

# HALK GAYRİMENKUL YATIRIM ORTAKLIĞI A.Ş.

## BOARD OF DIRECTORS' INVITATION and INFORMATION DOCUMENT FOR ORDINARY GENERAL ASSEMBLY MEETING OF 2025

### INVITATION TO THE ORDINARY GENERAL ASSEMBLY MEETING TO BE HELD ON ON APRIL 30, 2026

The Ordinary General Assembly Meeting for the accounting period of 2025 will be held at the address of **Türkiye Halk Bankası A.Ş. Genel Müdürlüğü Finanskent Mahallesi Finans Caddesi No:42/1 Ümraniye/İstanbul on Thursday, April 30, 2026, at 2:00 pm** for discussing and deciding the following agenda items.

Pursuant to Paragraph 4 of Article 415 of the Turkish Commercial Code numbered 6102 ("TCC"), the right to participate and vote in the General Assembly cannot be made subject to the condition of depositing the share certificates. Therefore our shareholders, who may participate in General Assembly Meeting do not have to block their shares at the Central Registry Agency.

Our shareholders may participate in the General Assembly Meeting physically or electronically in person or by proxy; in accordance with the Paragraph 5 of Article 1527 of TCC. The shareholders who intend to participate in person or by proxy on EGMS, should notify their preference by **registering to the Electronical General Meeting System (EGMS) until 1 (one) day prior of the meeting.**

Our shareholders who may participate in the General Assembly Meeting in person and physically are required to show their identity cards.

Our shareholders who may attend to the meeting by proxy should send the power of attorney provided below and notarized for favor of a third party to the head office of our Company before the meeting or should have the information of the proxy who will participate the meeting **registered to the Electronic General Meeting System (EGMS) until 1 (one) day prior of the meeting.** The proxy who participates via the EGMS does not need to submit a separate physical power of attorney and the proxy can participate in the General Assembly Meeting both physically and through the EGMS. Whether appointed by a notarized proxy form or on the EGMS, proxies that will attend the meeting by proxy or in person are required to present their identity cards in the meeting.

If shareholders want to participate in the General Assembly Meeting via the EGMS without facing any problem related to their shareholding rights, they should be registered with the e-CRA Information Portal and have own secure electronic signature to directly participate in the General Assembly via the EGMS and to appoint a representative. Furthermore; the participating proxies must have also own secure electronic signatures.

Pursuant to Article 1526 of the TCC, the notifications which are made on behalf of the legal entity shareholders via the EGMS should be signed by the authorized signatory of the legal entity with the secure electronic signatures which have been designed on behalf of the company's names.

If shareholders who restrict their identity and shareholding information for our access may participate to the meeting, they must apply to their Intermediary Institution in which their accounts are located and remove such restriction **latest by until 16:30 of 1 (one) day prior of the meeting.**

Our shareholders who wish to be represented by safe custody institutions where their shares are deposited are required to issue “Depositor’s Representative Form” and “Instruction Form” in accordance with the provisions of the “Regulation on the Principles and Procedures of the General Shareholders’ Meetings of the Joint Stock Companies and the Representation of the Ministry of Customs and Trade”, which was published in the Official Gazette No.28481 and dated 28.11.2012 and which also provides samples for the referred forms.

Board of Directors’ Annual Report, Auditor’s Report, Financial Statements and the Board of Directors’ Proposal for Profit Distribution and Profit Distribution Table for 2025 are made available for review by our shareholders within the legal period three weeks before the meeting at the Company Headquarters, at [www.kap.org.tr](http://www.kap.org.tr), on the EGMS and on the Company’s website at [www.halkgyo.com.tr](http://www.halkgyo.com.tr).

Pursuant to the Article 29 of the Capital Markets Law No 6362, no separate notification will be made via registered mail to the holders of the registered shares which are listed in the stock market.

Pursuant to the Law No. 6698 on the Protection of Personal Data, detailed information regarding the processing of your personal data by our Company can be found in the Policy on the Processing and Protection of Personal Data, which we have shared with the public on the website [www.halkgyo.com.tr](http://www.halkgyo.com.tr)

All shareholders and stakeholders as well as media organs are invited to the Ordinary General Assembly meeting.

Kindly submitted to the information of our shareholders.

**Meeting Adress:** Türkiye Halk Bankası A.Ş. Genel Müdürlüğü Finanskent Mahallesi Finans Caddesi No:42/1 Ümraniye/İstanbul

**HALK GAYRİMENKUL YATIRIM ORTAKLIĞI A.Ş.**

**BOARD OF DIRECTORS**

## ADDITIONAL EXPLANATIONS PURSUANT TO THE COMMUNIQUE ON CORPORATE GOVERNANCE(II-17.1)

This section contains additional required disclosures to be declared pursuant to the Corporate Governance Principle numbered 1.3.1 of the CMB's Corporate Governance Communique numbered II-17.1 for our shareholders' information.

### 1- Shareholder Structure and Voting Rights

The issued capital of our company is TL 3,840,000,000.000, fully paid.

TL 62,123,832.328 of the issued capital of the company consists of Group A registered shares and TL 3,777,876,167.672 consists of Group B bearer shares. Group A shares have the privilege of nominating candidates in the election of the members of the Board of Directors.

The current capital and voting rights ratio of our company as of 06.04.2026 is given below.

Shareholder	Group	Share Amount (TL)	Share Rate (%)	Voting Right Rate (%)
TÜRKİYE HALK BANKASI A.Ş.	A	60,674,770.906	1.58	1.58
TÜRKİYE HALK BANKASI A.Ş.	B	2,985,469,331.516	77.75	77.75
HALK YATIRIM A.Ş.	A	1,449,055.650	0.04	0.04
HALK FİNANSAL KİRALAMA A.Ş.	A	5.772	0.00000015	0.00000015
<b>OTHER</b>	<b>B</b>	792,406,836.156	<b>20.63</b>	<b>20.63</b>
<b>TOTAL</b>		<b>3,840,000,000.000</b>	<b>100</b>	<b>100</b>

### 2- Information regarding changes in management and business that would significantly affect the operations of the Company

There are no changes in management and business that significantly affected the operations of the Company in the past financial period. Matters that will significantly affect our company's activities are disclosed to the public within the scope of the relevant legislation.

### 3- Written requests of the shareholders in relation to adding a clause to the agenda

There have been no written requests by the shareholders conveyed to the Investor Relations Department in relation to adding a clause to the agenda within the period.

#### 4- Amendments to the Articles of Association

By the decision of the Board of Directors dated October 23, 2025, and numbered 1108, it was decided to increase the registered capital ceiling limit in Article 8 of the Articles of Association titled "Capital and Shares" from 7,500,000,000 TL to 15,000,000,000 TL, and to update the validity period of the registered capital ceiling from 2023-2027 to 2025-2029.

The application to the Capital Markets Board (CMB) regarding the increase in the registered capital ceiling and the extension of its validity period was submitted on November 20, 2025. The Board approved the new version of Article 8, titled "Capital and Shares," of the Company's Articles of Association with its letter dated December 19, 2025 and numbered E-12233903-340.08-82959. Necessary approvals and permits from the Ministry of Trade regarding this process were obtained on December 29, 2025

Amendment to Article 8 of the Articles of Association will be submitted to the approval of the General Assembly at the Ordinary General Assembly Meeting for the year 2025.

OLD	NEW
<p><b>CAPITAL AND SHARES</b></p> <p><b>Article 8:</b> As per the Capital Markets Legislation, the upper limit of the registered Capital of the Company is TL 7,500,000,000 (sevenandhalfbillion) and divided into 7,500,000,000 shares with the value of TL 1 each.</p> <p>The issued capital of the Company is TL 3,840,000,000 totally paid-up and divided into 3,840,000,000 shares with the value of TL 1 each.</p> <p>The issued capital of TL 3,840,000,000 consists of;</p> <ul style="list-style-type: none"><li>- TL 62,123,832.973 - Group A shares</li><li>- TL 3,777,876,167.027 - Group B shares</li></ul> <p>TL 2,206,217,979 of the issued capital of the Company was paid up in cash, and the remaining TL 1,633,782,021 was met as below mentioned.</p> <ul style="list-style-type: none"><li>- TL 466,282,021 from main shareholder, Türkiye Halk Bankası A.Ş. as in-kind capital,</li></ul>	<p><b>CAPITAL AND SHARES</b></p> <p><b>Article 8:</b> As per the Capital Markets Legislation, the upper limit of the registered Capital of the Company is TL 15,000,000,000 (fifteenbillion) and divided into 15,000,000,000 shares with the value of TL 1 each.</p> <p>The issued capital of the Company is TL 3,840,000,000 totally paid-up and divided into 3,840,000,000 shares with the value of TL 1 each.</p> <p>The issued capital of TL 3,840,000,000 consists of;</p> <ul style="list-style-type: none"><li>- TL 62,123,832.973 - Group A shares</li><li>- TL 3,777,876,167.027 - Group B shares</li></ul> <p>Of this issued capital of the Company,</p> <ul style="list-style-type: none"><li>- TL 466,282,021 was paid in kind and TL 10,717,979 was paid in cash by "Türkiye Halk Bankası A.Ş.", which held the position of the main shareholder at the time of incorporation;</li><li>- TL 185,500,000 was paid in cash through a public offering;</li></ul>

<p>- TL 1,167,500,000 from dividend.</p> <p>Group A shares are registered with names and Group B shares are bearer shares. Transfer of shares registered with names cannot be restricted.</p> <p>The Group A shareholders has the privilege to nominate candidates to the Board of Directors. One more than half of Board of Director members are elected by the general assembly from among the nominees of Group A and the rest of members are elected by the general assembly from among the nominees of Group A and Group B shareholders.</p> <p>The registered capital ceiling permit, given by Capital Markets Board of Turkey (CMB), is valid for 5-year period, from 2023 to 2027. At the end of 2027, even if the Company will not be reached to the ceiling of registered capital, Board of Directors has to obtain authorization from General Assembly for a new period to take a decision about increasing the capital after taking necessary permissions from CMB. If the said authorization cannot be obtained, then the Company cannot increase its capital with a Board of Directors resolution.</p> <p>The transfer of privileged shares in the amount that ensures management control in the period after the public offering of the company shares is subject to the permission of the CMB. Transfers realized in conflict with the principles specified are not registered in the share book Registrations made in the share book in contradiction with provisions are null and void.</p> <p>In accordance with the Capital Markets Law and CMB regulations; Board of Directors is authorized to increase the issued capital up to the upper limit of registered capital by issuing new shares between the years of [2023-2027], to limit the rights of shareholders to obtain new shares and to</p>	<p>- TL 2,010,000,000 was paid in cash, - TL 1,007,500,000 from dividend.</p> <p>The entire TL 160,000,000 increase made on this occasion was covered from the profit for the 2024 fiscal year.</p> <p>Group A shares are registered with names and Group B shares are bearer shares. Transfer of shares registered with names cannot be restricted.</p> <p>The Group A shareholders has the privilege to nominate candidates to the Board of Directors. One more than half of Board of Director members are elected by the general assembly from among the nominees of Group A and the rest of members are elected by the general assembly from among the nominees of Group A and Group B shareholders.</p> <p>The registered capital ceiling permit, given by Capital Markets Board of Turkey (CMB), is valid for 5-year period, from 2025 to 2029. At the end of 2029, even if the Company will not be reached to the ceiling of registered capital, Board of Directors has to obtain authorization from General Assembly for a new period to take a decision about increasing the capital after taking necessary permissions from CMB. If the said authorization cannot be obtained, then the Company cannot increase its capital with a Board of Directors resolution.</p> <p>The transfer of privileged shares in the amount that ensures management control in the period after the public offering of the company shares is subject to the permission of the CMB. Transfers realized in conflict with the principles specified are not registered in the share book Registrations made in the share book in contradiction with provisions are null and void.</p> <p>In accordance with the Capital Markets Law and CMB regulations; Board of Directors is authorized to increase the issued capital up to the upper limit of registered capital by issuing new shares between the years of [2025-2029],</p>
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<p>decide about issuing privileged and nominal shares with less or more value than they actually have, pursuant to the provisions of the Capital Markets Law and the related legislation.</p> <p>The authority to limit the right to obtain new shares cannot be used in such a manner that may cause an inequality among the shareholders.</p> <p>In capital increases, new Group A shares will be issued as Group A shares and new Group B shares will be issued as Group B shares. However, in the situation of Board of Directors restriction of the rights of the shareholders to purchase new shares, all new share certificates to be issued will be Group B and bearer shares.</p> <p>The issued capital amount must be shown on all documents that bear the title of the company.</p> <p>Shares that represent the capital are tracked electronically, in accordance with dematerialization principles.</p> <p>In-kind capital increase decision may only be taken in the general assembly meeting.</p>	<p>to limit the rights of shareholders to obtain new shares and to decide about issuing privileged and nominal shares with less or more value than they actually have, pursuant to the provisions of the Capital Markets Law and the related legislation.</p> <p>The authority to limit the right to obtain new shares cannot be used in such a manner that may cause an inequality among the shareholders.</p> <p>In capital increases, new Group A shares will be issued as Group A shares and new Group B shares will be issued as Group B shares. However, in the situation of Board of Directors restriction of the rights of the shareholders to purchase new shares, all new share certificates to be issued will be Group B and bearer shares.</p> <p>The issued capital amount must be shown on all documents that bear the title of the company.</p> <p>Shares that represent the capital are tracked electronically, in accordance with dematerialization principles.</p> <p>In-kind capital increase decision may only be taken in the general assembly meeting.</p>
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## **AGENDA OF THE ORDINARY GENERAL ASSEMBLY MEETING 2025**

1. Opening, election of the Presidential Board and authorization of the Presidential Board for signing the minutes of the General Assembly Meeting.
2. Reading and discussion of the Board of Directors' Annual Report on activities and accounts for the year 2025 and submitting Auditor's Report to the General Assembly information.
3. Reading, discussion and approval of the financial statements for 2025 financial and fiscal year.
4. Submitting the appointments made to the Board of Directors by the Board of Directors during the term, in accordance with Article 363 of the Turkish Commercial Code, to the General Assembly for approval.
5. Discharge of the Board Members.
6. Submitting to the General Assembly for approval the amendment to Article 8, titled "Capital and Shares," of the Company's Articles of Association, as approved by the Capital Markets Board and the Ministry of Trade of the Republic of Turkey.
7. Reading, discussion and approval of the 2025 profit distribution table proposed by the Board of Directors regarding profit distribution.
8. Election of the Board Members and determining the term of their service, according with Company's Articles of Association.
9. Informing General Assembly about remuneration policies regulated for Board Members and Executives pursuant to Article 4.6.2 of the Corporate Governance Principles issued by the Capital Markets Board of Turkey and determining the remuneration of the Board Members.
10. Approval of the audit firm for the year 2026, which has been selected by the Board of Directors.
11. Approval of the audit firm selected by the Board of Directors to conduct the TSRS audit for 2025 and to be selected to conduct the TSRS audit for 2025 and 2026.
12. Completion of the share buyback program dated February 7, 2023, and informing shareholders about the transactions carried out within the scope of the share buyback program, in accordance with Article 12 of the Capital Market Board's Communiqué No. (II-22.1) on Repurchased Shares. Informing shareholders about the share buyback program initiated within the framework of the Board of Directors' decision dated February 9, 2026.
13. Informing shareholders about the recording of the revaluation fund, calculated as a result of revaluing depreciable assets at the 2025 revaluation rate announced by the Ministry of Treasury and Finance, under equity capital in accordance with temporary article 37 and article 298-c of the Tax Procedure Law No. 213 for the 2025 fiscal year.
14. Within the scope of the Capital Markets Board regulations; providing information about donations and aids for the 2025 accounting period.
15. Granting permission to the Board Members on matters falling within the scope of Articles 395 and 396 of the Turkish Commercial Code.
16. Informing the shareholders about the operations with related party in 2025, according to the regulations of the Capital Markets Board.
17. Providing information to the shareholders in accordance with article 1.3.6 of the CMB's Corporate Governance Principles.
18. Wishes, requests and closing.

## POWER OF ATTORNEY

I hereby appoint ....., whose personal identity details are given below, as my proxy to represent me and vote and make proposals and sign the required documents in my name, along with the general opinions I have listed below, at the General Assembly meeting of Halk Gayrimenkul Yatırım Ortaklığı A.Ş. to be held at the address of **Türkiye Halk Bankası A.Ş. Genel Müdürlüğü Finanskent Mahallesi Finans Caddesi No:42/1 Ümraniye/İstanbul** at **14:00 pm** on **April 30, 2026**.

### Representative's (\*);

Name-Surname/Trade Title:

Republic of Turkey Identity No/Tax No, Trade Registry and Number and Central Registration System (MERSİS) No:

(\* ) Foreign national representatives are required to submit the equivalents of the said documents, if any.

### A) SCOPE OF THE REPRESENTATION AUTHORITY

One of the statements given in the Paragraphs (a), (b) or (c) in each of the Articles 1 and 2 below should be selected to set the scope of the power of attorney.

#### 1. About the agenda items in the General Shareholders' Meeting;

- The representative is authorized to vote in line with his/her own opinion.
- The representative is authorized to only in line with the suggestions of the Company's management.
- The representative is authorized to vote in line with the instructions provided in the following table.

#### Definitions:

Should the shareholder select Paragraph (c) above; the instructions regarding a specific agenda item are given by ticking one of the options (agreed or rejected) for such specific item and by determining the counter statement requested to be recorded to the minutes of the general assembly meeting, if the option of 'rejected' is selected.

Agenda Items	Agreed	Rejected	Counter Statement
1. Opening, election of the Presidential Board and authorization of the Presidential Board for signing the minutes of the General Assembly Meeting.			
2. Reading and discussion of the Board of Directors' Annual Report on activities and accounts for the year 2025 and submitting Auditor's Report to the General Assembly information.			
3. Reading, discussion and approval of the financial statements for 2025 financial and fiscal year.			
4. Submitting the appointments made to the Board of Directors by the Board of Directors during the term, in accordance with Article 363 of the Turkish Commercial Code, to the General Assembly for approval.			
5. Discharge of the Board Members.			
6. Submitting to the General Assembly for approval the amendment to Article 8, titled "Capital and Shares," of the Company's Articles of Association, as approved by the Capital Markets Board and the Ministry of Trade of the Republic of Turkey.			
7. Reading, discussion and approval of the 2025 profit distribution table proposed by the Board of Directors regarding profit distribution.			
8. Election of the Board Members and determining the term of their service, according with Company's Articles of Association.			
9. Informing General Assembly about remuneration policies regulated for Board Members and Executives pursuant to Article 4.6.2 of the			

Corporate Governance Principles issued by the Capital Markets Board of Turkey and determining the remuneration of the Board Members.			
10. Approval of the audit firm for the year 2026, which has been selected by the Board of Directors.			
11. Approval of the audit firm selected by the Board of Directors to conduct the TSRS audit for 2025 and to be selected to conduct the TSRS audit for 2025 and 2026.			
12. Completion of the share buyback program dated February 7, 2023, and informing shareholders about the transactions carried out within the scope of the share buyback program, in accordance with Article 12 of the Capital Market Board's Communiqué No. (II-22.1) on Repurchased Shares. Informing shareholders about the share buyback program initiated within the framework of the Board of Directors' decision dated February 9, 2026.			
13. Informing shareholders about the recording of the revaluation fund, calculated as a result of revaluing depreciable assets at the 2025 revaluation rate announced by the Ministry of Treasury and Finance, under equity capital in accordance with temporary article 37 and article 298-c of the Tax Procedure Law No. 213 for the 2025 fiscal year.			
14. Within the scope of the Capital Markets Board regulations; providing information about donations and aids for the 2025 accounting period.			
15. Granting permission to the Board Members on matters falling within the scope of Articles 395 and 396 of the Turkish Commercial Code.			
16. Informing the shareholders about the operations with related party in 2025, according to the regulations of the Capital Markets Board.			
17. Providing information to the shareholders in accordance with article 1.3.6 of the CMB's Corporate Governance Principles.			
18. Wishes, requests and closing.			

**2. Special instruction on other subjects as may arise during the General Shareholders' meeting:**

- a) The representative is authorized to vote in line with his/her own opinion.
- b) The representative is not authorized to represent on this subject.
- c) The representative is authorized to vote in line with the following special instructions.

**SPECIAL INSTRUCTIONS;**

Special instructions to the representative are provided here, if any.

**B) THE SHARE INFORMATION OF SHAREHOLDER**

**1. I hereby approve the representation of my shares detailed below by the representative.**

- a) Number-Nominal value:
- b) Whether it has privilege in voting:
- c) Whether it is Bearer's or registered share:

**2. I approve the representative's representation of all of my shares included to the list of eligible shareholders to the general shareholders' meeting as prepared by the Central Registry Agency one day before the date of the General Shareholders' Meeting.**

**NAME, SURNAME or TITLE OF THE SHAREHOLDER (\*)**

Republic of Turkey Identity No,

Trade Registry and Number and Central Registration System No:

Address:

(\*)Foreign national shareholders are required to submit the equivalents of the said documents, if any.

**Note:** Our shareholders who want to give power of attorney should fill power of attorney form, confirm it to notary, and adds the signature circular confirmed by notary to the power of attorney form signed by himself.

**HALK GAYRİMENKUL YATIRIM ORTAKLIĞI A.Ş.**  
**PROFIT DISTRIBUTION FOR THE YEAR 2025 (TL)**

1. Paid-In / Issued Capital		<b>3,840,000,000.00</b>	
2. General Legal Reserves (Based on the Legal Records)		<b>407,756,579</b>	
Information regarding privileges in profit distribution, if any, according to the Articles of Association		-	
		<b>Based on Capital Markets Board</b>	<b>Based on Legal Records</b>
3.	Profit for the Period	<b>19,311,307,749</b>	<b>5,303,236,394</b>
4.	Taxes (-)	(6,032,696,915)	(487,642,893,01)
5.	Net Profit for the Period (=)	13,278,610,834	4,815,593,501
6.	Former Year Losses(-)	-	-
7.	General Legal Reserve (-)	<b>240,779,675</b>	<b>240,779,675</b>
8	<b>NET DISTRIBUTABLE PROFIT FOR THE PERIOD (=)</b>	<b>13,037,831,159</b>	<b>4,574,813,826</b>
9.	Donations Given within the year (+)	-	
10.	Net Distributable Current-Year Profit Including donation for distribution of first dividend	<b>13,037,831,159</b>	
11.	First Shareholders Dividend	<b>4,370,000,000</b>	
	- Cash	<b>2,210,000,000</b>	
	- Bonus	<b>2,160,000,000</b>	
	- Total	<b>4,370,000,000</b>	
12.	Dividends For Preferred Shareholders	-	
13.	Dividends For Board of Directors, Personnel etc	-	
14.	Dividends For Owners of Usufruct Shares	-	
15.	Second Dividend For Shareholders	-	
16.	Second Legal Reserves	201,800,000	201,800,000
17.	Statuary Reserves	-	-
18.	Special Reserves	-	-
19.	<b>EXTRAORDINARY RESERVES</b>	8,466,031,159	3,013,826
20.	Other Sources Planned For Distribution	-	-
	- Retained Earnings	-	-
	- Extraordinary Reserves	-	-
	- Other Reserves Distributable According to the Law and Articles of Association	-	-

<b>INFORMATION REGARDING TOTAL DISTRIBUTED DIVIDEND RATIO</b>						
	<b>GROUP</b>	<b>TOTAL DIVIDEND AMOUNT</b>		<b>TOTAL DIVIDEND AMOUNT / NET DISTRIBUTABLE DIVIDEND AMOUNT (TL) RATIO (%)</b>	<b>DIVIDEND PER SHARE VALUED TL 1.00 AMOUNT (TL)</b>	
		<b>CASH (TL)</b>	<b>BONUS (TL)</b>	<b>RATIO (%)</b>	<b>AMOUNT (TL)</b>	<b>RATIO (%)</b>
NET	A	35,753,559.75	34,944,655.68	0.54225%	1.1380208	113.80208
	B	2,174,246,440.25	2,125,055,344.32	32.97559%	1.1380208	113.80208
	TOTAL	2,210,000,000.00	2,160,000,000.00	33.51784%	1.1380208	113.80208