

MHR GAYRIMENKUL YATIRIM ORTAKLIĞI AŞ
Minutes of May 30, 2025 Ordinary General Assembly Meeting

The Ordinary General Assembly Meeting of MHR Gayrimenkul Yatırım Ortaklığı Anonim Şirketi for the year 2024 will be held on May 30, 2025, at 14:00, at the address of İçerenköy Mah. Umut Sokak Quick Tower No: 10-12 Ataşehir İstanbul under the supervision of the Ministry Representative Ms. Demet BOZER, who was assigned by the letter dated 29/05/2025 and numbered E-90726394-431 03-00109792063 of the Republic of Turkey Ministry of Trade, İstanbul Provincial Directorate of Trade.

The invitation for the meeting was published in the Turkish Trade Registry Gazette dated May 08, 2025 and numbered 11325 and dated May 15, 2025 and numbered 11332, as stipulated in the Capital Markets Law No. 6362, the Turkish Commercial Code No. 6102 and the Company's Articles of Association, in the Public Disclosure Platform (www.kap.gov.tr), the Electronic General Assembly System (EGKS), the Information Society Services Page (E-Company) and the Company website (www.mhrgyo.com.tr) on May 07, 2025, as well as in writing to the registered shareholders registered in the share ledger, by notifying the date and agenda of the meeting, and it was understood that there was no objection to the Ordinary General Assembly meeting.

It has been determined that all documents required by the legislation were present at the meeting place. From the examination of the Attendance List, out of 827,000,000 shares corresponding to the total capital of the Company amounting to TL 827,000,000, 641,520,467 shares were represented at the meeting by proxy, 821,001 shares were represented in person and 1 share was represented in electronic media, totaling TL 642,341,469, and thus, the minimum meeting quorum stipulated in both the law and the Articles of Association was present.

Pursuant to paragraphs 5 and 6 of Article 1527 of the Turkish Commercial Code No. 6102, it has been determined that the Company has fulfilled the preparations for the electronic general assembly in accordance with the legal regulations. Mr. Ömer Can GÖRKEN, who holds the "Central Registry Agency Electronic General Assembly System Certificate Expertise", was appointed to use the electronic general assembly system, and the meeting was opened physically and electronically at the same time by Mr. Volkan YILDIZ, Member of the Board of Directors, and the agenda was discussed.

Article 1-) In accordance with the proposal submitted by Quick Sigorta Anonim Şirketi, one of the shareholders of the Company, the election of Mr. Şualp Nurkan KAÇMAZ as the Chairman of the Ordinary General Assembly Meeting was unanimously approved by the participants with a nominal acceptance vote of TL 642,341,469. Ms. Şualp Nurkan KAÇMAZ, the Chairman of the Meeting, appointed Ms. Ebru BOZDOĞANGİL as the minutes clerk and Ms. Nazan BONCUK YAMAN as the vote collector. The authorization of the Meeting Chairperson to sign the minutes of the General Assembly Meeting was approved by the unanimous vote of the participants with a nominal acceptance vote of TL 642,341,469.

It was determined by the Chairmanship of the Meeting that the Board of Directors checked the compliance with the legislation of the documents granted the right to participate in the General Assembly. It was determined that the necessary documents for the agenda items to be discussed at the General Assembly meeting were present at the meeting place and that Mr. Volkan YILDIZ, Member of the Board of Directors of our Company, and Ms. Rabia UYUR, representing the Independent Audit Company Güreli Yeminli Mali Müşavirlik ve Bağımsız Denetim Hizmetleri AŞ, attended the meeting. The agenda was read out by the Chairman of the Meeting and it was asked whether there was any suggestion for a change in the order of discussion of the agenda items, and since there was no suggestion from the shareholders, the discussion of the agenda items started in accordance with the order specified in the announcement.

Article 2-) In line with the proposal given by Quick Sigorta Anonim Şirketi, one of the shareholders of the Company, the Annual Report of the Board of Directors on the activities and accounts for the year 2024 was discussed, since the Annual Report of the Board of Directors was submitted to the review of the shareholders in advance and within the legal period, it was accepted with the unanimous vote of the participants with a nominal acceptance vote of TL 642,341,469 in favor of proceeding directly to the negotiations. No one took the floor.

Article 3-) Pursuant to the proposal made by Quick Sigorta Anonim Şirketi, one of the shareholders of the Company, since the Independent Auditor's Report for the year 2024, which was independently audited, had been submitted to the review of the shareholders in advance and within the legal period, the proposal to read only the independent auditor's opinion in summary was accepted with the unanimous vote of the participants with a nominal acceptance vote of TL 642,341,469, and the auditor's opinion in the Independent Audit Report was read to the General Assembly by Ms. Ayşe Yürek. No one took the floor.

Article 4-) In accordance with the proposal submitted by Quick Sigorta Anonim Şirketi, one of the shareholders of the Company, the issue of not reading the independently audited financial statements for the year 2024 and their annexes, as they were submitted to the review of the shareholders in advance and within the legal period, was accepted unanimously by the participants with a nominal acceptance vote of TL 642,341,469. The Financial Statements and their annexes were opened for discussion. No one took the floor. The 2024 financial statements and their annexes were approved. As a result of the voting, the Financial Statements and their annexes for the year 2024 were approved by the unanimous vote of the participants with a nominal acceptance vote of TL 642,341,469.

Article 5-) Pursuant to Article 5 of the 2024 Agenda, it was proceeded to make a decision on the release of the Members of the Board of Directors separately for the activities and transactions of the year 2024: As a result of the voting, the Members of the Board of Directors were discharged from the activities and transactions of the year 2024 with a nominal acceptance vote of TL 642,341,468 and a nominal rejection vote of TL 1, with the majority of the votes cast. Deniz Uğur KÜÇÜKGÖDE, one of our shareholders, put a dissenting note on the agenda as follows: "I vote against since the CMB Corporate Governance Principles were not complied with and a sufficient number of female Board Members were not appointed." He put a dissenting opinion.

Article 6-) The Company's dividend distribution policy for the year 2025 and subsequent periods was submitted to the approval of the General Assembly, and was unanimously approved with a nominal acceptance vote of TL 642,341,469.

Article 7-) Pursuant to the 7th item of the Agenda, the proposal of the Board of Directors regarding the offsetting of the previous year losses of 2024 against the positive differences of capital adjustment and share premiums was submitted for the approval of the General Assembly. TL 418,197,126.83 of TL 1,949,269,347.69 of the previous years' losses was offset against the Public Offering Emission Premiums and TL 1,531,072,220.86 of the Inflation Effect of Previous Years' Losses was offset against the Positive Capital Adjustment Differences and the proposal of the Board of Directors was accepted unanimously with a nominal acceptance vote of TL 642,341,469.

Article 8-) Pursuant to Article 8 of the Agenda, the Board of Directors' proposal regarding the distribution of the profit for the period 2024 was discussed and resolved. Pursuant to the Company's dividend distribution policy and the Company's articles of association, within the framework of the Capital Markets legislation, TL 41,350,000 of the net profit corresponding to 58.23% of the net distributable profit for the period, from which the first dividend will be calculated, will be distributed in cash, the remaining amount will be taken into the extraordinary reserves account and the attached

Dividend Distribution Table for 2024 (Annex-1) prepared in this regard was approved unanimously by the participants with a nominal acceptance vote of TL 642,341,469.

Article 9-) As a result of the addition to the capital of the internal source consisting of the "Capital Adjustment Positive Differences" amounting to TL 413,500,000,- in our legal records, the paid-in capital of our Company, which is TL 827,000. 000,- TL to TL 1,240,500,000,- with a 50% increase of TL 413,500,000 to be fully covered from internal resources, within the registered capital ceiling of TL 3,000,000,000, was approved unanimously with a nominal acceptance vote of TL 642,341,469. Following the voting, the shareholders were informed that an application would be made to the Capital Markets Board for the approval of the issuance document and for the Capital Markets Board's approval of the new form of the Articles of Association indicating the issued capital.

Article 10-) In accordance with the proposal submitted by Quick Sigorta Anonim Şirketi, one of the shareholders of the Company, the issue of determining the attendance fees to be paid to the Members of the Board of Directors for their duties as net TL 700,000 per month to be paid to the Chairman of the Board of Directors and net TL 50,000 per month to each of the Independent Members of the Board of Directors, effective as of 01.06.2025, and the issue of not paying attendance fees to the other Members of the Board of Directors was approved by the majority of the votes of the participants with a nominal acceptance vote of TL 641,828,047 and a nominal rejection vote of TL 513,422.

Article 11-) In accordance with the principles set forth in the Turkish Commercial Code No. 6102 and the Capital Markets Law No. 6362, in order to carry out the independent external audit of the financial reports of our Company for the fiscal year 2025 and other activities within the scope of the relevant regulations in these laws, the Audit Committee has recommended that the Audit Committee, which is located at Maslak Mah. Saat Sk. Spine Tower Sitesi No: 5 Inner Door No: 216 Sarıyer / İstanbul, registered with the İstanbul Trade Registry Directorate with the registration number 206580-0, registered with the tax number 4430028598 at the Boğaziçi Corporate Tax Office and with the MERSIS number 0443002859800014, was put to vote; as a result of the voting, it was unanimously accepted by the participants with a nominal acceptance vote of TL 642,341,469.

Article 12-) In line with the proposal submitted by Quick Sigorta Anonim Şirketi, one of the shareholders of the Company, the issue of determining the upper limit of donations to be made by the Company in 2025 as "not exceeding 1% of the Company's asset value according to the annual accounting period" was approved unanimously by the participants with a nominal acceptance vote of TL 642,341,469. Pursuant to Article 1.3.10 of the Corporate Governance Principles, it was submitted for the information of the General Assembly that our Company did not make any donations in 2024.

Article 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.), our Company has repurchased a total of 20,000,000 TL nominal value of shares with an average price of TL 4.834 between 26.06.2024 - 02.10.2024 in Borsa İstanbul with the Share Buyback Program initiated with the Board of Directors Decision dated 25.06.2024 and completed on 02.10.2024. The total amount paid for the share buyback is TL 96,683,818.45 and the ratio of these shares to the Company's capital is 2.418%. As of 30.05.2025, the total value of 6,596,890 shares repurchased by our Company through the Share Buyback Program initiated with the Board of Directors' resolution dated 20 March 2025 pursuant to the Resolution of the Board of Directors dated 19.03.2025 and numbered i-SPK.22.9 (16/531 p.k.), is TL 31,561,333.76 and the ratio of these shares to the capital is 0.7977%. As of the date of the General Assembly, the total amount of shares repurchased was TL 26,596,890 with a nominal value of TL 26,596,890 and the total amount paid for the repurchase was TL 128,245,152.21. The ratio of total repurchased shares to the capital was realized as 3.216%. The repurchase programs initiated with the Board of Directors' resolutions dated

25.06.2024 and 20 March 2025 were submitted for the information and approval of the General Assembly. As a result of the voting, all repurchase transactions were unanimously approved with a nominal acceptance vote of TL 642,341,469.

Article 14-) In accordance with the proposal submitted by Quick Sigorta Anonim Şirketi, one of the shareholders of the Company, it has been proposed that the amount paid by our Company pursuant to the Capital Markets Board's decision dated 09.01.2025 and numbered 2/29, which was notified to our Company, be recourse to the members of the Board of Directors who are responsible for the transactions constituting the basis of the said penalty. Pursuant to the decision taken at the meeting of the Capital Markets Board dated 09.01.2025 and numbered 2/29, the issue of recourse of the said administrative fine to the members of the board of directors who are responsible for the act requiring the imposition of an administrative fine of TL 311,134 (This fine was paid by our Company in the amount of TL 233,350.50 with a discount) was accepted unanimously by the participants with a nominal acceptance vote of TL 821,002. The representatives of the related parties of the recused members of the Board of Directors did not vote in the said voting.

Article 15-) The ability of the members of the Board of Directors to carry out the transactions stipulated in Articles 395 and 396 of the Turkish Commercial Code was approved with the unanimous vote of the attendees with a nominal acceptance vote of TL 642,341,469.

Article 16-) It was submitted for the information of the General Assembly that there were no guarantees, pledges, mortgages and sureties given by the Company in favor of third parties in 2024, and that there were no income and benefits derived therefrom. It was submitted for the information of the Company's Shareholders that no voting will be held since this item of the agenda is for informational purposes. No one took the floor in favor or against.

Article 17-) In accordance with the regulations of the Capital Markets Board, related party transactions were submitted for the information of the General Assembly. It was submitted for the information of the Company's Shareholders that since this item of the agenda was for informational purposes, no vote would be taken. No one took the floor in favor or against.

Article 18-) During the Wishes and Closing, Mr. Metin Zülfioğlu, one of our shareholders who took the floor in the physical environment, requested an opinion on "Share prices," Our Company's Board Member Mr. Volkan YILDIZ and General Manager Mr. Şualp Nurkan KAÇMAZ responded. There being no further items on the agenda, the Meeting was closed at 14:46 following the Chairman's vote of thanks. 30.05.2025 / ISTANBUL

MINISTRY REPRESENTATIVE	MEETING CHAIRMAN	VOTE COLLECTOR	MINUTE TAKER
Demet BOZER	Şualp Nurkan KAÇMAZ	Nazan BONCUK YAMAN	Ebru BOZDOĞANGİL

Dividend Distribution Table

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	41.350.000	
	- Free of Charge	-	
	- Total	41.350.000	
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)		AMOUNT (TL)	RATE (%)
NET	A	9.300.000	-	13,10	0,05	5 %
	B	32.050.000	-	45,13	0,05	5 %
	TOTAL	41.350.000	-	58,23		

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