

RÖNESANS GAYRİMENKUL YATIRIM A.Ş.
INFORMATIVE DOCUMENT REGARDING
THE EXTRAORDINARY GENERAL ASSEMBLY MEETING DATED 15/12/2025

The Extraordinary General Assembly Meeting of our Company shall convene on 15/12/2025 Monday at 10:00, at the address of Çankaya Mahallesi Atatürk Bulvarı No:144-146 Çankaya/Ankara, in order to discuss and resolve the agenda items listed below.

The Financial Statements for the interim accounting period of 01.01.2025 – 30.09.2025, the Independent Audit Firm’s Report, the Board of Directors’ Proposal on Dividend Distribution, the Sustainability Report, this Informative Document for the General Assembly, the Proxy Form, and all documents required to be submitted for the review of shareholders before the general assembly meeting pursuant to the applicable legislation shall be made available for the review of our esteemed Shareholders at least three weeks prior to the meeting date, excluding the meeting and announcement dates, and within the statutory period, at our Company’s headquarters located at Çankaya Mah. Atatürk Bul. No:144/146 Çankaya / Ankara, at our branches, on our Company’s website at www.rgy.com.tr, on the Public Disclosure Platform, and on the Electronic General Assembly System (“e-GAS”).

Shareholders who will not be able to attend the meeting in person are required to duly complete their proxy documents in accordance with the attached sample, have their signatures notarized, comply with the other requirements set forth by the Capital Markets Board’s “Communiqué on Voting by Proxy and Proxy Solicitation” (II-30.1), and submit the completed proxy documents to our Company. A sample proxy form may also be obtained from our Company’s headquarters or from our Company website at www.rgy.com.tr. A proxy appointed via e-GAS may attend the General Assembly Meeting both physically and electronically without the need to present an additional hard-copy proxy document. A proxy attending the meeting physically, whether appointed by a notarized proxy or through e-GAS, must present identification at the meeting.

Shareholders or their representatives wishing to attend the Extraordinary General Assembly Meeting electronically must fulfill their obligations in accordance with the provisions of the “Regulation on General Assembly Meetings of Joint Stock Companies to be Held Electronically,” published in the Official Gazette dated 28 August 2012 and numbered 28395, and the “Communiqué on the Electronic General Assembly System to be Applied in General Assemblies of Joint Stock Companies,” published in the Official Gazette dated 29 August 2012 and numbered 28396. Information regarding such procedures may be obtained from the Central Securities Depository (CSD) or via CSD’s website at www.mkk.com.tr.

At the Ordinary General Assembly Meeting, the voters shall use the open voting system by raising hands, without prejudice to the provisions of electronic voting regarding the voting of each item on the agenda.

If our shareholders wish to attend the Extraordinary General Assembly Meeting, they are not required to deposit their shares with any institution under the provisions of the Turkish Commercial Code No. 6102 and the Capital Markets Law No. 6362. Shareholders wishing to attend the General Assembly Meeting must comply with the procedures announced by the CSD. Shareholders whose names appear on the list of attendees prepared based on the “shareholder list” provided by the CSD may attend the General Meeting. The verification of whether individuals physically present at the meeting venue are shareholders or representatives will be conducted using the list mentioned before.

We hereby inform our esteemed Shareholders.

ADDITIONAL EXPLANATIONS IN ACCORDANCE WITH THE CMB REGULATIONS

Pursuant to the Capital Markets Board (“CMB”) “Communiqué on Corporate Governance” No. II-17.1, additional disclosures required to be made regarding the agenda items have been provided under the relevant agenda items below, while other mandatory general disclosures are presented in this section for your information:

1. Information on Shareholding Structure and Voting Rights:

Each share grants its holder 1 (one) voting right. As of the date of publication of this Informative Document, information on the total number of shares and voting rights reflecting the Company’s shareholding structure is presented below:

Rönesans Gayrimenkul Yatırım A.Ş. Shareholding Structure

Shareholder	Group	Share Amount (TRY)	Share Ratio (%)	Voting Rights (TRY)	Share Ratio (%)
Rönesans Varlık ve Proje Yatırımları Anonim Şirketi	A	168.810.000	51,00	168.810.000	51,00
Rönesans Varlık ve Proje Yatırımları Anonim Şirketi	B	56.667.000	17,12	56.667.000	17,12
GIC Private Limited	B	59.042.550	17,84	59.042.550	17,84
Kamil Yanıkömeroğlu	B	7.158.000	2,16	7.158.000	2,16
Murat Özgümüş	B	5.965.000	1,80	5.965.000	1,80
Publicly Held Shares	B	33.357.450	10,08	33.357.450	10,08
Total Issued Capital	-	331.000.000,00	100,00	331.000.000,00	100,00

2. Information on Management and Operational Changes That Occurred in the Previous Accounting Period or Are Planned for the Upcoming Period and May Significantly Affect the Activities of the Company and Its Subsidiaries:

There are no management or operational changes that occurred during the previous accounting period or are planned for the upcoming periods that may significantly affect the activities of the Company or its subsidiaries. Such matters, where applicable, are disclosed to the public through special situation disclosures, which may be accessed via www.kap.org.tr or the Investor Relations section of www.rgy.com.tr

3. Information on Requests Submitted by Shareholders, the Capital Markets Board or Other Public Authorities to Add an Item on the Agenda:

No requests have been submitted by the Shareholders, the Capital Markets Board or other public authorities to add an item on the agenda.

4. Information on the Dismissal, Replacement or Election of Members of the Board of Directors:

The agenda of the General Assembly does not include any item regarding the dismissal, replacement or election of members of the Board of Directors.

5. Board Resolution on Amendments to the Articles of Association, and the Old and New Versions of the Amendments:

There is no amendment to the Articles of Association included in the agenda of the General Assembly.

AGENDA OF THE GENERAL ASSEMBLY AND EXPLANATIONS RELATED TO THE AGENDA

1. Opening and election of the Chairmanship of the Meeting,

In accordance with the provisions of the Turkish Commercial Code No. 6102 (“TCC”) and the Regulation on the Procedures and Principles of General Assembly Meetings of Joint Stock Companies and the Presence of the Ministry Representatives at Such Meetings (“Regulation”), the Chairmanship of the Meeting shall be formed.

2. Discussion and approval of the Board of Directors’ proposal regarding the distribution of dividends from the ‘Retained Earnings’ account included in the interim financial statements for the period 01.01.2025 – 30.09.2025 (including financial statements for the period ending on 31.12.2024, provided for comparison purposes with the current period), prepared in accordance with the Tax Procedure Law and within the framework of the Company’s Dividend Distribution Policy,

According to our financial statements for the financial period 1 January 2024 – December 31, 2024, prepared in accordance with the principles of the Tax Procedure Law, the Company recorded a net loss of TRY 406,588,912. However, as registered with the Ankara Trade Registry Office on 30.06.2025 and announced on page 924 of issue no. 11361 of the Turkish Trade Registry Gazette on the same date, 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 resulted in the transfer of the Merged Companies’ retained earnings to our Company, thereby creating distributable retained earnings under the “Retained Earnings” account of our Company as of 31.12.2024.

Pursuant to the financial statements prepared in accordance with the provisions of the Tax Procedure Law for the interim financial period of 01.01.2025 – 30.09.2025 (including the financial statements for the period ended 31.12.2024, which are presented for comparison), the balance of the “Retained Earnings” account of the Company as of 31.12.2024 is TRY 2,322,586,122.

According to our Company’s interim consolidated financial statements for the period 01.01.2025 – 30.09.2025, prepared in compliance with the Turkish Financial Reporting Standards within the framework of the Turkish Commercial Code and the Capital Markets Law (including, for comparison purposes, the consolidated statement of financial position for the period ended 31.12.2024), the balance of the Company’s “Retained Earnings” account as of 31.12.2024 is TRY 84,038,326,000.

The table regarding the dividend distribution proposal prepared by our Board of Directors in accordance with our Dividend Distribution Policy, the Communiqué on Dividend Distribution No. II-19.1, and the Dividend Distribution Table format included in the Dividend Guide announced under this Communiqué is attached hereto as **ANNEX/1**. The proposal of the Board of Directors shall be submitted to the General Assembly for approval.

3. Approval of the Board of Directors’ appointment of the independent audit firm for the sustainability audit for the years 2024 and 2025, in accordance with the regulations of the Public Oversight, Accounting, and Auditing Standards Authority,

In accordance with the regulations of the Public Oversight, Accounting, and Auditing Standards Authority (“KGK”), our Board of Directors resolved at its meetings dated 18.07.2025 and numbered 2025/32, and dated 18.11.2025 and numbered 2025/50, to appoint PwC Bağımsız Denetim ve Serbest Muhasebeci Mali Müşavirlik A.Ş. for the sustainability audit for the year 2024 and DRT Bağımsız Denetim Ve Serbest Muhasebeci Mali Müşavirlik A.Ş. for the sustainability audit for the year 2025, for the sustainability reports to be prepared in accordance with the Turkish Sustainability Reporting Standards published by the KGK. These appointments will be submitted to the General Assembly for approval.

4. Informing the shareholders on the Sustainability Report for the year 2024, which has been prepared in accordance with the Turkish Sustainability Reporting Standards and subjected to mandatory sustainability assurance audit pursuant to the regulations of the Public Oversight, Accounting and Auditing Standards Authority,

Information will be provided to the shareholders regarding the Sustainability Report for the year 2024, which has been prepared in accordance with the Türkiye Sustainability Reporting Standards issued by the Public Oversight, Accounting and Auditing Standards Authority, and subjected to mandatory sustainability assurance by PwC Bağımsız Denetim ve Serbest Muhasebeci Mali Müşavirlik A.Ş., and which has been made available for the review of our Shareholders for three weeks prior to the General Assembly Meeting at the Company's headquarters, on the Public Disclosure Platform, on MKK's e-GAS system, and on the Company's website at www.rgy.com.tr, in accordance with the provisions of the TCC, the Regulation, and the Capital Markets Law.

5. Informing the shareholders on the Sustainability Committee established by the Board of Directors and its working principles,

The General Assembly will be informed about the Sustainability Committee established at the meeting of our Board of Directors dated 18.11.2025 and numbered 2025/51, and the working principles of the said committee.

The Working Principles of the Sustainability Committee is attached hereto as ANNEX/2

6. Informing the shareholders on Information Security Policy approved by the Board of Directors,

Information will be provided regarding the Information Security Policy prepared by our Board of Directors and approved at the Board of Directors' meeting dated 18.11.2025 and numbered 2025/49.

The Information Security Policy is attached hereto as ANNEX/3.

7. Wishes and closing remarks.

ANNEXES:

ANNEX/1 Dividend Distribution Table

ANNEX/2 Sustainability Committee Working Principles

ANNEX/3 Information Security Policy

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

Share Group	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	83.64		

ANNEX-2 DUTIES AND WORKING PRINCIPLES OF THE SUSTAINABILITY COMMITTEE

1. PURPOSE and SCOPE

Rönesans Gayrimenkul Yatırım Anonim Şirketi (“**Company**”) has established a Sustainability Committee (“**Committee**”) to determine its sustainability strategy in the areas of environmental, social, and corporate governance; to implement, monitor, audit, review, improve, and develop its policies, objectives, and practices in the field of sustainability; and to support the Board of Directors with reports, research, etc., as necessary.

This document aims to determine the duties and working principles of the Company's Sustainability Committee.

2. FORMATION AND STRUCTURE

The Committee is established and authorized with the approval of the Board of Directors. The Committee consists of a total of 11 members, including one chairman. The Committee is chaired by General Manager. The coordination and secretariat of the Committee shall be carried out by the Energy Management and Sustainability Manager.

3. WORKING PRINCIPLES AND PROCEDURES

The Sustainability Committee convenes at least once a year and when necessary. The Committee chairman invites the Committee for a meeting and determines the agenda items to be discussed. The Committee convenes with the majority of the members. The Committee adopts resolutions regarding sustainability goals that concern the Company with a majority vote. If the votes are tied, the proposal is discussed again at the next Committee meeting. If the votes are still tied in the second meeting, the resolution shall be deemed rejected. The Committee may also make decisions without holding a meeting, provided that all members agree unanimously. The Committee Secretary keeps minutes of the Committee meetings, including the place, time, and details about the members in attendance. The Committee Secretary also drafts a summary of the minutes about the agenda items discussed in the meetings. The summary and minutes of the meeting are retained by the Secretary. The Committee may consult experts when needed. The Committee Head presents the Committee’s resolutions to the Board of Directors. Resolutions (decisions that will guide the Company’s sustainability strategy) that need to be approved by the Board are also submitted for approval.

4. DUTIES and RESPONSIBILITIES

- Carries out activities to integrate sustainability into all business processes of the Company and develops projects in this regard.
- Identifies material issues and creates sustainability strategy as well as short, medium, and long-term goals, roadmaps, and policies and discloses these publicly following the Board resolution.
- Monitors national and international developments related to sustainability.
- Promotes the development of sustainable products, services, and business opportunities, creating economic, environmental, and social value, and carries out initiatives to raise awareness of sustainability across the business world, particularly in the construction sector.
- Manages environmental, social, and governance (ESG) risks proactively and provides direction for the Company’s sustainability strategy.
- Monitors the sustainability roadmap and progress of practices established to achieve the Company’s sustainability goals, sets performance criteria within the scope of these goals, and supervises performance.
- Promotes transition to low-carbon economy as part of the efforts to tackle climate change and makes sure that projects are designed and implemented to reduce carbon emissions in business processes.
- Regularly reviews and improves, develops, executes, monitors, and oversees the sustainability goals, policies, practices, working principles, and management systems. Submits a report of its activities to the Board of Directors for approval at least once a year and in any case within the maximum periods allowed for public disclosure of annual reports.

- Ensures that all employees are informed in line with the Company's sustainability strategy and goals and works to make sure that these are adopted by the employees.
- Carries out stakeholder engagement-related activities to ensure that all stakeholders are informed about the Company's sustainability strategy, policies, and practices.
- Decides on national and international membership and partnerships that will support the Company's sustainability strategy and goals.
- Ensures that the outcomes of the committee-related activities are aligned with the Company's sustainability and business strategies.
- Forms, authorizes, and coordinates Working Groups within the Committee to support the efforts toward effective management of the sustainability topics.
- Works to ensure compliance with the principles in the Sustainability Principles Compliance Framework announced by the CMB. Prepares the reports stipulated by the Capital Market Legislation regarding sustainability and submits them to the Board of Directors for public disclosure.

5. STRUCTURE OF THE WORKING GROUPS

Working Groups are formed to support the implementation of the Committee resolutions. These Working Groups consist of managers with sufficient experience and knowledge on sustainability. The Committee can make changes in the structure and number of Working Groups as it deems necessary.

6. DUTIES AND RESPONSIBILITIES OF THE WORKING GROUPS

- The Working Groups report directly to the Committee and are obligated to carry out all the duties assigned to them by the Committee.
- The Working Groups set their targets in line with the resolutions passed by the Committee and are responsible for implementing, monitoring, and updating them if needed according to the sustainability roadmap.
- Each Working Group appoints a Group Coordinator, who will be responsible for coordination of the respective Working Group as well as keeping minutes of the meetings and reporting the outcomes of the group's activities to the Committee.

7. EFFECTIVE DATE

This regulation on the Duties and Working Principles of the Sustainability Committee and any amendments thereof will be effective on the date that the Board of Directors passes the resolution.

ANNEX-3 INFORMATION SECURITY POLICY

Corporate information (such as tenders, projects, bids, payrolls, company turnover, etc.), personnel records, and customer data (including financial data, personal information, etc.) are considered valuable and critical information and will be safeguarded. All types of sensitive information, regardless of whether it belongs to service providers, service recipients, or third parties, will be protected against unauthorized access and its integrity will be preserved in order to ensure confidentiality, integrity, and availability management in line with Information Security implementation processes. Critical information will only be accessible to authorized persons and, where necessary, partners or customers.

Risks arising from corporate, physical or environmental factors, internal users, or third-party usage relating to the data of Rönesans Gayrimenkul Yatırım A.Ş. shall be assessed and managed systematically.

Information security incidents, violations and vulnerabilities are recorded in order to build and maintain organizational memory within Rönesans. Necessary measures shall be taken and sanctions shall be applied regarding any identified violations or vulnerabilities.

Employees are provided with information security training to understand and recognize the risks they may encounter regarding information security, with the aim of increasing information security awareness. All employees will be provided with sufficient training and supporting reference materials to ensure they protect the assets of Rönesans Gayrimenkul Yatırım A.Ş. appropriately.

Ensuring the security of information is taken into account at every stage of business process workflows and activities.

Objectives relating to information-security performance shall be determined on an annual basis.

Rönesans Gayrimenkul Yatırım A.Ş. shall comply with all legal obligations and contractual requirements concerning information security.

Rönesans Gayrimenkul Yatırım A.Ş. hereby commits to operating in accordance with the Information Security Policy outlined in the above provisions and declares that it will utilize all available resources to become an exemplary organization in ensuring information security, with the dedication of our employees.