

MEETING MINUTES OF THE EXTRAORDINARY GENERAL ASSEMBLY OF RÖNESANS GAYRİMENKUL YATIRIM ANONİM ŞİRKETİ HELD ON 15.12.2025

The Extraordinary General Assembly Meeting of Rönesans Gayrimenkul Yatırım Anonim Şirketi (“**Company**”) was held on Monday, 15.12.2025, at 10:00 a.m. at the meeting address, Çankaya Mahallesi Atatürk Bulvarı No: 144-146 Çankaya/ Ankara; under the supervision of the Ministry Representative, Mr. Mutullah Kılıç assigned by the letter dated 12.12.2025 and numbered 116669979 issued by the Ankara Provincial Directorate of the Ministry of Commerce.

The meeting invitation, including the meeting agenda, has been sent to the shareholders of registered shares not traded in Borsa İstanbul by registered mail with return receipt from Post and Telegraph Organization on 28.11.2025, and was also published in the Turkish Trade Registry Gazette on 20.11.2025, and also announced on the Company's official website www.rgy.com.tr, on the Public Disclosure Platform (“**PDP**”), and on the Electronic General Assembly System (“**e-GAS**”) platform, where the Electronic General Assembly will be held, on 19.11.2025, in a timely manner in accordance with the Capital Markets Law No. 6362 (“**CML**”), the Turkish Commercial Code No. 6102 (“**TCC**”), the Company's articles of association and the relevant legislation, and it was understood that there were no objections to the Extraordinary General Assembly.

It was determined that all documents required by legislation were available at the meeting place. As understood from the list of attendants, out of the **331,000,000** shares corresponding to the total capital of our Company amounting to TRY **331,000,000**; the shares corresponding to TRY **7,162,225** of the Company's capital were represented in person, shares corresponding to TRY **5,687,041** were represented by entrusted representatives, TRY **232,628,435** were represented by other representatives, and the quorum for the current meeting consisted of **245,477,701** (consisting of **168,810,000** shares of Group A and **76,667,701** shares of Group B) shares corresponding to TRY **245,477,701** of Company's capital, and thus it was determined that the minimum meeting quorum required by both the law and the articles of association was met.

Pursuant to paragraphs 5 and 6 of Article 1527 of the TCC, it was determined that the Company has fulfilled the preparations for the electronic general assembly in accordance with the relevant legislation. Ms. Özlem Songur, who holds the “Central Registry Agency Electronic General Assembly System Certification Expertise,” was appointed to use the electronic general assembly system, and the meeting was opened simultaneously physically and electronically by Mr. Kamil Yanıkömeroğlu, Vice President of the Board of Directors, and the agenda was opened discussion.

AGENDA ITEMS

Article 1 – Pursuant to 1st item of the Agenda, the opening of the meeting and the election of the Chairmanship of the Meeting was put to vote. In accordance with the proposal submitted by Rönesans Varlık ve Proje Yatırımları Anonim Şirketi, one of the shareholders of the Company, it was proposed that Mr. Murat Ayyıldız be elected as the Chairman of the Meeting. This proposal was submitted to a vote and was accepted **by majority vote** as a result of **245,421,924** votes in favor and **55,777** votes against. Mr. Murat Ayyıldız, Chairman of the Meeting, appointed Ms. Selin İlkem Erdem as the secretary of meeting and Mr. Ömer Sinan Tekol as the vote collector. The Meeting Chairmanship declared that the Board of Directors had verified the validity and compliance of the documents, granting the right to attend the General Assembly. The General Assembly was informed that, pursuant to TTC and the Regulation on the Procedures and Principles of the General Assembly Meetings of Joint Stock Companies (“**Regulation**”) and the Attendance of the Ministry Representatives at These Meetings, the Meeting Chairmanship is authorized to sign the meeting minutes and other documents forming the basis of these minutes.

It was confirmed that the necessary documents for the agenda items to be discussed at the General Assembly meeting were available at the meeting place. It was also noted that Mr. Kamil Yanıkömeroğlu, Vice President of the Board of Directors of our Company, and Mr. Ömer Ata Karakaş, representative of the Independent Audit Company DRT Bağımsız Denetim ve Serbest Muhasebeci Mali Müşavirlik A.Ş. attended the meeting. The agenda was read out by the Chairman of the Meeting and it was asked whether there was any proposal to change the order of the agenda items and since there was no such proposal from the shareholders, the discussion of the agenda items started in the accordance with the order stated in the announcement.

Article 2- Pursuant to the 2nd item on the Agenda, the Board of Directors' proposal for the profit distribution from the “Retained Earnings” account, based on the interim financial statements for the accounting period from 01.01.2025 to 30.09.2025 (including the financial statements for the period ending 31.12.2024, which were included for comparison purposes), prepared within the framework of the Company's Dividend Distribution Policy and the provisions of the Tax Procedure Law, was discussed and resolved.

The Board of Directors' proposal for profit distribution, prepared in accordance with the Company's Dividend Distribution Policy and in compliance with the provisions of the TCC, Regulation, and CML, was made available for the review of our shareholders at the Company's headquarters, on the PDP on the CSD's e-GAS, and on our Company's website at www.rgy.com.tr. Mr. Ömer Sinan Tekol took the floor and summarized the proposal regarding the distribution of profits submitted by our Company's Board of Directors.

Within the framework of the provisions of the Capital Markets Board's Communiqué on Principles of Financial Reporting in Capital Markets (Serial II, No. 14.1) and in accordance with the provisions of the Communiqué on International Financial Reporting Standards, the financial statements for the accounting period of January 1, 2024 – December 31, 2024, which were prepared in compliance with the Turkish Accounting Standards ("TAS") enacted by the Public Oversight, Accounting and Auditing Standards Authority ("KGK"), and audited by PwC Bağımsız Denetim ve Serbest Muhasebeci Mali Müşavirlik A.Ş., were reviewed along with the financial statements prepared in accordance with statutory records. As a result of the financial statements, the General Assembly was informed that there is a net profit of TRY 4,686,168,000 as per TAS-compliant financial statements, while a net loss of TRY 406,588,912 was recorded according to financial statements prepared in line with the Tax Procedure Law. This was registered with the Ankara Trade Registry Directorate on 30.06.2025 and announced on the same date on page 924 of the Turkish Trade Registry Gazette numbered 11361. As announced on page 924 of the Turkish Trade Registry Gazette numbered 11361 on the same date, as a result of the merger of Göksu Gayrimenkul Yatırım İnşaat Turizm San. ve Tic. A.Ş., Mel 2 Gayrimenkul Geliştirme Yatırım İnşaat ve Tic. A.Ş., and Mel 4 Gayrimenkul Geliştirme Yatırım İnşaat ve Tic. A.Ş. ("**Merged Companies**") under our Company, the distributable profit of our Company has been formed from the "Retained Earnings" account as of 31.12.2024, with the transfer of the Merged Companies' retained earnings to our Company.

According to our Company's financial statements prepared in accordance with the provisions of the Tax Procedure Law for the interim accounting period from 01.01.2025 to 30.09.2025 (including the financial statements for the period ending 31.12.2024, provided for comparison purposes), as of 31.12.2024, the amount in the Company's "Retained Earnings" account is TRY 2,322,586,122.

Our company's consolidated financial statements for the interim period from 01.01.2025 to 30.09.2025 (including the consolidated statement of financial position for the period ending 31.12.2024, provided for comparison purposes), prepared in accordance with Turkish Financial Reporting Standards under the provisions of the TCC and the CML shows that the amount in the Company's "Retained Earnings" account as of 31.12.2024, is TRY 84,038,326,000.

In this regard, the proposal of profit distribution from the Company's "Retained Earnings" account as specified in the attached Dividend Distribution Table and to complete the profit distribution by December 31, 2025, was put to a vote. As a result of the vote, the proposal was accepted **by majority vote**, with **245,421,924** votes in favor and **55,777** votes against.

Article 3– Pursuant to the 3rd item of the agenda, in accordance with the regulations of the KGK, appointment of the independent audit firm by the Board of Directors for the sustainability audit for the years 2024 and 2025 was submitted for the approval of the General Assembly.

In accordance with the regulations of the KGK, it was resolved at our Board of Directors' meeting dated 18.07.2025 and numbered 2025/32 to appoint PwC Bağımsız Denetim ve Serbest Muhasebeci Mali Müşavirlik A.Ş. for the sustainability audit of the year 2024 and preparation of the sustainability audit report in accordance with the Turkish Sustainability Reporting Standards published by the KGK. The proposal was accepted with **245,393,240** votes in favor and **84,461** votes against **by majority vote**.

It was also resolved at the meeting of our Board of Directors dated 18.11.2025 and numbered 2025/50, to appoint DRT Bağımsız Denetim ve Serbest Muhasebeci Mali Müşavirlik A.Ş. for the sustainability audit of the year 2025 and preparation of the sustainability audit report in accordance with the Turkish Sustainability Reporting Standards. The proposal was accepted with **245,393,240** votes in favor and **84,461** votes against **by majority vote**.

Article 4 –Pursuant to the 4th item of the agenda, the 2024 Sustainability Report, prepared in accordance with the Turkish Sustainability Reporting Standards and subject to mandatory sustainability assurance audit in accordance with the regulations of the KGK, was submitted to the shareholder' review.

In accordance with the proposal submitted by Rönesans Varlık ve Proje Yatırımları Anonim Şirketi, one of the Company's shareholders, the 2024 Sustainability Report, prepared in accordance with the Turkish Sustainability Reporting Standards and subject to mandatory sustainability assurance audit by PwC Bağımsız Denetim ve Serbest Muhasebeci Mali Müşavirlik A. Ş., the 2024 Sustainability Report was made available for the review of shareholders at the Company's headquarters, on the PDP, on the CSD's e-GAS, and on our Company's website at www.rgy.com.tr,

and since the 2024 Sustainability Report had been made available for our shareholders' review, it was approved that it shall be deemed read without being read out with **240,023,301** votes in favor and **5,454,400** votes against by **majority**.

Shareholders were informed that since this agenda item was solely for informational purposes, no voting would take place.

Article 5 –In accordance with the 5th item of the agenda, the Sustainability Committee established by the Board of Directors and Sustainability Committee's Working Principles were submitted to the shareholders's information.

Shareholders were informed by Mr. Ömer Sinan Tekol regarding the establishment of the Sustainability Committee and approval of the Sustainability Committee's Working Principles pursuant to the resolution of our Company's Board of Directors dated 18.11.2025, and numbered 2025/51. Shareholders were informed that since this agenda item was solely for informational purposes, no voting would take place.

Article 6 –In accordance with the 6th item of the agenda, the Information Security Policy accepted by the Board of Directors was submitted to shareholders' information.

General Assembly was informed by Mr. Ömer Sinan Tekol regarding the Information Security Policy accepted by our Company's Board of Directors in accordance with its resolution dated 18.11.2025 and numbered 2025/49. Shareholders were informed that since this agenda item was solely for informational purposes, no voting would take place. No shareholder took the floor either in favor or against.

Article 7 –The meeting proceeded to the wishes and closing.

Shareholder Mr. Necat Kılıçarslan took the floor and asked a question regarding the Company's investments and the share sales of GIC Private Limited. CFO of the Company, Ömer Sinan Tekol responded. It was stated that there had been no developments other than the sale of Optimum İzmir and Optimum Ankara shopping malls. He noted that GIC Private Limited had not provided any information to the Company and that this matter is their commercial decision. It was stated that all developments had been and would continue to be disclosed to shareholders through the Public Disclosure Platform.

Mr. Necat Kılıçarslan asked whether the Company had any plans to transform into a real estate investment company in the future. CFO of the Company, Ömer Sinan Tekol stated that there is no short-term decision regarding a transformation into a real estate investment company; however, this could be evaluated by the Board of Directors.

Mr. Necat Kılıçarslan requested information about the Company's projections for the upcoming periods. CFO, Ömer Sinan Tekol stated that the studies were ongoing and that certain matters, such as the announcement of the minimum wage, were being awaited. He noted that once the studies are completed, the information will be disclosed to shareholders via Public Disclosure Platform.

Mr. Necat Kılıçarslan asked about the impact on the project due to the area where the Beach Town project would be developed being declared a protected site. The Company's General Manager, Yağmur Yaşar, took the floor to respond. He stated that, based on discussions with the relevant authorities, no change in land-use allocation is expected and that there is no adverse developments; however, the process is being closely monitored.

Since there were no further items to be discussed on the agenda and no objections were raised by any shareholders regarding the resolutions adopted, the Chairman of the Meeting, Mr. Murat Ayyıldız adjourned the General Assembly at **10.33**.

MEETING CHAIR
Murat Ayyıldız

MINUTE TAKER
Selin İlkem Erdem

VOTE COLLECTOR
Ömer Sinan Tekol

MINISTRY REPRESENTATIVE
Mutullah Kılıç

ANNEX-1 DIVIDEND DISTRIBUTION TABLE

RÖNESANS GAYRİMENKUL YATIRIM A.Ş. 2024 Dividend Distribution Table (TL)			
1	Paid-in/Issued Capital	331.000.000,00	
2	General Legal Reserve (as per statutory records)	48.390.622	
Information regarding any preferential rights in profit distribution as per the articles of association		None	
		According To CMB Standards	According To Statutory Records
3	Profit for the Period	9.676.982.000	869.519.500
4	Taxes (-)	-4.990.814.000	250.619.203
5	Net Profit for the Period (=)	4.686.168.000	618.900.297,36
6	Previous Years' Losses (-)	0,00	0,00
7	General Legal Reserves (-)		17.809.377,70
8	NET DISTRIBUTABLE PROFIT FOR THE PERIOD (=)	4.686.168.000,00	601.090.919,66
9	Donations Made During the Year (+)	9.135.000,00	0,00
10	Net Distributable Profit for the Period Including Donations	4.695.303.000,00	601.090.919,66
11	First Category Dividend to Shareholders	16.550.000,00	16.550.000,00
	- Cash	16.550.000,00	16.550.000,00
	- Shares	0,00	0,00
	- Total		
12	Dividends Distributed to Preferred Shareholders	0,00	0,00
13	Other Dividends Distributed	0,00	0,00
	- To Members of the Board of Directors	0,00	0,00
	- To Employees	0,00	0,00
	- To Non-shareholders	0,00	0,00
14	Dividends Distributed To Holders Of Usufruct Right Certificates	0,00	0,00
15	Second Category Dividend to Shareholders	526.086.827,69	526.086.827,69
16	General Legal Reserves	0,00	0,00
17	Statutory Reserves	0,00	0,00
18	Special Reserves	0,00	0,00
19	EXTRAORDINARY RESERVES	4.686.168.000,00	0,00
20	Other Sources Planned to Be Distributed	0,00	0,00

DIVIDEND DISTRIBUTION RATIO TABLE

Pay Grubu	TOTAL DIVIDEND AMOUNT – CASH (TRY) – NET	TOTAL DIVIDEND AMOUNT – SHARES (TL)	TOTAL DIVIDEND AMOUNT / NET DISTRIBUTABLE PROFIT FOR THE PERIOD (%)	DIVIDEND PER SHARE FOR 1 TL NOMINAL VALUE – AMOUNT (TRY) – NET	DIVIDEND PER SHARE FOR 1 TL NOMINAL VALUE – RATIO (%) – NET
A Group	276.744.782	0	46,04	1,639386186	163,9386186
B Group	226.008.239	0	37,60	1,393478258	139,3478258
Total	502.753.021	0			

IMPORTANT NOTE

The signed copies of minutes of the meeting and the list of attendants are available in Turkish. This statement has been translated to English for informational purposes. In case of a discrepancy between the Turkish and the English versions of this statement, the Turkish version shall prevail.