specified in the legislation. Dividends are distributed equally to all existing shares as of the distribution date, regardless of their issue and acquisition dates.

In the event that dividend distribution is not made, the shareholders are informed as to why it was not distributed and where the undistributed profit was used.