

**MHR GAYRIMENKUL YATIRIM ORTAKLIĞI A.Ş.**  
**Minutes of June 28, 2024 Ordinary General Assembly Meeting**

The Ordinary General Assembly Meeting of MHR Gayrimenkul Yatırım Ortaklığı Anonim Şirketi for the year 2023 will be held on June 28, 2024 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. Ayten GÜNEŞ, who was assigned by the letter dated 26/06/2024 and numbered E-90726394-431-00098113333 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 June 06, 2024 and numbered 11098, on the Public Disclosure Platform (www.kap.gov.tr), on the Electronic General Assembly System (EGKS), on the Information Society Services Page (E-Company) and on the Company's website (www.mhrgyo.com.tr), as stipulated in the Law and the Articles of Association, including the agenda, and was also announced in writing to the registered shareholders registered in the share ledger in due time by notifying them of the meeting date and agenda.

From the examination of the Attendance List, it is understood that out of the 827,000,000 shares corresponding to the total capital of the Company amounting to TL 827,000,000, 643,297,561 shares were represented by proxy, 907 shares were represented in person and 2 shares were represented in electronic media. 470 TL capital was represented at the meeting, thus it was understood that the minimum meeting quorum stipulated in both the law and the Articles of Association was present, it was seen that a sufficient number of Board Members and Auditors were present at the meeting, it was seen that the proxies and documents required to be present at the meeting were complete, and it was determined by the Ministry Representative Ms. Ayten GÜNEŞ that the requirements of the electronic general assembly were fulfilled in accordance with the legal regulations, the meeting was opened simultaneously in physical and electronic environment by the General Manager Mr. Şualp Nurkan KAÇMAZ. After informing about voting and speaking at the General Assembly and the Electronic General Assembly System, the agenda items were read out and the meeting proceeded to discuss the agenda items.

**Article 1-)** Upon the unanimous election of Mr. Şualp Nurkan KAÇMAZ as the Chairman of the Ordinary General Assembly Meeting with a nominal acceptance vote of TL 643,298,470, and upon the authorization of the Presidium to sign the minutes of the General Assembly Meeting, Ms. Ebru BOZDOĞANGİL was elected as the Minutes Clerk, Ms. Nazan BONCUK YAMAN as the Vote Collector, and Mr. Ömer Can GÖRKEN to use the EKGS System. The General Assembly was asked whether there was a request for a change in the order of the agenda items. There was no request for a change in the order.

**Article 2-)** Regarding the activities and accounts for the year 2023; Since the Annual Report of the Board of Directors was submitted to the review of the shareholders in advance and within the legal period, the Annual Report of the Board of Directors was discussed, since the nominal acceptance vote of TL 643,298,470 was unanimously accepted by the participants. No one took the floor.

**Article 3-)** Since the independently audited Independent Auditor's Report for the year 2023 had been submitted to the review of the shareholders in advance and within the legal period, the proposal to proceed directly to the negotiations was accepted by the unanimous vote of the participants with a nominal acceptance vote of TL 643,298,470, and the Independent Audit Report was discussed. No one took the floor.

**Article 4-)** Since the independently audited financial statements for the year 2023 and their annexes were submitted to the review of the shareholders in advance and within the legal period, the issue of deeming them as read was accepted by the unanimous vote of the participants with a nominal acceptance vote of TL 643,298,470. The Financial Statements and their annexes were opened for discussion, and as a result of the voting, the Financial Statements and their annexes for the year 2023 were unanimously approved with a nominal acceptance vote of TL 643,298,470.

**Article 5-)** Regarding the activities of the year 2023; as a result of the voting, each of the members of the Board of Directors was discharged separately with the unanimous vote of the attendees with a nominal acceptance vote of TL 643,298,470. None of the Members of the Board of Directors voted for their own release.

**Article 6-)** 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.

**Article 7-)** Mr. Mahmut ERDEMOĞLU (T.C: .....), Mr. Levent ULUÇEÇEN (T.C: .....), Mr. Ahmet YAŞAR (T.C: .....), Mr. Gökay ERDEMOĞLU (T.C: .....), Mr. Kemal GÜLMEZ (T. C: .....), and Mr. Volkan YILDIZ (T.C: .....), as real person members and Mr. Kerim Erhan DUMANLI (T.C: .....), Mr. Ufuk TANDOĞAN (T.C: .....), and Mr. Müşfik CANTEKİNLER (T.C: .....), as independent members. As a result of the voting, the nominal acceptance vote of TL 643,298,470 was cast and the election of the members of the Board of Directors was unanimously approved.

**Article 8-)** The matter of determining the attendance fees to be paid to the Members of the Board of Directors for their duties as net TL 400,000 per month to be paid to the Chairman of the Board of Directors and net TL 30,000 per month to be paid to each of the Independent Members of the Board of Directors and no attendance fees to be paid to the other Members of the Board of Directors was approved by unanimous vote of the participants with a nominal acceptance vote of TL 643,298,470.

**Article 9-)** The matter of selecting Güreli Yeminli Mali Müşavirlik ve Bağımsız Denetim Hizmetleri AŞ, proposed by the Audit Committee, as the Independent Audit Company to carry out the independent external audit of the financial reports of our Company

for the fiscal year 2024 in accordance with the principles set out in the Turkish Commercial Code No. 6102 and the Capital Markets Law No. 6362, and other activities within the scope of the relevant regulations in these laws, was put to vote; as a result of the voting, the Independent Audit Firm was accepted unanimously with a nominal acceptance vote of TL 643,298,470.

**Article 10-)** The issue of deeming the General Assembly Internal Directive of our Company, prepared within the scope of the Turkish Commercial Code, as read since it was submitted to the review of the shareholders in advance and within the legal period, was accepted with the unanimous vote of the participants with a nominal acceptance vote of TL 643,298,470. The Internal Directive of the General Assembly was opened to voting, and as a result of the voting, it was unanimously approved by the participants with a nominal acceptance vote of TL 643,298,470.

**Article 11-)** Since the Company's Dividend Distribution Policy, Disclosure Policy, Donation and Aid Policy, Remuneration Policy and Working Principles of the Board of Directors Committees, which were prepared within the scope of the Capital Markets Legislation, had been submitted to the review of the shareholders in advance and within the legal period, the matter of deeming them as read was approved by unanimous vote of the participants with a nominal acceptance vote of TL 643,298,470. The Dividend Distribution Policy, Disclosure Policy, Donation and Aid Policy, Remuneration Policy and Working Principles of the Board Committees were put to vote, and as a result of the voting, they were unanimously approved with a nominal acceptance vote of TL 643,298,470.

**Article 12-)** The issue of determining the upper limit of donations to be made by the Company in 2024 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 643,298,470. 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 2023.

**Article 13-)** Within the scope of the Tax Procedure Law No. 213, it was submitted for the information of the General Assembly that the previous years' loss amounting to TL 1,098,456,605.48, which occurred in our legal records as a result of the inflation adjustment of the financial statements dated 31.12.2023, should not be offset against the positive differences of the capital adjustment in the shareholders' equity in accordance with the company policy.

**Article 14-)** 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 by the majority of the votes cast, with a nominal acceptance vote of TL 643,298,469 and a nominal rejection vote of TL 1.

**Article 15-)** 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 2023 and that there were no income and benefits derived therefrom.

**Article 16-)** In accordance with the regulations of the Capital Markets Board, related party transactions were submitted for the information of the General Assembly.

**Article 17-)** In the Wishes and Closing, Mr. Nurullah Sancaktar and Mr. Erdal Peker, our shareholders who took the floor physically, asked why the values of the Company's investment properties and the annual profit amount decreased compared to 2022. He stated that he has an expectation for dividend distribution in the form of bonus share distribution. He asked for the Company's views on the tax regulations on the agenda. He stated that it was very important for the Company and the main shareholder Quick Sigorta AŞ to buy back their shares and expressed his thanks. Mr. Okan Deniz, one of our shareholders on electronic media, asked "At what stage is the Ataşehir urban transformation project? Are you waiting to reach an agreement with all the condominium owners in the area for the construction to begin? Or has construction started on the parcels you have agreed on? At what stage is the Tuzla villas project? Thank you for your answers." Our Company's Board Member Mr. Volkan YILDIZ, Independent Board Member Mr. Müşfik CANTEKİNLER and General Manager Mr. Şualp Nurkan KAÇMAZ answered the questions. It was informed that all questions asked and answers given at the General Assembly meeting will be published on the Company's website within 30 days.

There being no further items on the agenda, the Meeting was closed at 15:00 following the Chairman's vote of thanks. 28.06.2024 / ISTANBUL

<b>MINISTRY REPRESENTATIVE</b>	<b>CHAIRMAN OF THE MEETING</b>	<b>SECRETARY OF THE MINUTES</b>	<b>VOTE COLLECTOR</b>
<b>Ayten GÜNEŞ</b>	<b>Şualp. Nurkan KAÇMAZ</b>	<b>Nazan BONCUK YAMAN</b>	<b>Ebru BOZDOĞANGİL</b>

In case of any difference between the Turkish and English versions of this disclosure, the Turkish version shall prevail.

MHR GAYRİMENKUL YATIRIM ORTAKLIĞI AŞ			
01.01.2023- 31.12.2023 Period Dividend Payment Table (TL)			
1. Paid-In / Issued Capital		827.000.000	
2. Total Legal Reserves (According to Legal Records)		0	
Information on privileges in dividend distribution, if any, in the Articles of Association:		None	
		Based on CMB Regulations	Based on Legal Records
3.	Current Period Profit	31.236.515	145.411.517,39
4.	Taxes Payable (-)	-	-
5.	Net Current Period Profit	31.236.515	145.411.517,39
6.	Losses in Previous Years (-)	-	418.197.126,83
7.	Primary Legal Reserve (-)	-	-
8.	Net Distributable Current Period Profit	31.236.515	-
9.	Donations Made During The Year ( + )	-	-
10.	Donation-Added Net Distributable Current Period Profit on which First Dividend Is Calculated	31.236.515	-
11.	First Dividend to Shareholders	-	-
	- Cash	-	-
	- Stock	-	-
	- Total	-	-
12.	Dividend Distributed to Owners of Privileged Shares	-	-
13.	Other Dividend Distributed	-	-
14.	Dividend to Owners of Redeemed Shares	-	-
15.	Second Dividend to Shareholders	-	-
16.	Secondary Legal Reserves	-	-
17.	Statutory Reserves	-	-
18.	Special Reserves	-	-
19.	Extraordinary Reserves	31.236.515	-
20.	Other Distributable Resources	-	-

Cash Dividend Payment Amount and Rates (*)						
	Share Group Info	TOTAL PROFIT DISTRIBUTED SHARE		TOTAL DIVIDENDS DISTRIBUTED / NET DISTRIBUTABLE PROFIT FOR THE PERIOD	DIVIDEND CORRESPONDING TO A SHARE WITH A NOMINAL VALUE OF TL 1	
		CASH (TL)	STOCK (TL)		AMOUNT (TL)	RATE (%)
	A	-	-	-	-	-
NET	B	-	-	-	-	-
		-	-	-	-	-
	TOTAL	-	-	-	-	-

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