



KAMUYU AYDINLATMA PLATFORMU

MHR GAYRİMENKUL YATIRIM ORTAKLIĞI A.Ş. Corporate Governance Information Form 2024 - Annual Notification

Summary

MHR GYO 2024 Corporate Governance Information Form

1. SHAREHOLDERS

Related Companies

Related Funds

1. SHAREHOLDERS	
1.1. Facilitating the Exercise of Shareholders Rights	
The number of investor meetings (conference, seminar/etc.) organised by the company during the year	None
1.2. Right to Obtain and Examine Information	
The number of special audit request(s)	None
The number of special audit requests that were accepted at the General Shareholders' Meeting	None
1.3. General Assembly	
Link to the PDP announcement that demonstrates the information requested by Principle 1.3.1. (a-d)	https://www.kap.org.tr/en/Bildirim/1293989
Whether the company provides materials for the General Shareholders' Meeting in English and Turkish at the same time	All documents are also available in English.
The links to the PDP announcements associated with the transactions that are not approved by the majority of independent directors or by unanimous votes of present board members in the context of Principle 1.3.9	None
The links to the PDP announcements associated with related party transactions in the context of Article 9 of the Communique on Corporate Governance (II-17.1)	https://www.kap.org.tr/en/Bildirim/1358048 https://www.kap.org.tr/en/Bildirim/1299007 https://www.kap.org.tr/en/Bildirim/1297505
The links to the PDP announcements associated with common and continuous transactions in the context of Article 10 of the Communique on Corporate Governance (II-17.1)	https://www.kap.org.tr/en/Bildirim/1358048
The name of the section on the corporate website that demonstrates the donation policy of the company	https://mhrgyo.com.tr/en/investor-relations/policies
The relevant link to the PDP with minute of the General Shareholders' Meeting where the donation policy has been approved	https://www.kap.org.tr/en/Bildirim/1303214
The number of the provisions of the articles of association that discuss the participation of stakeholders to the General Shareholders' Meeting	Articles 22 and 23
	The Ordinary General Assembly of our Company held on June 28, 2024 was open to the public, including stakeholders and the media, without the right

Identified stakeholder groups that participated in the General Shareholders' Meeting, if any	to speak. In addition to the shareholders and their representatives who attended the meeting physically and electronically, members of the Board of Directors, auditors, lawyers, employees and other stakeholders attended the meeting. There are no restrictions on the participation of stakeholders in the General Assembly.
1.4. Voting Rights	
Whether the shares of the company have differential voting rights	Hayır (No)
In case that there are voting privileges, indicate the owner and percentage of the voting majority of shares.	The Company does not have any privileged voting rights.
The percentage of ownership of the largest shareholder	% 64,98
1.5. Minority Rights	
Whether the scope of minority rights enlarged (in terms of content or the ratio) in the articles of the association	Hayır (No)
If yes, specify the relevant provision of the articles of association.	None
1.6. Dividend Right	
The name of the section on the corporate website that describes the dividend distribution policy	https://mhrgyo.com.tr/en/investor-relations/policies
Minutes of the relevant agenda item in case the board of directors proposed to the general assembly not to distribute dividends, the reason for such proposal and information as to use of the dividend.	"Although there is a profit in the financial statements for the year 2023 prepared in accordance with the CMB legislation and inflation accounting is applied, since there is no distributable profit due to the fact that there is a previous year loss in an amount more than the net profit for the period in our legal records for the year 2023 kept in accordance with the provisions of the Tax Procedure Law, and the attached Dividend Distribution Table for the year 2023 prepared in relation to these issues was approved unanimously by the participants with a nominal acceptance vote of TL 643,298,470."

PDP link to the related general shareholder meeting minutes in case the board of directors proposed to the general assembly not to distribute dividends

<https://www.kap.org.tr/en/Bildirim/1303214>

General Assembly Meetings

General Meeting Date	The number of information requests received by the company regarding the clarification of the agenda of the General Shareholders' Meeting	Shareholder participation rate to the General Shareholders' Meeting	Percentage of shares directly present at the GSM	Percentage of shares represented by proxy	Specify the name of the page of the corporate website that contains the General Shareholders' Meeting minutes, and also indicates for each resolution the voting levels for or against	Specify the name of the page of the corporate website that contains all questions asked in the general assembly meeting and all responses to them	The number of the relevant item or paragraph of General Shareholders' Meeting minutes in relation to related party transactions	The number of declarations by insiders received by the board of directors	The link to the related PDP general shareholder meeting notification
28/06/2024		% 77,79	% 0,000011	% 77,79	https://mhrgyo.com.tr/en/investor-relations/general-assembly	https://mhrgyo.com.tr/en/investor-relations/general-assembly	Article 16	37	https://www.kap.org.tr/en/Bildirim/1293989

2. DISCLOSURE AND TRANSPARENCY

2. DISCLOSURE AND TRANSPARENCY	
2.1. Corporate Website	
Specify the name of the sections of the website providing the information requested by the Principle 2.1.1.	https://mhrgyo.com.tr/en/investor-relations/corporate-governance
If applicable, specify the name of the sections of the website providing the list of shareholders (ultimate beneficiaries) who directly or indirectly own more than 5% of the shares.	https://mhrgyo.com.tr/en/corporate/shareholding-structure
List of languages for which the website is available	Turkish and English
2.2. Annual Report	
The page numbers and/or name of the sections in the Annual Report that demonstrate the information requested by principle 2.2.2.	
a) The page numbers and/or name of the sections in the Annual Report that demonstrate the information on the duties of the members of the board of directors and executives conducted out of the company and declarations on independence of board members	Annual Report> General Information> Members of the Board of Directors and Senior Executives
b) The page numbers and/or name of the sections in the Annual Report that demonstrate the information on committees formed within the board structure	Annual Report>General Information>Board Members and Senior Executives>Number, Structure and Independence of the Committees Established within the Board of Directors
c) The page numbers and/or name of the sections in the Annual Report that demonstrate the information on the number of board meetings in a year and the attendance of the members to these meetings	Annual Report>General Information>Board Members and Senior Executives>Structure of the Board of Directors, Operating Principles and Board Meetings
c) The page numbers and/or name of the sections in the Annual Report that demonstrate the information on amendments in the legislation which may significantly affect the activities of the corporation	Annual Report>Financial Information> Legislative Changes that will Significantly Affect Operations
d) The page numbers and/or name of the sections in the Annual Report that demonstrate the information on	Annual Report>Financial Information>Lawsuits to

significant lawsuits filed against the corporation and the possible results thereof	which the Company is a Party
e) The page numbers and/or name of the sections in the Annual Report that demonstrate the information on the conflicts of interest of the corporation among the institutions that it purchases services on matters such as investment consulting and rating and the measures taken by the corporation in order to avoid from these conflicts of interest	Annual Report>Financial Information>Consultancy Services
f) The page numbers and/or name of the sections in the Annual Report that demonstrate the information on the cross ownership subsidiaries that the direct contribution to the capital exceeds 5%	Annual Report>Financial Information>Direct or Indirect Subsidiaries of the Company
g) The page numbers and/or name of the sections in the Annual Report that demonstrate the information on social rights and professional training of the employees and activities of corporate social responsibility in respect of the corporate activities that arises social and environmental results	Annual Report>Governance>Sustainability> Corporate Social Responsibility

3. STAKEHOLDERS

3. STAKEHOLDERS	
3.1. Corporation's Policy on Stakeholders	
The name of the section on the corporate website that demonstrates the employee remedy or severance policy	https://mhrgyo.com.tr/en/investor-relations/policies
The number of definitive convictions the company was subject to in relation to breach of employee rights	None
The position of the person responsible for the alert mechanism (i.e. whistleblowing mechanism)	Ethics Committee
The contact detail of the company alert mechanism	etik@mhrgyo.com.tr
3.2. Supporting the Participation of the Stakeholders in the Corporation's Management	
Name of the section on the corporate website that demonstrates the internal regulation addressing the participation of employees on management bodies	https://mhrgyo.com.tr/en/investor-relations/policies
Corporate bodies where employees are actually represented	Employees are represented on the Board of Directors by the General Manager.
3.3. Human Resources Policy	
The role of the board on developing and ensuring that the company has a succession plan for the key management positions	Succession plan is submitted to the Board of Directors by the General Manager
The name of the section on the corporate website that demonstrates the human resource policy covering equal opportunities and hiring principles. Also provide a summary of relevant parts of the human resource policy.	https://mhrgyo.com.tr/en/investor-relations/policies
Whether the company provides an employee stock ownership programme	Pay edindirme planı bulunmuyor (There isn't an employee stock ownership programme)
The name of the section on the corporate website that demonstrates the human resource policy covering discrimination and mistreatments and the measures to prevent them. Also provide a summary of relevant parts of the human resource policy.	https://mhrgyo.com.tr/en/investor-relations/policies
The number of definitive convictions the company is subject to in relation to health and safety measures	None
3.5. Ethical Rules and Social Responsibility	

<p>The name of the section on the corporate website that demonstrates the code of ethics</p>	<p>https://mhrgyo.com.tr/en/investor-relations/policies</p>
<p>The name of the section on the company website that demonstrates the corporate social responsibility report. If such a report does not exist, provide the information about any measures taken on environmental, social and corporate governance issues.</p>	<p>https://mhrgyo.com.tr/en/investor-relations/policies</p>
<p>Any measures combating any kind of corruption including embezzlement and bribery</p>	<p>Article 4.18 of the MHR REIT Code of Ethics titled Anti-Bribery and Anti-Corruption includes the measures taken to combat corruption, and in the said article, “MHR REIT employees ensure compliance with anti-bribery and anti-corruption legal regulations and other relevant international standards. Bribery, embezzlement, favoritism, etc. They also take measures to protect themselves from corruption and suspicions of corruption.” There is a provision.</p>

4. BOARD OF DIRECTORS-I

4. BOARD OF DIRECTORS-I	
4.2. Activity of the Board of Directors	
Date of the last board evaluation conducted	None
Whether the board evaluation was externally facilitated	Hayır (No)
Whether all board members released from their duties at the GSM	Evet (Yes)
Name(s) of the board member(s) with specific delegated duties and authorities, and descriptions of such duties	On June 28, 2024, Mahmut Erdemoğlu was elected as the Chairman of the Board of Directors and Levent Uluçeçen was elected as the Vice Chairman of the Board of Directors. The Chairman of the Board of Directors and the Vice Chairman of the Board of Directors have the right and authority to represent the Company unlimitedly with their joint signatures in all matters related to the Company's transactions. The powers of the Board of Directors are explained in detail in the annual report.
Number of reports presented by internal auditors to the audit committee or any relevant committee to the board	Internal Control Unit has not been established.
Specify the name of the section or page number of the annual report that provides the summary of the review of the effectiveness of internal controls	Annual Report >Financial Information> Effectiveness of the Internal Control System, Risks and Assessments of the Governing Body
Name of the Chairman	Mahmut ERDEMOĞLU
Name of the CEO	Şualp Nurkan KAÇMAZ
If the CEO and Chair functions are combined: provide the link to the relevant PDP announcement providing the rationale for such combined roles	It's not the same person.

Link to the PDP notification stating that any damage that may be caused by the members of the board of directors during the discharge of their duties is insured for an amount exceeding 25% of the company's capital	None
The name of the section on the corporate website that demonstrates current diversity policy targeting women directors	https://mhrgyo.com.tr/en/investor-relations/policies
The number and ratio of female directors within the Board of Directors	None

Composition of Board of Directors

Name, Surname of Board Member	Whether Executive Director Or Not	Whether Independent Director Or Not	The First Election Date To Board	Link To PDP Notification That Includes The Independency Declaration	Whether the Independent Director Considered By The Nomination Committee	Whether She/He is the Director Who Ceased to Satisfy The Independence or Not	Whether The Director Has At Least 5 Years' Experience On Audit, Accounting And/Or Finance Or Not
MAHMUT ERDEMOĞLU	İcrada görevli (Executive)	Bağımsız üye değil (Not independent director)	30/03/2021		İlgisiz (Not applicable)	İlgisiz (Not applicable)	Evet (Yes)
LEVENT ULUÇEÇEN	İcrada görevli (Executive)	Bağımsız üye değil (Not independent director)	30/03/2021		İlgisiz (Not applicable)	İlgisiz (Not applicable)	Evet (Yes)
GÖKAY ERDEMOĞLU	İcrada Görevli Değil (Non-executive)	Bağımsız üye değil (Not independent director)	06/01/2023		İlgisiz (Not applicable)	İlgisiz (Not applicable)	Evet (Yes)
AHMET YAŞAR	İcrada Görevli Değil (Non-executive)	Bağımsız üye değil (Not independent director)	30/03/2021		İlgisiz (Not applicable)	İlgisiz (Not applicable)	Evet (Yes)
VOLKAN YILDIZ	İcrada görevli (Executive)	Bağımsız üye değil (Not independent director)	30/03/2021		İlgisiz (Not applicable)	İlgisiz (Not applicable)	Evet (Yes)
KEMAL GÜLMEZ	İcrada görevli (Executive)	Bağımsız üye değil (Not independent director)	30/03/2021		İlgisiz (Not applicable)	İlgisiz (Not applicable)	Evet (Yes)
	İcrada Görevli Değil (	Bağımsız üye (		https://www.kap.org.tr			

KERİM ERHAN DUMANLI	Non-executive)	Independent director)	06/01/ 2023	/en/Bildirim/ 1293989	Değerlendirildi (Considered)	Hayır (No)	Evet (Yes)
UFUK TANDOĞAN	İcrada Görevli Değil (	Bağımsız üye (	06/01/ 2023	https:// www.kap.org.tr /en/Bildirim/ 1293989	Değerlendirildi (Considered)	Hayır (No)	Evet (Yes)
MÜŞFİK CANTEKİNLER	İcrada Görevli Değil (	Bağımsız üye (	28/06/ 2024	https:// www.kap.org.tr /en/Bildirim/ 1293989	Değerlendirildi (Considered)	Hayır (No)	Evet (Yes)

4. BOARD OF DIRECTORS-II

4. BOARD OF DIRECTORS-II	
4.4. Meeting Procedures of the Board of Directors	
Number of physical or electronic board meetings in the reporting period	42
Director average attendance rate at board meetings	% 100
Whether the board uses an electronic portal to support its work or not	Hayır (No)
Number of minimum days ahead of the board meeting to provide information to directors, as per the board charter	2
The name of the section on the corporate website that demonstrates information about the board charter	None
Number of maximum external commitments for board members as per the policy covering the number of external duties held by directors	Members of the Board of Directors are not restricted from assuming other duties or tasks outside the Company, and the provisions of the Turkish Commercial Code regarding the prohibition of competition are complied with. It is ensured that the members of the Board of Directors are able to allocate time for the Company's affairs to the extent that they can follow the functioning of the Company's activities and fully fulfill the requirements of the duties they undertake.
4.5. Board Committees	
Page numbers or section names of the annual report where information about the board committees are presented	Annual Report>General Information>Board Members and Senior Executives>Number, Structure and Independence of the

	Committees Established within the Board of Directors
Link(s) to the PDP announcement(s) with the board committee charters	https://www.kap.org.tr/tr/Bildirim/1262121

Composition of Board Committees-I

Names Of The Board Committees	Name Of Committees Defined As "Other" In The First Column	Name-Surname of Committee Members	Whether Committee Chair Or Not	Whether Board Member Or Not
Kurumsal Yönetim Komitesi (Corporate Governance Committee)		KERİM ERHAN DUMANLI	Evet (Yes)	Yönetim kurulu üyesi (Board member)
Kurumsal Yönetim Komitesi (Corporate Governance Committee)		MÜŞFİK CANTEKİNLER	Hayır (No)	Yönetim kurulu üyesi (Board member)
Kurumsal Yönetim Komitesi (Corporate Governance Committee)		EBRU BOZDOĞNAGİL	Hayır (No)	Yönetim kurulu üyesi değil (Not board member)
Denetim Komitesi (Audit Committee)		KERİM ERHAN DUMANLI	Evet (Yes)	Yönetim kurulu üyesi (Board member)
Denetim Komitesi (Audit Committee)		MÜŞFİK CANTEKİNLER	Hayır (No)	Yönetim kurulu üyesi (Board member)
Riskin Erken Saptanması Komitesi (Committee of Early Detection of Risk)		UFUK TANDOĞAN	Evet (Yes)	Yönetim kurulu üyesi (Board member)
Riskin Erken Saptanması Komitesi (Committee of Early Detection of Risk)		MÜŞFİK CANTEKİNLER	Hayır (No)	Yönetim kurulu üyesi (Board member)

4. BOARD OF DIRECTORS-III

4. BOARD OF DIRECTORS-III	
4.5. Board Committees-II	
<p>Specify where the activities of the audit committee are presented in your annual report or website (Page number or section name in the annual report/website)</p>	<p>Annual Report>General Information>Board Members and Senior Executives>Number, Structure and Independence of the Committees Established within the Board of Directors</p>
<p>Specify where the activities of the corporate governance committee are presented in your annual report or website (Page number or section name in the annual report/website)</p>	<p>Annual Report>General Information>Board Members and Senior Executives>Number, Structure and Independence of the Committees Established within the Board of Directors</p>
<p>Specify where the activities of the nomination committee are presented in your annual report or website (Page number or section name in the annual report/website)</p>	<p>Annual Report>General Information>Board Members and Senior Executives>Number, Structure and Independence of the Committees Established within the Board of Directors</p>
<p>Specify where the activities of the early detection of risk committee are presented in your annual report or website (Page number or section name in the annual report/website)</p>	<p>"Annual Report>General Information>Board Members and Senior Executives>Number, Structure and Independence of the Committees Established within the Board of Directors "</p>
<p>Specify where the activities of the remuneration committee are presented in your annual report or website (Page number or section name in the annual report/website)</p>	<p>Annual Report>General Information>Board Members and Senior Executives>Number, Structure and Independence of the</p>

	Committees Established within the Board of Directors
4.6. Financial Rights	
Specify where the operational and financial targets and their achievement are presented in your annual report (Page number or section name in the annual report)	None
Specify the section of website where remuneration policy for executive and non-executive directors are presented.	https://mhrgyo.com.tr/en/investor-relations/policies
Specify where the individual remuneration for board members and senior executives are presented in your annual report (Page number or section name in the annual report)	"Annual Report>General Information>Board Members and Senior Executives>Benefits and Rights Provided to Board Members and Senior Executives "

Composition of Board Committees-II

Names Of The Board Committees	Name of committees defined as "Other" in the first column	The Percentage Of Non-executive Directors	The Percentage Of Independent Directors In The Committee	The Number Of Meetings Held In Person	The Number Of Reports On Its Activities Submitted To The Board
Kurumsal Yönetim Komitesi (Corporate Governance Committee)		% 67	% 67	9	9
Denetim Komitesi (Audit Committee)		% 100	% 100	9	9
Riskin Erken Saptanması Komitesi (Committee of Early Detection of Risk)		% 100	% 100	6	6