

MHR GAYRİMENKUL YATIRIM ORTAKLIĐI AŐ

Dated June 18, 2026

**INVITATION AND INFORMATION PACKAGE FOR
THE 2025 ANNUAL GENERAL MEETING**

Our Company's Annual General Meeting will be held on June 18, 2026, at 2:00 PM, at the address: Quick Tower Site No: 10-12, Umut Street, İçerenköy Neighborhood, Ataşehir, Istanbul.

Shareholders whose names appear on the "Shareholder List" to be obtained electronically from the Central Registry Agency Inc. (MKK) on the day of the meeting may attend the Annual General Meeting. Our shareholders may attend the meeting in person or electronically.

Shareholders or their proxies wishing to attend the meeting in person must be present at the specified address on the aforementioned date and time, accompanied by identification documents containing their Turkish ID numbers,

Shareholders or their proxies who wish to participate electronically must possess a secure electronic signature and register on the e-MKK Information Portal by 9:00 PM at the latest one day prior to the meeting in order to participate directly in the General Meeting or appoint a proxy via the Electronic General Meeting System (EGKS). All details regarding this matter are available in the EGKS section of the e-MKK Information Portal.

Shareholders who have notified us of their intention to participate in the meeting electronically will not be able to attend in person. Shareholders who cannot attend the meeting in person or electronically may have themselves represented by a proxy. Proxies and representatives sent by corporate shareholders must present a power of attorney or representative document prepared in accordance with the attached sample when they arrive at the meeting. Shareholders wishing to grant a power of attorney must have the power of attorney form notarized or attach a notarized signature circular to the power of attorney form bearing their own signature. Otherwise, the powers of attorney will be deemed invalid.

Custodian institutions may participate in the General Meeting as "Depositor Representatives" by registering through the EGKS portal on behalf of our shareholders who hold shares in accounts held with them. In such cases, if these institutions authorize their employees to attend the meeting in person, they must submit the "Certificate of Representation Regarding Deposited Shares" and the "Instruction Notification Form," prepared in accordance with the attached sample.

The Financial Statements and the General Meeting Activity Report for the 2025 fiscal year will be made available for review by our shareholders three weeks prior to the meeting date at our Company's headquarters, on our website at <https://mhrgyo.com.tr/en> and on the MKK's e-Company Information Portal and the EGKS portal.

The Meeting Agenda and Proxy Form are included in the attachment (Appendix 1) and are also available on our website <https://mhrgyo.com.tr/en> under the "Investor Relations" section.

The additional disclosures required regarding the Ordinary General Meeting in accordance with the Capital Markets Board's II-17.1 "Corporate Governance Regulation" are included in Annex 2.

For information regarding participation in the General Meeting, please contact us at yatirimciiliskileri@mhrgyo.com.tr .

Appendix 1 – Meeting Agenda and Proxy Form

Appendix 2 – Additional Disclosures Required Under the CMB Corporate Governance Regulation

Appendix 3 – Independence Declarations of Independent Board Members

Appendix 4 – Dividend Distribution Table

Appendix 5 - Amendment Text

Appendix 6 - Dividend Distribution Policy

Appendix 1**FROM THE BOARD OF DIRECTORS OF MHR GAYRİMENKUL YATIRIM ORTAKLIĞI AŞ
INVITATION TO THE 2025 ANNUAL GENERAL MEETING**

Our Company's Annual General Meeting will be held on June 18, 2026, at 2:00 PM, at the address: Quick Tower Site, No. 10-12, Umut Street, İçerenköy Neighborhood, Ataşehir, Istanbul.

The Agenda and Proxy Form for this meeting are provided below. We kindly request that our shareholders or their proxies be present at the specified date and time.

Shareholders who cannot attend the meeting in person may be represented by a proxy. Proxies and representatives sent by public institutions or corporate shareholders must present a power of attorney or representative document prepared in accordance with the sample provided below upon arrival at the meeting. Shareholders wishing to grant a power of attorney must either have the power of attorney form notarized or attach a notarized signature circular to the power of attorney form bearing their own signature. Otherwise, the powers of attorney will be deemed invalid.

**MHR GAYRİMENKUL YATIRIM ORTAKLIĞI AŞ BOARD OF DIRECTORS
AGENDA OF THE ORDINARY GENERAL MEETING
JUNE 18, 2026**

1. Opening of the meeting and formation of the Presiding Board; authorization of the Presiding Board to sign the General Meeting Minutes,
2. Reading and discussion of the Board of Directors' Activity Report for the 2025 fiscal year,
3. Reading of the Independent Auditor's Report for the 2025 fiscal year,
4. Discussion and approval of the audited 2025 financial statements and their appendices,
5. Separate discharge of the Board of Directors members regarding their activities in 2025,
6. Submission of appointments made to Board of Directors positions that became vacant during the year for approval by the General Meeting,
7. Submission to the General Meeting for approval of the amendments made to Article 8 of the Articles of Association titled "Capital and Shares" regarding the increase in the Company's Registered Capital Limit,
8. Submission of the Company's dividend distribution policy, effective for the 2026 fiscal year and subsequent periods, for approval by the General Meeting,
9. To discuss and resolve the Board of Directors' proposal regarding the distribution of the 2025 fiscal year's net income,
10. Submission of the capital increase to be made from the Company's internal resources for approval by the General Meeting,
11. Determination of the remuneration, attendance fees, bonuses, and other entitlements of the Board of Directors members,
12. Submission of the selection of the Independent Audit Firm to the General Assembly for approval in accordance with relevant legislation and the Turkish Commercial Code,
13. In accordance with Article 1.3.10 of the Corporate Governance Principles, determining the upper limit for donations to be made in 2026 and providing shareholders with information regarding donations made in 2025,
14. Granting authorization to the members of the Board of Directors to conduct transactions as provided for in Articles 395 and 396 of the Turkish Commercial Code,
15. In accordance with Capital Markets regulations; providing shareholders with information regarding guarantees, pledges, mortgages, and sureties granted by the Company in favor of third parties in 2025, as well as the income and benefits derived therefrom,
16. In accordance with Capital Markets Board regulations, informing the General Assembly regarding transactions with related parties,
17. Motions and Closing

Sample Power of Attorney**POWER OF ATTORNEY
MHR GAYRİMENKUL YATIRIM ORTAKLIĞI AŞ**

I hereby appoint, whose details are provided below, as my proxy to represent me at the Ordinary General Meeting of MHR GAYRİMENKUL YATIRIM ORTAKLIĞI AŞ to be held on Thursday, June 18, 2026, at 2:00 PM at the address İçerenköy Mah. Umut Sokak Quick Tower No: 10-12 Ataşehir İstanbul, in accordance with the views I have stated below, vote, make proposals, and sign the necessary documents, I hereby appoint, whose details are provided below, as my proxy.

Proxy's(*);

Name/Surname/Trade Name:

Turkish ID No./Tax ID No., Commercial Registry and Number, and MERSIS Number:

(*)For foreign nationals, equivalent information must be provided if available.

A) SCOPE OF REPRESENTATION AUTHORITY

For Sections 1 and 2 listed below, the scope of the power of attorney must be determined by selecting one of the options (a), (b), or (c).

1. Regarding Matters on the General Assembly Agenda;

a) The proxy is authorized to vote in accordance with his or her own judgment.

b) The proxy is authorized to vote in accordance with the recommendations of the partnership's management.

c) The proxy is authorized to vote in accordance with the instructions specified in the table below.

Instructions:

If the shareholder selects option (c), instructions regarding a specific agenda item are provided by checking one of the options (accept or reject) listed opposite the relevant General Meeting agenda item, and, if the "reject" option is selected, by specifying any objection to be recorded in the General Meeting minutes, if applicable.

Agenda Items (*) Approval Reject Dissenting Opinion

1.....

2.....

3.....

.....

(*) The items on the General Assembly agenda are listed one by one. If the minority has a separate draft resolution, this is also noted separately to ensure proxy voting.

2. Special instructions regarding other matters that may arise at the General Assembly meeting, particularly concerning the exercise of minority rights:

a) The proxy is authorized to vote in accordance with their own judgment.

b) The proxy is not authorized to represent the principal on these matters.

c) The proxy is authorized to vote in accordance with the following special instructions.

SPECIAL INSTRUCTIONS: Any special instructions to be provided by the shareholder to the proxy are specified here.

B) SHARE AMOUNT FOR REPRESENTATION AUTHORITY

The shareholder specifies the shares to be represented by the proxy by selecting one of the following options.

1. I authorize the proxy to represent the shares detailed below.

a) Class and series:*

b) Number/Group:**

c) Quantity-Nominal value:

d) Whether they have voting rights:

d) Bearer or registered:*

e) Ratio of the shareholder's total shares/voting rights:

*This information is not required for shares tracked in the registry.

**For shares tracked in the registry, information regarding the group (if applicable) will be provided instead of the number.

2. I hereby authorize the proxy to represent all of my shares listed in the list of shareholders eligible to attend the General Meeting, prepared by the Central Securities Depository (CSD) one day prior to the General Meeting.

SHAREHOLDER'S FIRST AND LAST NAME OR TITLE(*)

Turkish ID No./Tax ID No., Commercial Registry and Number, and MERSIS Number:

Address:

SIGNATURE

(*)For foreign shareholders, equivalent information must be provided if available.

Appendix 2**Additional Disclosures to Be Made in Compliance with the SPK Corporate Governance Regulation**

This document contains the additional disclosures required for the Ordinary General Meeting to be held on June 18, 2026, in accordance with the Capital Markets Board's II-17.1 "Corporate Governance Regulation."

1. Information regarding the total number of shares and voting rights reflecting the partnership's ownership structure as of May 25, 2026, and, if there are preferred shares in the partnership's capital, the number of shares and voting rights representing each preferred share class, along with the nature of the preferences:

COMPANY'S SHAREHOLDING STRUCTURE:

The Company has a registered capital ceiling of 3,000,000,000 TL (Three Billion Turkish Liras) in accordance with the provisions of the Capital Markets Law and is divided into 3,000,000,000 (Three Billion) shares, each with a par value of 1 TL (One Turkish Lira). The authorized capital ceiling granted by the Capital Markets Board is valid for the years 2022–2026 (5 years). Even if the authorized registered capital ceiling is not reached by the end of 2026, in order for the Board of Directors to be able to make a capital increase decision after 2026, it is mandatory to obtain authorization from the General Meeting for a new period by first obtaining approval from the Capital Markets Board for either the previously authorized ceiling or a new ceiling amount. If such authorization is not obtained, the Company's Board of Directors cannot carry out a capital increase by resolution. The Company's issued capital is 1,240,500,000 TL (One billion two hundred forty million five hundred thousand Turkish Liras), fully paid-in, and is divided into 1,240,500,000 (One billion two hundred forty million five hundred thousand) shares, each with a par value of 1 TL (One Turkish Lira).

The Company's previous capital of 827,000,000 TL (Eight hundred twenty-seven million Turkish Liras) was fully subscribed and paid in good faith. This time, the total capital has been increased to 1,240,500,000 TL (One billion two hundred forty million five hundred thousand Turkish Liras) to be covered by positive differences from the capital adjustment of 413,500,000 TL (Four hundred thirteen million five hundred thousand Turkish Liras).

The Company's shares are divided into Group A and Group B. The share groups representing the issued capital consist of 279,000,000 registered shares of Group A, amounting to 279,000,000 TL; and 961,500,000 bearer shares of Group B, amounting to 961,500,000 TL.

Group A shares have the privilege of nominating candidates for the election of board members. If the board of directors consists of 5 members, 3 board members; if it consists of 6 or 7 members, 4 board members; and if it consists of 8 or 9 members, 5 board members are elected by the general meeting from among the candidates nominated by Group A shareholders, while other candidates, including independent candidates, are elected from among those nominated by Group A and Group B shareholders. Natural and Legal Persons Holding a Direct Stake of 5% or More in the Capital or Voting Rights(*)

Partner's Trade Name	Share in Share (TL)	Share Share (Number)	Share Share (%)	Voting Rights Ratio (%)
QUICK SİGORTA ANONİM ŞİRKETİ	806,080,600.50	806,080,600.50	64.98	64.98
CORPUS SİGORTA ANONİM ŞİRKETİ	156,200,100.00	156,200,100.00	12.59	12.59
OTHER	278,219,299.50	278,219,299.50	22.43	22.43
TOTAL	1,240,500,000.00	1,240,500,000.00	100	100

(*) Data from the MKK section of the KAP Company Information as of May 25, 2026.

2. Information regarding changes in management and operations that have occurred during the previous fiscal period or are planned for future fiscal periods and that will significantly affect the partnership's activities, along with the reasons for such changes:

There have been no significant changes in the management or operations of our company that would significantly affect the partnership's activities during the previous fiscal period or those planned for future fiscal periods.

- 3. If the agenda of the general meeting includes the removal, replacement, or election of board members; the reasons for removal and replacement, the resumes of individuals whose nominations for board membership have been submitted to the partnership; the positions they have held over the past ten years and the reasons for their departure, the nature and significance of their relationship with the partnership and its related parties, whether they possess the independence criteria , and information regarding similar matters that could affect partnership activities if these individuals are elected as board members:**

Volkan Yıldız, a member of our Company's Board of Directors, resigned on January 2, 2026, and Hatice Kara was elected as an Independent Board Member on the same date. Accordingly, the election of Hatice Kara to serve out the remainder of the term vacated by Volkan Yıldız's resignation will be submitted to the General Meeting for approval. Since the terms of the other members of our company's Board of Directors are still in effect, the election of Board members is not on the agenda. No candidate for Board membership has been submitted to the partnership. The independence of our company's independent members continues, and their current declarations are provided in the attachment. Detailed resumes of the Board members are available on our website under the ["Board of Directors Resumes"](#) section.

- 4. Requests submitted in writing to the Investor Relations Department by shareholders regarding the inclusion of items on the agenda, along with the reasons for rejection in cases where the Board of Directors did not accept the shareholders' agenda proposals:**

No written requests have been received by the Company.

- 5. If the agenda includes an amendment to the Articles of Association, the relevant Board of Directors resolution, along with the old and new versions of the amendments:**

are included in Appendix 5.

MHR GAYRİMENKUL YATIRIM ORTAKLIĞI AŞ**EXPLANATIONS REGARDING THE AGENDA ITEMS FOR THE ORDINARY GENERAL****MEETING TO BE HELD ON JUNE 18, 2026****1. Opening and formation of the Meeting Chairmanship, Authorization of the Meeting Chairmanship to sign the General Meeting Minutes,**

The election of the Chairperson who will preside over the General Meeting in accordance with the provisions of the "Turkish Commercial Code" (TCC) and the "Regulation on the Procedures and Principles of General Meetings of Joint-Stock Companies and the Representatives of the Ministry of Trade of the Republic of Turkey to Be Present at Such Meetings" ("Regulation") will be conducted. The matter of authorizing the Chair of the Meeting to sign the General Meeting Minutes, following the appointment by the Chair of at least one Minute Taker and a sufficient number of Ballot Counters in accordance with the General Meeting Internal Regulations, is submitted to the General Meeting for approval.

2. Reading and discussion of the Board of Directors' Activity Report for the 2025 fiscal year,

Our Company has published the Board of Directors' Activity Report for the twelve-month period ending on December 31, 2025—which has been approved by the Board of Directors and audited by an independent auditor—along with the related statement of responsibility, on the Public Disclosure Platform on March 2, 2026. The Board of Directors' Annual Activity Report, which has been made available for review by our shareholders on the Electronic General Meeting System (EGKS) page at our company's headquarters, on the Public Disclosure Platform, and on our company's website at the link <https://mhrgyo.com.tr/en/investor-relations/activity-reports> , will be read and discussed at the General Meeting.

3. Reading of the Independent Auditor's Report for the 2025 fiscal year,

Our company has published its financial statements for the twelve-month period ending December 31, 2025, which have been approved by the Board of Directors and audited by an independent auditor, in accordance with the Turkish Accounting Standards/Turkish Financial Reporting Standards issued by the Public Oversight, Accounting, and Auditing Standards Authority pursuant to the Capital Markets Board (CMB)'s "Communication on Principles Regarding Financial Reporting in the Capital Markets (II-14.1)" and in accordance with the legislation, was published on the Public Disclosure Platform on March 2, 2026. The summary of the Independent Audit Report, which has been made available for review by our shareholders on the Electronic General Meeting System (EGKS) page at our company's headquarters, on the Public Disclosure Platform, and under the <https://mhrgyo.com.tr/en/investor-relations/financial-reports> link on our company's website, will be presented to the General Meeting.

4. The discussion and approval of the audited 2025 financial statements and their appendices,

In accordance with the provisions of the Turkish Commercial Code (TTK) and the Capital Markets Board (SPK) regulations, the Balance Sheet as of December 31, 2025, and the Income Statement for the fiscal year January 1, 2025, to December 31, 2025, will be read, discussed, and submitted for approval at the General Meeting. These documents are available on the Public Disclosure Platform, at our Company's headquarters, or via the link <https://mhrgyo.com.tr/en/investor-relations/financial-reports> at .

5. The separate discharge of Board of Directors members regarding their activities in 2025,

The separate discharge of Board of Directors members for their activities, transactions, and accounts in 2025 will be submitted to the General Assembly for approval.

6. Submission of appointments made to Board of Directors positions that became vacant during the year for approval by the General Assembly

Our Company's Board of Directors member Volkan Yıldız resigned on January 2, 2026, and Hatice Kara was elected as an Independent Board of Directors member on the same date. Therefore, the election of Hatice Kara to complete the remaining term of the Board of Directors position vacated by Volkan Yıldız's resignation will be submitted to the General Assembly for approval.

7. Submission to the General Meeting for approval of amendments made to Article 8 titled "Capital and Shares" of the Articles of Association regarding the increase in the Company's authorized capital limit

Since the authorized capital ceiling permit granted to our Company by the Capital Markets Board will expire in 2026, the extension of the authorized capital ceiling permit to be valid for the years 2026–2030 (5 years) until 2030, The provision in Article 8 of our Company's Articles of Association titled "Capital and Shares," regarding the increase of the Registered Capital Limit from 3,000,000,000,-TL (Three billion TL) to 10,000,000,000,-TL (Ten billion TL), and to amend the text of the Articles of Association as set forth in the attached new texts, the necessary applications have been submitted to the Capital Markets Board and the Ministry of Trade of the Republic of Turkey,

Our Company's registered capital ceiling has been increased from 3,000,000,000,-TL to 10,000,000,000,-TL, the validity of the registered capital ceiling authorization has been extended to 2030 (5 years), and the amendment of Article 8 titled "Capital and Shares," has been approved by the Capital Markets Board in its letter dated March 25, 2026, No. E-65171090-340.08-88543, and an application for authorization was submitted to the Ministry of Trade of the Republic of Turkey on the same date. The Ministry of Trade of the Republic of Turkey, General Directorate of Internal Trade, notified the Company on March 30, 2026, via its letter dated March 27, 2026, No. E-50035491-431.02-00120462370, that permission for the increase in the registered capital ceiling had been granted as set forth in the attached amendment text. The aforementioned amendment to the Articles of Association will be submitted to the General Assembly for approval.

8. The submission of the Company's dividend distribution policy, effective for the 2025 fiscal year and subsequent periods, to the General Assembly for approval,

pursuant to Article 5/1(d) of the Corporate Income Tax Law No. 5520 (4), although profits derived from real estate investment trusts are exempt from corporate income tax, following the amendments made by Law No. 7524 published on August 2, 2024, at , as of January 1, 2025, in order for the corporate income tax exemption under Article 5/1(d)-4 of the Corporate Income Tax Law to apply, GYO must distribute at least 50% of the profits derived from real estate by the end of the second month following the month in which the corporate income tax return for the relevant period is due; however, even if the dividend calculated in accordance with the legislation is distributed within this period, REITs will pay a minimum corporate income tax of 10% on the total profits derived from real estate. Furthermore, a regulation has been established stipulating that if the dividend distribution requirement is not met, the REITs' profits will be subject to a 30% corporate income tax.

Our company will, as a matter of principle, propose to the General Assembly for approval a policy amendment requiring that 50% of the profits derived from income listed in tax legislation 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 period is due.

9. To discuss and approve the Board of Directors' proposal regarding the distribution of the 2025 net income,

Regarding our Company's 2025 profit distribution:

In accordance with the Company's dividend distribution policy and Articles of Association, as well as capital markets legislation and Law No. 7524 published on August 2, 2024, the distribution of 50% of the net distributable profit from which the first dividend on real estate gains is calculated, and 18.79%, amounting to 84,473,016 TL of the net profit, shall be distributed as a cash dividend; 2,244,802 TL shall be allocated to the General Legal Reserve; and the remaining amount shall be transferred to the extraordinary reserves account. The 2025 Profit Distribution Table prepared regarding these matters will be proposed to the General Assembly by the Board of Directors; the table regarding the profit distribution proposal is included in Annex 4.

10. The proposal to submit the capital increase to be made from internal sources to the General Assembly for approval,

and the addition of the internal resource consisting of "Positive Capital Adjustment Differences" in the amount of 620,250,000.00 TL, as recorded in our legal records, to the capital, resulting in an increase in our Company's paid-in capital from 1,240,500,000 TL, will be increased by 620,250,000 TL in the form of a bonus share distribution—entirely from internal sources and representing a 50% increase—bringing the total paid-in capital to 1,860,750,000 TL. These matters will be proposed to the General Assembly by the Board of Directors.

11. The determination of the remuneration of the members of the Board of Directors, as well as their attendance fees, bonuses, and other benefits,

The financial rights of the members of the Board of Directors will be determined by the General Assembly.

12. Submission of the selection of the Independent Audit Firm to the General Assembly for approval in accordance with relevant legislation and the Turkish Commercial Code,

In accordance with the principles established under the Turkish Commercial Code No. 6102 and the Capital

Markets Law No. 6362, to conduct the independent external audit of the Company's financial statements for the 2026 fiscal year and to carry out other activities within the scope of the relevant regulations in these laws, The selection of Güreli Certified Public Accounting and Independent Audit Services Inc., proposed by the Board of Directors as the Independent Audit Firm, will be submitted to the General Assembly for approval.

13. In accordance with Article 1.3.10 of the Corporate Governance Principles, the determination of the upper limit for donations to be made in 2026 and the provision of information to shareholders regarding donations made in 2025,

The General Meeting will be informed regarding the Company's 2025 donations, and the upper limit for donations to be made in 2026 will be determined and submitted to the General Meeting for approval.

14. Granting permission to Board of Directors members to engage in transactions as set forth in Articles 395 and 396 of the Turkish Commercial Code,

Since our Board of Directors members can only conduct transactions under Articles 395 ("Prohibition on Transactions with the Company and Borrowing from the Company") and 396 ("Prohibition on Competition ") of the Turkish Commercial Code with the approval of the General Assembly, the granting of such authorization will be submitted to our shareholders for approval at the General Assembly.

15. In accordance with Capital Markets regulations; Information will be provided to shareholders regarding guarantees, pledges, mortgages, and sureties granted by the Company in favor of third parties in 2025, as well as the income and benefits derived therefrom,

Information regarding the guarantees, pledges, mortgages, and sureties provided by the Company in favor of third parties in 2025, as well as the income and benefits derived therefrom, will be provided to the shareholders.

16. In accordance with Capital Markets Board regulations, the General Assembly must be informed regarding transactions with related parties via ,

The General Assembly will be informed regarding the transactions the Company has conducted with related parties.

17. Closing remarks,

The meeting will conclude after hearing the views and wishes of our shareholders.

Appendix 3**Declarations of Independence by Independent Board Members****DECLARATION OF INDEPENDENCE UNDER THE COMMUNICATION ON THE DETERMINATION AND IMPLEMENTATION OF CORPORATE GOVERNANCE PRINCIPLES**

I will continue to serve as an "independent member" on the Board of Directors of MHR GAYRİMENKUL YATIRIM ORTAKLIĞI AŞ (the "Company") in accordance with the criteria set forth in applicable laws, the Articles of Association, and the Corporate Governance Communiqué of the Capital Markets Board; in this regard:

- a. There is no employment relationship involving significant duties or responsibilities within the past five years between myself and the Company, the partnerships in which the Company holds management control or exerts significant influence, the partners who hold management control of the Company or exert significant influence over it, or the legal entities under the management control of such partners; my spouse, and my relatives by blood or marriage up to the second degree; I have not held an employment relationship in a managerial position involving significant duties and responsibilities within the past five years, nor do I, either alone or jointly with others, hold more than 5% of the capital, voting rights, or preferred shares, nor have I established any significant commercial relationship;
- b. Within the last five years, in companies from which the company has purchased or sold services or products to a significant extent under the terms of agreements—including, but not limited to, the company's audits (tax audits, statutory audits, and internal audits), ratings, and consulting—during the periods when such services or products were purchased or sold, I have not been a partner (holding 5% or more), or held a managerial position with significant duties and responsibilities, or served as a board member,
- c. I possess the professional education, knowledge, and experience necessary to properly fulfill the duties required of an independent board member,
- d. Provided that it complies with applicable regulations, I have not worked full-time in public institutions or organizations after being elected as a member, with the exception of university faculty membership,
- e. I am considered resident in Turkey under the Income Tax Law No. 193 dated December 31, 1960,
- f. I possess strong ethical standards, professional integrity, and experience that enable me to make positive contributions to the company's operations, maintain impartiality in conflicts of interest between the company and shareholders, and make decisions freely while considering the rights of stakeholders,
- g. I am able to dedicate sufficient time to company affairs to monitor the conduct of company operations and fully fulfill the requirements of the duties I undertake,
- h. I have not served as a member of the company's board of directors for more than six years within the past ten years,
- i. I have not served as an independent board member in more than three companies in which the company or its controlling shareholders hold management control, and in more than five publicly traded companies in total,
- j. I have not been registered or announced on behalf of a legal entity elected as a board member,

I hereby declare this to your Board of Directors, your partners, and all relevant parties. May 25, 2026

Kerim Erhan Dumanlı**Müşfik Cantekinler****Hatice Kara**

DECLARATION OF INDEPENDENCE WITHIN THE SCOPE OF THE COMMUNICATION ON THE DETERMINATION AND IMPLEMENTATION OF CORPORATE GOVERNANCE PRINCIPLES

I hereby declare that I will continue to serve as an “independent member” on the Board of Directors of MHR GAYRİMENKUL YATIRIM ORTAKLIĞI AŞ (the Company) in accordance with the criteria set forth in the legislation, the Articles of Association, and the Corporate Governance Circular of the Capital Markets Board, and in this context;

a. There is no employment relationship involving significant duties or responsibilities within the past five years between myself and the Company, the Company’s subsidiaries or affiliates over which the Company exercises management control or significant influence, the partners holding management control over the Company or exercising significant influence in the Company, or the legal entities over which such partners exercise management control; my spouse, and my relatives by blood or marriage up to the second degree; I have not held an employment relationship in a managerial position involving significant duties and responsibilities within the past five years, nor do I, either alone or jointly with others, hold more than 5% of the capital, voting rights, or preferred shares, nor have I established any significant commercial relationship;

b. Within the last five years, in companies from which the company has purchased or sold services or products to a significant extent under the terms of agreements—particularly regarding the company’s audit (including tax audit, statutory audit, and internal audit), rating, and consulting—during the periods when such services or products were purchased or sold, I have not been a partner (holding 5% or more), or held a managerial position with significant duties and responsibilities, or served as a board member,

c. I possess the professional education, knowledge, and experience necessary to properly fulfill the duties required of an independent board member,

d. Provided that it complies with applicable laws and regulations, I have not worked full-time in public institutions or organizations—excluding university faculty positions—since being elected as a member,

e. I possess strong ethical standards, professional reputation, and experience that enable me to make positive contributions to the Company’s operations, maintain impartiality in conflicts of interest between the Company and its shareholders, and make decisions freely while considering the rights of stakeholders,

f. I am able to dedicate sufficient time to company affairs to monitor the conduct of company operations and fully fulfill the requirements of the duties I undertake,

g. I have not served as a member of the company’s board of directors for more than six years within the past ten years,

h. I have not served as an independent board member in more than three companies in which the company or its controlling shareholders hold management control, and in more than five publicly traded companies in total,

i. I have not been registered or announced on behalf of a legal entity elected as a board member,

I hereby declare this to your Board of Directors, your partners, and all relevant parties. May 25, 2026

Ufuk Tandoğan

Appendix 4

MHR GAYRİMENKUL YATIRIM ORTAKLIĞI AŞ			
2025 Profit Distribution Table (TL)			
1. Paid-in/Issued Capital		1,240,500,000	
2. Total Statutory Reserve (According to Legal Records)		18,640,148	
If there is a preference regarding profit distribution under the articles of association, information regarding such preference		NONE	
		According to the CMB	According to Legal Records
3.	Period Profit	941,165,184	803,409,962
4.	Taxes (-)	-452,304,555	-17,783,793
5.	Net Income (=)	488,860,629	785,626,169
6	Losses from Prior Years (-)	0	0
7.	General Statutory Reserve (-)	39,281,308	39,281,308
8.	NET DISTRIBUTABLE PROFIT FOR THE PERIOD (=)	449,579,321	746,344,861
9.	Donations made during the year (+)	-	-
10.	Net distributable profit for the period, including donations to be used for the first dividend	449,579,321	746,344,861
11.	First Dividend to Shareholders	84,473,016	84,473,016
	Cash	84,473,016	84,473,016
	No-par	-	-
12	Dividends Distributed to Preferred Shareholders	-	-
13.	Dividends paid to board members, employees, etc.	-	-
14.	Dividends Distributed to Beneficiary Certificate Holders	-	-
15.	Second Profit Share to Partners	-	-
16.	General Legal Reserve	2,244,802	2,244,802
17.	Statutory Reserves	-	-
18.	Special Backups	-	-
19.	EXTRAORDINARY RESERVES	362,861,503	659,627,043
20.	Other Sources Intended for Distribution	-	-
	- Retained Earnings	-	-
	- Extraordinary Reserves	-	-
	- Other Reserves Distributable in Accordance with the Law and the Articles of Association	-	-

DIVIDEND RATIO TABLE(*)

	GROUP	TOTAL DIVIDENDS PAID		TOTAL DIVIDEND DISTRIBUTED / NET DISTRIBUTABLE PROFIT FOR THE PERIOD	DIVIDEND PER SHARE WITH A NOMINAL VALUE OF 1 TL	
		CASH (TL)	NO-PAR (TL)	RATIO (%)	AMOUNT (TL)	RATIO (%)
NET	A	18,998,768		4.23	0.0680959	6.80959%
	B	65,474,248		14.56	0.0680959	6.80959%
	TOTAL	84,473,016		18.78935		

(*) There is no preferred share class in the profit distribution.

Appendix 5 – MHR GAYRİMENKUL YATIRIM ORTAKLIĞI AŞ Amended Text**OLD TEXT****CAPITAL AND SHARES****ARTICLE 8.**

The Company has a registered capital ceiling of TL 3.000.000.000.000 (Three Billion Turkish Liras) in accordance with the provisions of the Capital Markets Law and is divided into 3.000.000.000.000 (Three Billion) shares each with a nominal value of TL 1 (One Turkish Lira)

The registered capital ceiling permission granted by the Capital Markets Board is valid for the years 2022-2026 (5 years). At the end of 2026, even if the permitted registered capital ceiling has not been reached, in order for the Board of Directors to take a capital increase decision after 2026, it is obligatory to obtain authorization from the General Assembly for a new period of time by obtaining permission from the Capital Markets Board for the previously permitted ceiling or a new ceiling amount. In the event that the said authorization is not obtained, the Company cannot increase its capital by a resolution of the Board of Directors.

The issued capital of the Company is TL 1,240,500,000 (One billion, two hundred and forty million, five hundred thousand Turkish Liras) and is divided into 1,240,500,000 (One billion, two hundred and forty million, five hundred thousand) shares with a nominal value of TL 1 (One Turkish Lira) each. The Company's previous capital of TL 827,000,000 (Eight hundred and twenty-seven million Turkish Liras) has been fully subscribed and paid free of collusion. This time, TL 413,500,000 (Four hundred and ten million five hundred thousand Turkish Liras) was covered from the positive differences of capital adjustment and the total capital was increased to TL 1,240,500,000 (One billion, one hundred and forty million five hundred thousand Turkish Liras).

The Company's shares are divided into A and B groups. The share groups representing the issued capital consist of Group A registered 279,000,000 shares amounting to TL 279,000,000 and Group B bearer shares amounting to 961,500,000 shares amounting to TL 961,500,000. Group A shares are registered shares and Group B shares are bearer shares. The transfer of registered shares cannot be restricted.

In capital increases, new Group A shares are issued in exchange for Group A shares and new Group B shares are issued in exchange for Group B shares. In the event that there are shares remaining after the exercise of pre-emptive rights by Group A and Group B shareholders, these share groups shall be converted into Group B and bearer shares without any further action. However, if the Board of Directors restricts the shareholders' right to purchase new shares, all new shares to be issued shall be issued as Group B and bearer shares. The Board of Directors is authorized to increase the issued capital by issuing new shares up to the registered capital ceiling between 2022 and 2026 in accordance with the provisions of the Capital Markets Law and the regulations of the Capital Markets Board, and to take decisions on limiting the shareholders' right to purchase new shares and issuing privileged shares or shares above or below their nominal value in accordance with the provisions of the capital markets legislation. The authorization to restrict the right to purchase new shares cannot be used in a way to cause inequality among shareholders. The Capital Markets Board regulations and the provisions of these articles of association shall be complied with for the pre-emptive rights exercised or not exercised.

The amount of issued capital must be shown in the documents in which the title of the company is used.

Shares representing the capital shall be monitored in dematerialized form within the framework of dematerialization principles. The decision on capital increase in kind can only be taken at the general assembly.

NEW TEXT**CAPITAL AND SHARES****ARTICLE 8.**

The Company has a registered capital ceiling of TL 10.000.000.000.000 (Ten Billion Turkish Liras) in accordance with the provisions of the Capital Markets Law and is divided into 10.000.000.000.000 (Ten Billion) shares each with a nominal value of TL 1 (One Turkish Lira).

The registered capital ceiling permission granted by the Capital Markets Board is valid for the years 2026-2030 (5 years). At the end of 2030, even if the permitted registered capital ceiling has not been reached, in order for the Board of Directors to take a capital increase decision after 2030, it is obligatory to obtain authorization from the General Assembly for a new period of time by obtaining permission from the Capital Markets Board for the previously permitted ceiling or a new ceiling amount. In the event that the said authorization is not obtained, the Company cannot increase its capital by a resolution of the Board of Directors.

The issued capital of the Company is TL 1,240,500,000 (One billion, two hundred and forty million, five hundred thousand Turkish Liras) and is divided into 1,240,500,000 (One billion, two hundred and forty million, five hundred thousand) shares with a nominal value of TL 1 (One Turkish Lira) each. The Company's previous capital of TL 827,000,000 (Eight hundred and twenty-seven million Turkish Liras) has been fully subscribed and paid free of collusion. This time, TL 413,500,000 (Four hundred and ten million five hundred thousand Turkish Liras) was covered from the positive differences of capital adjustment and the total capital was increased to TL 1,240,500,000 (One billion, one hundred and forty million five hundred thousand Turkish Liras).

The Company's shares are divided into A and B groups. The share groups representing the issued capital consist of Group A registered 279,000,000 shares amounting to TL 279,000,000 and Group B bearer shares amounting to 961,500,000 shares amounting to TL 961,500,000. Group A shares are registered shares and Group B shares are bearer shares. The transfer of registered shares cannot be restricted.

In capital increases, new Group A shares are issued in exchange for Group A shares and new Group B shares are issued in exchange for Group B shares. In the event that there are shares remaining after the exercise of pre-emptive rights by Group A and Group B shareholders, these share groups shall be converted into Group B and bearer shares without any further action. However, if the Board of Directors restricts the shareholders' right to purchase new shares, all new shares to be issued shall be issued as Group B and bearer shares. The Board of Directors is authorized to increase the issued capital by issuing new shares up to the registered capital ceiling between 2026 and 2030 in accordance with the provisions of the Capital Markets Law and the regulations of the Capital Markets Board, and to take decisions on limiting the shareholders' right to purchase new shares and issuing privileged shares or shares above or below their nominal value in accordance with the provisions of the capital markets legislation. The authorization to restrict the right to purchase new shares cannot be used in a way to cause inequality among shareholders. The Capital Markets Board regulations and the provisions of these articles of association shall be complied with for the pre-emptive rights exercised or not exercised.

The amount of issued capital must be shown in the documents in which the title of the company is used.

Shares representing the capital shall be monitored in dematerialized form within the framework of dematerialization principles. The decision on capital increase in kind can only be taken at the general assembly.

Appendix 6**MHR GAYRİMENKUL YATIRIM ORTAKLIĞI AŞ**
Dividend Distribution Policy

The Company's Board of Directors makes decisions regarding dividend distributions 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 and in compliance with 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 in the relevant 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 a dividend is not distributed, the reasons for the non-distribution and the use of the undistributed profits are disclosed to the shareholders.