

MHR GAYRİMENKUL YATIRIM ORTAKLIĞI AŞ DIVIDEND DISTRIBUTION POLICY

1. Purpose and Scope

The purpose of the dividend distribution policy ("Policy") is to ensure that MHR Gayrimenkul Yatırım Ortaklığı Anonim Şirketi ("Company") complies with the Turkish Commercial Code No. 6102 ("TCC"), the Capital Markets Law No. 6362 ("CML"), the Capital Markets Board's ("CMB") Communication No. II-19.1 on Dividend Distribution ("Dividend Distribution Communication"), relevant capital markets legislation, and the provision of the Articles of Association regarding dividend distribution, to establish the Company's dividend distribution principles and to enable shareholders to anticipate the procedures and principles for the distribution of profits the Company may generate in future periods.

The Company complies with the CMB, the Turkish Commercial Code (TCC), capital markets legislation, and other relevant laws and regulations regarding dividend distribution. The Company exercises the utmost care to implement the principles set forth in the Corporate Governance Principles outlined in the CMB's Corporate Governance Regulation, which may be amended or revised from time to time.

The Company's Policy has been prepared in accordance with the CMB's Corporate Governance Regulation No. II-17.1 ("Corporate Governance Regulation") and the Dividend Distribution Regulation; it is communicated to all stakeholders, primarily shareholders, via the Company's website (www.mhrgyo.com.tr).

2. Authority and Responsibility

The Policy, established by the Board of Directors within the framework of the CMB's Corporate Governance Principles, is submitted to shareholders for approval as a separate item on the agenda of the Company's general meeting. The monitoring, oversight, development, and necessary updates to the Company's Policy fall under the authority and responsibility of the Board of Directors. Any amendments to the Policy are announced to the public following the Board of Directors' decision, along with their rationale, in accordance with regulations regarding the disclosure of special circumstances, and are submitted to shareholders for approval at the general meeting before being published on the Company's website (www.mhrgyo.com.tr).

3. Dividend Distribution Policy

The Company's Board of Directors makes a dividend distribution decision by taking into account capital requirements, investment and financing policies, market expectations, our long-term strategy, profitability, and cash position, in accordance with the Company's Articles of Association, the Turkish Commercial Code, Capital Markets Legislation, Capital Markets Board regulations, tax laws, and other applicable legal provisions.

The Board of Directors, taking into account the Company's profitability and strategy, and in order to apply the corporate income tax exemption under Article 5, Paragraph 1, Subparagraph (d) of the Corporate Income Tax Law No. 5520, requires that at least 50% of the profits derived from real estate must be distributed as dividends by the end of the second month following the month in which the corporate income tax return for the relevant fiscal year is due. This requires the Board of Directors to propose the dividend distribution to the General Assembly, and if the General Assembly approves the dividend distribution, the distribution must be completed within the timeframe specified by applicable legislation.

The Board of Directors' proposal for dividend distribution, including whether dividends will be distributed, how, and when, is finalized and takes effect at the General Assembly meeting, and the decisions taken are disclosed to the public on the same day via the Public Disclosure Platform.

Distribution procedures are carried out within the legal timeframes specified in the legislation. Dividends are distributed equally among all shares outstanding as of the distribution date, without regard to their issuance or acquisition dates.

If no dividend is distributed, the reasons for the non-distribution and the use of the undistributed profits are disclosed to the shareholders.

4. Principles for the Distribution of Dividends and Dividend Advances

The board of directors may distribute an advance on dividends provided it is authorized by the general meeting and complies with capital markets regulations.

The principles governing the distribution of dividends are set forth in Article 31 of the Company's Articles of Association, titled "Distribution of Profits and Reserves": Pursuant to Article 33 of the Company's Articles of Association titled "Interim Dividend," "The General Meeting may decide to distribute an interim dividend to shareholders within the framework of Capital Markets Board regulations and other relevant legislation. The calculation and distribution of the interim dividend amount shall comply with the provisions of the relevant legislation."

