

MHR GAYRİMENKUL YATIRIM ORTAKLIĞI A.Ş.

**INVITATION AND INFORMATION FILE FOR THE 2023 YEAR ORDINARY
GENERAL ASSEMBLY MEETING**

DATED 28 JUNE 2024

The 2023 Ordinary General Assembly Meeting of our Company shall be held on Friday, June 28 at 14:00 at the address İçerenköy Mah. Umut Sokak Quick Tower No: 10-12 Ataşehir İstanbul.

Shareholders whose names are included in the "Shareholders List" to be obtained electronically from Merkezi Kayıt Kuruluşu A.Ş. (Central Registry Agency - "MKK") on the meeting day may attend the Ordinary General Assembly Meeting. Our shareholders may attend the meeting physically or electronically.

Our shareholders or their proxies who wish to attend the meeting physically must be present at the specified address on the said day and time with their identification documents that include their Republic of Turkey Identity Number.

In order for our shareholders or their proxies who wish to participate in electronic environment to directly participate in the General Assembly Meeting or to appoint a representative via the Electronic General Assembly System (EGKS), they must have a secure electronic signature and register on the e-MKK Information Portal no later than 21:00 one day before the meeting. All details regarding this matter can be accessed from the EGKS special section of the e-MKK Information Portal.

Our shareholders who have declared that they will attend the meeting electronically will not be able to attend physically. Our shareholders who cannot attend the meeting physically or electronically in person may represent themselves by proxy. Proxies and representatives sent by legal entity shareholders must present the proxy form or proxy documents prepared in accordance with the attached sample when they come to the meeting. Voters who wish to give a power of attorney shall fill out the power of attorney form and have it approved by a notary public or attach the notarized signature circular to the power of attorney form bearing their signature. Otherwise, the powers of attorney shall be deemed invalid.

Custodian institutions can participate in the General Assembly as "Depository Representatives" by being identified through the EGKS portal, representing our shareholders who have shares in their accounts. In this case, if the mentioned institutions authorise their employees to physically attend the meeting, they must submit the "Representative Document Regarding the Deposited Shares" and the "Instruction Notification Form" prepared in accordance with the sample attached herewith.

The Financial Statements and General Assembly Activity Report for the fiscal period of 2023 shall be made available for review by our shareholders 3 weeks before the meeting date in our Company's General Directorate building, on our website at <https://mhrgyo.com.tr> and on the MKK's e-Company Information Portal and EGKS portal.

The Meeting Agenda and Power of Attorney Sample are attached herewith (ANNEX-1) and can also be accessed via the "Investor Relations" section of the website <https://mhrgyo.com.tr>

Additional disclosures to be made regarding the Ordinary General Assembly pursuant to Article II-17.1 of the "Corporate Governance Communiqué" of the Capital Markets Board are given in in Annex-2.

To get information about Participation in the General Assembly, you may contact us via the relevant e-mail address yatirimciiliskileri@mhrgyo.com.tr .

Annex-1- Meeting Agenda and Power of Attorney Sample

Annex-2 - Additional Disclosures to be made in Accordance with the Capital Markets Board Corporate Governance Communiqué

Annex-3 - Resumes and Declarations of Independence of the Candidates of Members of the Board of Directors

Annex-4 - Profit Distribution Statement

Annex-5 - General Assembly Internal Directive

Annex 1 INVITATION TO THE ORDINARY GENERAL ASSEMBLY MEETING

BY THE CHAIRMAN OF THE BOARD OF DIRECTORS OF MHR GAYRİMENKUL YATIRIM ORTAKLIĞI A.Ş.

The Ordinary General Assembly Meeting of our Company shall be held on Friday, 28 June 2024, at 14:00 at the address İçerenköy Mah. Umut Sokak Quick Tower No: 10-12 Ataşehir İstanbul.

The Meeting Agenda and Power of Attorney Sample related to the subject are given below. We kindly request our shareholders or their proxies to be present on the mentioned date and time.

The shareholders who cannot attend the meeting in person may represent themselves with a proxy. The proxies and the representatives to be sent by Public Institutions and legal entity shareholders must present the proxy form or proxy documents prepared in accordance with the sample attached herewith when they come to the meeting. Voters who wish to give a power of attorney shall fill out the power of attorney form and have it approved by a notary public or attach the notarized signature circular to the power of attorney form bearing their signature. Otherwise, the powers of attorney shall be deemed invalid.

**MHR GAYRİMENKUL YATIRIM ORTAKLIĞI A.Ş.
AGENDA OF THE ORDINARY GENERAL ASSEMBLY MEETING
JUNE 28, 2024**

1. Opening and formation of the Chair of the General Assembly Meeting and authorisation of the Chair of the Meeting on signing the Minutes of the General Assembly
2. Citing and discussing the Activity Report of the Board of Directors for the 2023 fiscal period,
3. Citing and discussing the Report of the Board of Auditors for the 2023 fiscal period,
4. Discussion and approval of the 2023 financial statements and their annexes that have been subject to independent auditing,
5. Respectively acquitting of the members of the Board of Directors regarding their activities of 2023,
6. Discussing and deciding on the proposal of the Board of Directors regarding the distribution of the profit of 2023,
7. Election of the Members of the Board of Directors and the Independent Members of the Board of Directors,
8. Determining the rights, such as honorarium, bonus and premium, of the members of the board of directors,
9. Approval of the selection of the Independent Audit Firm,
10. Presenting the General Assembly Internal Directive of the Company prepared within the scope of the Turkish Commercial Code to the General Assembly for approval,
11. Submitting the Company's Profit Distribution Policy, Information Policy, Donation and Aid Policy, Remuneration Policy and Working Principles of the Committees of the Board of Directors prepared within the scope of the Capital Markets Legislation to the approval of the General Assembly,
12. Determining the upper limit for donations to be made in 2024 and informing shareholders about donations made in 2023,
13. Informing the General Assembly about the offsetting transactions of the losses of the previous years that emerged in legal records as of 31.12.2023 as a result of inflation adjustment within the scope of the Decision No. 14/382 of the Capital Markets Board dated 07.03.2024,
14. Granting permission to the Board Members to perform the transactions written in Articles 395 and 396 of the Turkish Commercial Code,
15. In accordance with the Capital Markets regulations, informing the shareholders about the guarantees, pledges, mortgages and sureties given by the Company in favour of third parties in 2023 and the income and benefits obtained from these,
16. Informing the General Assembly about related party transactions in accordance with the regulations of the Capital Markets Board,
17. Wishes and closing.

Power of Attorney Sample**POWER OF ATTORNEY
MHR GAYRİMENKUL YATIRIM ORTAKLIĞI A.Ş.**

I hereby appoint whose identity information is given below, to represent me, to vote, to make proposals and to sign the necessary documents in the Ordinary General Assembly Meeting to be held on 28 June 2024, Friday, at 14:00, at the address İçerenköy Mah. Umut Sokak Quick Tower No: 10-12 Ataşehir İstanbul in line with the opinions I have stated below.

Proxy's (*);

Name and Surname/Trade Name:

Republic of Turkey Identity No./Tax Identity No./Trade Registry and Trade Registration and MERSİS Number:

(*) For foreign national proxies, it is mandatory to submit the equivalents of the above mentioned information, if any.

A) SCOPE OF THE AUTHORITY OF REPRESENTATION

For sections 1 and 2 below, the scope of the representative authority must be determined by selecting one of the options (a), (b) or (c).

1. Regarding the Issues on the Agenda of the General Assembly;

a) The proxy shall be authorised to vote in accordance with his/her own opinion.

b) The proxy shall be authorised to vote in accordance with the recommendations of the management of the corporation.

c) The proxy shall be authorised to vote in accordance with the instructions set out in the table below.

Instructions:

If the shareholder chooses option (c), instructions specific to the agenda item shall be given by marking one of the options given opposite the relevant general assembly agenda item (accept or reject) and, if the reject option is selected, by indicating the dissenting opinion, if any, requested to be recorded in the minutes of the general assembly.

Agenda Items (*)	Accept	Objection	Dissenting Opinion
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1.....

2.....

3.....

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1. The Issues on the Agenda of the General Assembly are listed one by one. If the minority has a separate draft resolution, this is also stated separately to ensure proxy voting.

2. Special instructions regarding other issues that may arise at the General Assembly meeting and particularly regarding the exercising of minority rights:

a) The proxy shall be authorised to vote in accordance with his/her own opinion.

b) The proxy shall not be authorised to represent in these matters.

c) The proxy shall be authorised to vote in accordance with the following special instructions.

SPECIAL INSTRUCTIONS: If any, special instructions to be given by the shareholder to the proxy shall be stated here.

A) AMOUNT OF SHARES OF THE REPRESENTATIVE

The shareholder shall specify the shares he/she wants the proxy to represent by selecting one of the options given below.

1. I approve the representation of my shares, detailed below, by the proxy.

a) Order and series:*

b) Number/Group:**

c) Number-Nominal value:

ç) Whether he/she has voting privileges:

d) Bearer-Registered:*

e) Ratio of the total shares/voting rights owned by the shareholder:

*This information is not requested for shares that are tracked in record.

**For shares that are tracked in record, information about the group, if any, shall be included instead of the number.

2. I approve the representation of all my shares, which are included in the list of shareholders who can attend the general assembly, prepared by the Central Registry Agency one day before the general assembly date, by proxy.

NAME AND SURNAME or TRADE NAME OF THE SHAREHOLDER (*)

Republic of Turkey Identity No./Tax Identity No./Trade Registry and Trade Registration and MERSİS Number:

Address:

SIGNATURE

(*) For foreign national proxies, it is mandatory to submit the equivalents of the above mentioned information, if any.

Annex-2**Additional Disclosures to be made in Accordance with the Capital Markets Board
Corporate Governance Communiqué**

Includes additional disclosures to be made regarding the Ordinary General Assembly to be held on 28.06.2024 pursuant to Article II-17.1 of the "Corporate Governance Communiqué" of the Capital Markets Board.

1. Total number of shares and voting rights reflecting the shareholding structure of the corporation as of 01 June 2024, and if there are privileged shares in the corporation's capital, information on the number of shares representing each privileged share group, voting rights and the nature of the privileges:**SHAREHOLDING STRUCTURE OF THE COMPANY:**

The Company has a registered capital ceiling of 3,000,000,000 TL (Three billion Turkish Lira) in accordance with the provisions of the Capital Markets Law and is divided into 3,000,000,000 (Three billion) shares, each one of which has a nominal value of 1 TL (One Turkish Lira). The registered capital ceiling permission granted by the Capital Markets Board is valid for the years 2022 to 2026 (5 years). Even if the permitted registered capital ceiling is not reached by the end of 2026, in order for the Board of Directors to make a capital increase decision after 2026, it is mandatory to obtain authorisation from the General Assembly for a new period by obtaining permission from the Capital Markets Board for the previously permitted ceiling or a new ceiling amount. If the mentioned authorisation is not obtained, the Company may not increase its capital by decision of the Board of Directors. The Company's issued capital is 827,000,000 TL (Eight hundred and twenty seven million Turkish Lira) fully paid and is divided into 827,000,000 (Eight hundred and twenty seven million) shares, each one of which has a nominal value of 1 TL (One Turkish Lira).

The Company's shares are divided into A and B groups. Share groups representing the issued capital: Group A consists of 186,000,000 TL corresponding to 186,000,000 registered shares. Group B consists of 641,000,000 TL corresponding to 641,000,000 bearer shares. The issued capital of the company is fully paid and is 827,000,000 TL.

Group A shares have the privilege of nominating candidates in the election of the members of the board of directors. In the case that the board of directors consists of 5 members, 3 board members, if it consists of 6 or 7 members, 4 board members, if it consists of 8 or 9 members, 5 board members shall be elected from among the candidates nominated by Group A shareholders. Other candidates, including independent candidates, shall be elected by the general assembly from among those nominated by Group A and B shareholders.

Natural Persons and Legal Entities with Direct Shares or Voting Rights of 5% or More in the Capital(*)

Trade Name of the Shareholder	Share in Capital (TL)	Share in Capital (Number)	Share in Capital (%)	Rate of Voting Right (%)
QUICK SİGORTA ANONİM ŞİRKETİ	537,814,339	537,814,339	65.03	65.03
CORPUS SİGORTA ANONİM ŞİRKETİ	104,133,400	104,133,400	12.59	12.59
OTHER	185,052,261	185,052,261	22.38	22.38
TOTAL	827,000,000	827,000,000	100	100

(*) The CRA data in the KAP Company Information section dated 01 June 2024 was extracted.

2. Information on changes in the management and activities of the corporation and its affiliates that have realised in the previous fiscal period or are planned for the upcoming accounting periods and the reasons for these changes, which will significantly affect the corporation's activities:

There has been no significant change in the management and activities of our Company that have realised in the previous fiscal period or are planned for the upcoming fiscal periods and the reasons for these changes, which will significantly affect the corporation's activities:

3. If the general assembly agenda includes the dismissal, replacement or election of the members of the board of directors, the grounds for dismissal and replacement, the resumes of the persons whose candidacy for the membership of the board of directors was submitted to the corporation, the duties they have held in the last ten years and the reasons for their resignation, the nature and significance of their relationship with the corporation and its related parties, whether they have the qualification of independence, and information on similar issues that may affect the activities of the corporation if these persons are elected as the members of the board of directors:

The management of the Company, its representation and binding towards third parties shall be undertaken by a board of directors consisting of at least 5 (five) and at most 9 (nine) members who meet the conditions specified in the Turkish Commercial Code and capital market legislation and are elected by the general assembly for a maximum of 3 (three) years within the framework of the provisions of the Turkish Commercial Code and capital market legislation. Our Company is managed by a Board of Directors consisting of 9 people, 2 of whom are independent, and the General Assembly may decide to renew the Board of Directors even if its term has not expired. In addition, our Company has been included in the 1st group as of 2024, and the provision in principle 4.3.4 of the Communiqué, stating "The number of independent members in the board of directors cannot be less than one third of the total number of members" has become mandatory for our Company. In accordance with this obligation, the number of independent members has been determined as "minimum 3" for our Company. Since 3 of the Board of Directors to be elected in 2024 must meet the criteria of independence defined in the Capital Markets Board's mandatory Corporate Governance Principles, it has been determined by the Nomination Committee Report that, pursuant to the provision 4.3.7 of the Corporate Governance Principles annexed to the Corporate Governance Communiqué (Communiqué) of the Capital Markets Board (II-17.1), Kerim Erhan Dumanlı and Ufuk Tandoğan, who are currently serving as independent board members of our Company, and Müşfik CANTEKİNLER, who submitted his candidacy for the newly elected independent membership of the board of directors, meet the criteria of independence stated in principle 4.3.6 of the Communiqué, and are suitable for Independent Membership of the Board of Directors in accordance with the relevant legislation, and in the meeting of the Board Decision Making Body dated 25.04.2024 with number 22/589 where our application to the Capital Markets Board to get an opinion on the independent member candidate list approved by the Board of Directors was discussed, it was decided not to express any negative opinion on Kerim Erhan DUMANLI, Ufuk TANDOĞAN and Müşfik CANTEKİNLER considering their declarations of independence regarding the conditions set forth in Article (4.3.6) of the Corporate Governance Principles in the annex of the Communiqué, their resumes and the report of the corporate governance committee, and it was notified to us on 03.05.2024 with the Board letter dated 02.05.2024 with number E-12233903-110.07.07-53274.

Apart from the independent members, Mahmut Erdemoğlu, Levent Uluçeçen, Ahmet Yaşar, Gökay Erdemoğlu, Kemal Gülmez and Volkan Yıldız, who are still Members of the Board of Board of Directors, have submitted their candidacy again and the resumes of all candidates and the declarations of the independent member candidates are given in Annex-3.

4. In cases where the board of directors does not accept the agenda proposals of the shareholders, the requests of the shareholders to the Investor Relations Department in writing regarding the inclusion of an item on the agenda, the rejected proposals and the reasons for rejection:

There is no written request received by our company.

5. In case there is an amendment to the articles of association on the agenda, the old and new forms of the amendments to the articles of association, together with the relevant decision of the board of directors:

There is no amendment in the articles of association on the agenda.

MHR GAYRİMENKUL YATIRIM ORTAKLIĞI A.Ş.

DISCLOSURES ON THE AGENDA ITEMS OF THE ORDINARY GENERAL ASSEMBLY

MEETING TO BE HELD ON 28 June 2024

1. Opening and formation of the Chair of the General Assembly Meeting and authorisation of the Chair of the Meeting on signing the Minutes of the General Assembly

The Chairman of the Meeting who will manage the General Assembly meeting shall be elected in accordance with the provisions of the "Turkish Commercial Code" and the "Regulation on the Procedures and Principles of the General Assembly Meetings of Joint Stock Companies and the Representatives of the Ministry of Commerce of the Republic of Turkey to be Present at These Meetings" ("Regulation"). At least one Clerk of Minutes and a sufficient number of Vote Collectors shall be appointed by the Chairman of the Meeting in accordance with the General Assembly Internal Directive, and the issue of authorizing the Chairman of the Meeting to sign the Minutes of the General Assembly Meeting shall be presented to the General Assembly for approval.

2. Citing and discussing the Activity Report of the Board of Directors for the 2023 fiscal period,

Our Company's Board of Directors Activity Report for the twelve-month period ending on 31.12.2023, which was approved by the Board of Directors and independently audited, and the statement of responsibility regarding this report were published on the Public Disclosure Platform on 25 April 2024. The Annual Activity Report of the Board of Directors, which is available for review by our shareholders at our Company's headquarters, on the Electronic General Assembly System (EGKS) page, on the Public Disclosure Platform, and via the website <https://mhrqyo.com.tr/yatirimci-iliskileri/faaliyet-raporlari> on our Company's website, shall be cited and discussed at the General Assembly.

3. Citing and discussing the Report of the Board of Auditors for the 2023 fiscal period,

The Independent Audit Report approved by our Company's Board of Directors and independently audited for the twelve-month period ending on 31.12.2023, and the statement of responsibility regarding this report, prepared in accordance with the legislation and within the framework of the Turkish Accounting Standards/Turkish Financial Reporting Standards published by the Public Oversight Accounting and Auditing Standards Authority in accordance with the "Communiqué on Principles Regarding Financial Reporting in Capital Markets (II-14.1)" of the Capital Markets Board, were published on the Public Disclosure Platform on April 22, 2024. The summary of the Independent Audit Report, which is available for review by our shareholders at our Company's headquarters, on the Electronic General Assembly System (EGKS) page, on the Public Disclosure Platform, and via the website <https://mhrqyo.com.tr/yatirimci-iliskileri/finansal-raporlar> on our Company's website, shall be submitted to the information of the General Assembly.

4. Discussion and approval of the 2023 financial statements and their annexes that have been subject to independent auditing,

In accordance with the provisions of the Turkish Commercial Code and the Capital Markets Board and the Regulation, the Balance Sheet dated 31.12.2023 and the Profit-Loss accounts for the fiscal period 01.01.2023 - 31.12.2023 shall be cited, discussed and submitted for approval at the General Assembly. The mentioned documents can be accessed from the Public Disclosure Platform, our Company's headquarters or via the website <https://mhrqyo.com.tr/yatirimci-iliskileri/finansal-raporlar>.

5. Respectively acquitting of the members of the Board of Directors regarding their activities of 2023,

Respectively acquitting of the Members of the Board of Directors for their activities, transactions and accounts in 2023 shall be submitted to the approval of the General Assembly.

6. Discussing and deciding on the proposal of the Board of Directors regarding the distribution of the profit of 2023,

Regarding the profit distribution of our company for 2023;

According to the profit distribution policy of the Company and the articles of association of the Company, despite the profit being acquired in the 2023 financial statements where inflation accounting was applied and calculated within the framework of the Capital Markets legislation, since there is no distributable profit due to the previous year's loss exceeding the net profit in our 2023 legal records kept in accordance with the provisions of the Tax Procedure Law, no profit distribution shall be made, and the 2023 Profit Distribution Table prepared regarding these issues shall be proposed to the General Assembly by the Board of Directors, and the statement regarding the profit distribution proposal is given in Annex-4.

7. Election of the Members of the Board of Directors and the Independent Members of the Board of Directors,

The Members of the Board of Directors and the Independent Members of the Board of Directors shall be elected by the General Assembly.

8. Determining the rights, such as honorarium, bonus and premium, of the members of the board of directors,

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

9. Approval of the selection of the Independent Audit Firm,

In accordance with the principles determined in accordance with the Turkish Commercial Code No. 6102 and the Capital Markets Law No. 6362, the selection of Güreli Yeminli Mali Müşavirlik ve Bağımsız Denetim Hizmetleri A.Ş. as the Independent Audit Company determined by the Board of Directors upon the recommendation of the Audit Committee shall be submitted to the approval of the General Assembly, to conduct the independent external audit of our Company's financial reports for the 2024 fiscal period and other activities within the scope of the relevant regulations in these laws.

10. Presenting the General Assembly Internal Directive of the Company prepared within the scope of the Turkish Commercial Code to the General Assembly for approval,

The General Assembly Internal Directive of the Company given in Annex-5, prepared within the scope of the Turkish Commercial Code shall be submitted to the approval of the General Assembly.

11. Submitting the Company's Profit Distribution Policy, Information Policy, Donation and Aid Policy, Remuneration Policy and Working Principles of the Committees of the Board of Directors prepared within the scope of the Capital Markets Legislation to the approval of the General Assembly,

The Company's Profit Distribution Policy, Information Policy, Donation and Aid Policy, Remuneration Policy and Working Principles of the Committees of the Board of Directors, which were re-arranged in accordance with the Capital Markets Board Corporate Governance Communiqué and is given in Annex-6, shall be submitted to the approval of the General Assembly.

12. Determining the upper limit for donations to be made in 2024 and informing shareholders about donations made in 2023,

The General Assembly shall be informed about our company's donations for 2023, and the upper limit of donations to be made in 2024 shall be determined and submitted to the General Assembly for approval.

13. Informing the General Assembly about the offsetting transactions of the losses of the previous years that emerged in legal records as of 31.12.2023 as a result of inflation adjustment within the scope of the Decision No. 14/382 of the Capital Markets Board dated 07.03.2024,

Within the scope of Tax Procedure Law No. 213, the Resolution of the Board of Directors regarding the issue of not offsetting the previous years' loss of 1,098,456,605.48 TL in our statutory records as a result of the inflation adjustment of the financial statements dated 31.12.2023 from the positive differences of the capital adjustment in equity in accordance with the company policy shall be submitted to the General Assembly.

14. Granting permission to the Board Members to perform the transactions written in Articles 395 and 396 of the Turkish Commercial Code,

Since the Members of the Board of Directors of our Company can only conduct transactions within the framework of Articles 395 titled "Prohibition on conducting transactions with the company or becoming indebted to the company" and 396 titled "Prohibition on Competition" of the Turkish Commercial Code with the approval of the General Assembly, the granting of such permission shall be submitted to the approval of our shareholders at the General Assembly.

15. In accordance with the Capital Markets regulations, informing the shareholders about the guarantees, pledges, mortgages and sureties given by the Company in favour of third parties in 2023 and the income and benefits obtained from these,

The shareholders shall be informed about the guarantees, pledges, mortgages and sureties given by the Company in favour of third parties in 2023 and the income and benefits obtained from these.

16. Informing the General Assembly about related party transactions in accordance with the regulations of the Capital Markets Board,

The General Assembly shall be informed about the transactions our Company has made with the related parties.

17. Wishes and closing,

The meeting shall end after receiving the opinions and wishes of our shareholders.

Annex-3**Resumes and Declarations of Independence of the Candidates of Members of the Board of Directors****Mahmut Erdemoğlu**

He was born in 1965 in Besni district of Adıyaman province. In 1982, he received his bachelor's degree from Gazi University, Department of Business Administration.

In 1988, he started his career in the industrial sector. During this period, he served as Chairman of Board at Dinarsu Halı, Vice Chairman at Merinos Halı and Board Member at Erdemoğlu Holding. During his career, he established large industrial investments and facilities.

At the end of 2014, he left his duties at Erdemoğlu Holding and established Maher Yatırım Holding AŞ, where he became the Chairman in 2015. In addition to MHR GYO AŞ, he is also the Chairman of Board at Quick Sigorta AŞ, Corpus Sigorta AŞ, Quick Finansman AŞ, QPay Elektronik ve Para Ödeme Sistemleri AŞ, QCar Araç Kiralama ve Mobilite Hizmetleri A.Ş, QC İnşaat Proje Mümessillik Gayrimenkul Yatırım AŞ, QTower Gayrimenkul Yönetim ve Enerji Ticaret A.Ş and Quick Hayat Sigorta AŞ.

Since 30 March 2021, Mr. Mahmut Erdemoğlu has been serving as the Chairman at MHR GYO A.Ş. and was re-elected as the Chairman of Board at MHR GYO A.Ş. at the Extraordinary General Assembly dated 06/01/2023.

Levent Uluçeçen

Levent Uluçeçen was born in Ankara, in 1961. He graduated from Anadolu University, Department of Business Administration in 1984.

During his career, he worked in areas such as fund management, audit, risk management and financial affairs in the insurance and finance sectors. In 1986, he took part in the privatisation project of Ray Sigorta. He worked as Finance Director at Ray Sigorta, which was acquired by Doğan Holding. In 2007, he worked as Audit Manager at Ergo Sigorta and in 2009, as Internal Audit Group President at HDI Sigorta.

In 2012, he served as Vice Chairman of Board at RoyalCert Kurumsal Hizmetler ve Danışmanlık AŞ, which he took part in the establishment of.

In January 2016, he joined Maher Group as the Founding General Manager and Vice Chairman of Board at Quick Sigorta AŞ.

Since 2018, Levent Uluçeçen has served as Vice Chairman and CEO of Maher Yatırım Holding AŞ, Vice Chairman and Managing Director of Quick Sigorta A.Ş. and Quick Hayat Sigorta AŞ, and Vice Chairman of Corpus Sigorta AŞ, Quick Finansman AŞ, QPay Elektronik Para ve Ödeme Sistemleri AŞ, QCar Araç Kiralama ve Mobilite Hizmetleri AŞ, QC İnşaat Proje Mümessillik Gayrimenkul Yatırım AŞ, and QTower Gayrimenkul Yönetim ve Enerji Ticaret AŞ.

Mr. Levent Uluçeçen has been serving as Vice Chairman of Board of MHR GYO AŞ since 30/03/2021 and was re-elected as Vice Chairman of Board of MHR GYO AŞ at the Extraordinary General Assembly dated 06/01/2023.

Ahmet Yaşar

Ahmet Yaşar was born in Adapazarı, in 1968. In 1990, he graduated from Gazi University, Department of International Economics.

He started his career in 1983 as a reporter, representative and local newspaper publisher during his student years and entered the insurance sector with Çağ Insurance Agency in 1989. In 1992, he worked as Anatolia Regional Manager at Merkez Sigorta, in 1994 at Universal Sigorta and in 2000 at EGS Sigorta AŞ. In 2003-2013, he served as the Vice General Manager of HDI Sigorta and in 2013-2015, as the founder and General Manager of Sigortayeri Sigorta ve Reasürans Brokerliği AŞ.

As Vice Chairman of Board, Chairman of the Non-Life Management Committee and Vice Chairman of Board of the Insurance Arbitration Commission at the Insurance Association of Türkiye, he continued his civil society and professional solidarity activities and took responsibility in all areas of the insurance sector in almost every position. In addition to various other projects, he took part in efforts to create an applicable insurance legislation on building and building survey in our country and create a sustainable housing modelling with a financing source independent from the state budget within the insurance system. In this context, he has special studies on Building Completion and Building Survey Insurances.

Joining Maher Holding family in 2015, Ahmet Yaşar took part in the establishment of Quick Sigorta AŞ. He is currently the Chairman of Board of Valde Bilişim Teknolojileri Ticaret AŞ, Vice Chairman of Board of Corpus Sigorta AŞ, Board Member of Quick Sigorta AŞ, Board Member of Quick Finansman AŞ, Board Member of QPay Elektronik Para ve Ödeme Hizmetleri AŞ, Board Member of QCar Araç Kiralama ve Mobilite Hizmetleri AŞ, Board Member of QC İnşaat Proje Mümessillik Gayrimenkul Yatırım A.Ş. and Board Member of Quick Hayat Sigorta AŞ.

Since 30 March 2021, Mr. Ahmet Yaşar has been serving as a Board Member of MHR GYO AŞ and was re elected as a Board Member of Directors of MHR GYO AS at the Extraordinary General Assembly dated 06/01/2023.

Gökay Erdemoğlu

He was born in 1990, in Gaziantep. In 2014, he graduated from Bahçeşehir University, Department of Mechatronics Engineering.

During his university education, he worked in different positions in Merinos Halı, Dinarsu Halı and Merinos Mobilya companies. In 2015, he conducted research in California, USA to examine investment opportunities in the fields of technology and e commerce.

In 2016, Gökay Erdemoğlu returned to Turkey and started to work as a Board Member at Quick Sigorta AŞ in the same year. Erdemoğlu, who continues to work in the fields of e-commerce and technology, established in 2017 Natum Parakende Hizmetler Lojistik AŞ, where he serves as the Chairman of Board. Continuing his e-commerce and software development activities within Natum, Gökay Erdemoğlu joined Maher Yatırım Holding AŞ, which includes Insurance, Energy, Construction, Education, Technology and Software companies, as a Board Member in 2020.

Gökay Erdemoğlu currently serves as Vice Chairman of Board of Valde Bilişim Teknolojileri Ticaret AŞ, Board Member of Quick Sigorta AŞ, Board Member of Corpus Sigorta AŞ, Board Member of Quick Finansman AŞ, Board Member of QPay Elektronik ve Para Ödeme Sistemleri AŞ, Board Member of QCar Araç Kiralama ve Mobilite Hizmetleri AŞ, Board Member of QC İnşaat Proje Mümessillik Gayrimenkul Yatırım A.Ş, Board Member of QTower Gayrimenkul Yönetim ve Enerji Ticaret AŞ, and Board Member of Quick Hayat Sigorta AŞ.

Mr. Gökay Erdemoğlu was elected as a Board Member of MHR GYO AŞ at the Extraordinary General Assembly dated 06/01/2023.

Şenol Küni

Born in 1961 & in Ankara, he graduated from Ankara University, School of Law in 1986. Şenol Küni, a Member of the Board of Directors, is a lawyer by profession and is registered to the Istanbul Bar Association. Throughout his career, he has provided legal consultancy and drafted construction contracts in return for flats and revenue sharing contracts and acted as a legal advisor in some urban transformation projects.

Mr. Şenol Küni has been serving as a Board Member of MHR GYO AŞ since 30 March 2021 and was re-elected as a Board Member of MHR GYO AŞ at the Extraordinary General Assembly dated 06/01/2023.

Kemal Gülmez

Born in 1976, Kemal Gülmez completed his primary, secondary, and high school education in Istanbul. He graduated from the Department of Civil Engineering at the European University of Lefke in Northern Cyprus. He attended the School of Politics, Israel, and America programmes at Bahçeşehir University Strategic Research Centre. He completed the certificate programmes of the Chamber of Civil Engineers, real estate appraiser training and construction expertise training.

During his university education period, he worked at the 100-kilometre-long infrastructure sewerage construction sites of Çeliktaş İnşaat Otomotiv ve Sanayi Ltd. Şti. in Maltepe, Pendik, Tuzla, Kartal districts of Istanbul Water and Sewerage Administration of Istanbul Metropolitan Municipality. In 1999, he worked as Site Supervisor in the Beykoz Dedeoğlu Stream Improvement work of the Istanbul Metropolitan Municipality Infrastructure Coordination Directorate; stream bed excavation and improvement, construction of the second lane of the Beykoz coastal road, bridge construction and wave breaker on the sea side.

After his university education, Fıratoğlu İnşaat Taahhüt Ticaret Ve Sanayi Ltd. Şti. worked as Project Manager in Tuzla slaughterhouse renovation, maintenance and repair of Anatolian side overpasses and refuges, maintenance and repair of ISKI water tanks that are under the responsibility of Istanbul Metropolitan Municipality. In 2002-2003, he worked as Site Supervisor in Avclar Municipality, University, M. Kemalpaşa road construction work. He got a Work Experience Certificate for works such as pavement, landscaping, closure of Avclar Marmara Street to traffic, assuming the role of site supervisor from the beginning to the end of the project.

Founded by 2 partners in 2005 - 2011, he completed in Altınçağ Yapı San. Ve Tic. Ltd. Şti. over 300 architectural projects and 14 housing constructions within 6 years in the architectural project company and provided consultancy to various companies in the field of engineering.

In 2009, he founded Aramis Yapı San. Ve Tic. A.Ş. for making luxury housing projects. He managed housing and workplace projects in Istanbul Ataşehir, Kadıköy, Maltepe districts. Aram Deluxe, Aram Line, Aram Vizyon, Aram Ship, Aramis Business Centre, Çınar Building, Aram Park, Deniz Building and villa constructions in Izmir Urla region and carried out the civil works of more than 30 constructions. In 2018, he completed the construction of a summer residence consisting of 22 apartments and a shop in the Tivat region with Symbol Construction D.O.O, which he founded in Montenegro as a sole partner.

Continuing to serve as a Chairman of Board of Aramis Yapı San. And Tic. A.Ş., Kemal Gülmez is a Board Member and General Manager of QC İnşaat Proje Mümessillik Gayrimenkul Yatırım AŞ and a Board Member of QTower Gayrimenkul Yönetim ve Enerji Ticaret AŞ. He has 25 years of professional experience in all processes from project design to completion of civil works.

Since 30 March 2021, Mr. Kemal Gülmez has been serving as a Board Member of MHR GYO AŞ and was re-elected as a Board Member of MHR GYO AŞ at the Extraordinary General Assembly dated 06/01/2023.

Volkan Yıldız

Volkan Yıldız was born in Bornova & in 1980. In 2002, he graduated from METU Department of Political Science and Public Administration.

In his career, he worked in the fields of internal audit, finance, internal control, corporate risk management in the finance, insurance, energy and telecommunications sectors. In 2016-2021, he served as CFO at Quick Sigorta A.Ş. and Maher Yatırım Holding AŞ.

Volkan Yıldız, who is currently working as the Head of Strategy and Business Development at Maher Yatırım Holding A.Ş., is a Board Member at Quick Sigorta AŞ, Quick Finansman AŞ, QPay Elektronik Para ve Ödeme Hizmetleri AŞ, MHR GYO AŞ, QCar Araç Kiralama ve Mobilite Hizmetleri AŞ, QTower Gayrimenkul Yönetim ve Enerji Ticaret AŞ, Valde Bilişim Teknolojileri Ticaret AŞ and Quick Hayat Sigorta AŞ. He holds Capital Market Activities Level 3 Licence and Derivative Instruments licences.

Mr. Volkan Yıldız has been serving as a Board Member of MHR GYO AŞ since 30/03/2021 and was re elected as a Board Member of MHR GYO AŞ at the Extraordinary General Assembly dated 06/01/2023.

Kerim Erhan Dumanlı Independent Board Member Candidate

Kerim Erhan Dumanlı graduated from Boğaziçi University, Department of Administrative Sciences in 1972.

In 1973-1980, he worked as Audit Manager at Arthur Andersen London & Istanbul Offices.

As of 2012, he served as the Chairman of Board of Assistline for 2 years.

In 2014, he started to work as a Board Member at Unico Company, wherehe served as the Chairman of Board and Executive Committee as of 2018, and he was released in October 2019 as the company was sold.

Mr. Kerim Erhan Dumanlı was appointed as an Independent Board Member of MHR GYO AŞ at the Extraordinary General Assembly dated 06/01/2023.

Ufuk Tandoğan Independent Board Member Candidate

Ufuk Tandoğan was born in 1963. He graduated from Uludağ University, Faculty of Economics and Administrative Sciences, Department of Economics in 1986.

In 1988, he started his banking career at Garanti BBVA (Turkey) and worked as Assistant Financial Analysis Specialist and Specialist, Branch Manager, Corporate Branch Manager, Commercial Regional Manager, Corporate, Commercial Loans Director, Corporate and Commercial Loans Coordinator. In 2012, he was appointed General Manager of Garanti BBVA Romania. He acted as the Chairman of Board of Garanti BBVA Consumer Finance and Garanti BBVA Leasing (Romania) together with his role in Garanti BBVA Romania until July 2021. In July 2021, Ufuk Tandogan retired from Garanti BBVA and is currently the Chairman of Board of Radacini Financial Services IFN SA.

Within the scope of social responsibility, he is also the President of the Romanian-Turkish Businessmen Association.

Mr. Ufuk Tandoğan was appointed as an Independent Board Member of MHR GYO AŞ at the Extraordinary General Assembly dated 06/01/2023.

Müşfik Cantekinler Independent Board Member Candidate

Born in Ankara in 1967, Müşfik Cantekinler completed his secondary education in the USA and graduated from Marmara University, Department of Business Administration in English with a specialization in "accounting and finance" in 1990.

In 1990, Mr. Cantekinler started his career in the Audit Department of Arthur Andersen, an international audit and consulting firm, and became a partner of the company in 2001 with the title of "responsible joint lead auditor".

Following the merger of Arthur Andersen with Ernst Young, Mr. Cantekinler continued his career as a partner at Ernst Young and was promoted to "Head of Corporate Finance Services" in 2007. During his tenure at Ernst Young, Mr. Cantekinler served as a member of the Company's Executive Committee for the Central and Eastern Europe Region, while also serving on the Company's Executive Committee for Turkey.

In 2018, Mr. Cantekinler transferred to KPMG, another international audit and consulting firm, with his team and assumed the role of Head of both Management Consulting and Corporate Finance Services Consulting departments at KPMG. In April 2023, Cantekinler left KPMG voluntarily and since then, he has been continuing his career as an independent financial consultant.

Müşfik Cantekinler's licenses, documents and certificates, which certify that he has expertise in many fields throughout his career, include Certified Public Accountant (CPA) License, Accounting Expertise Certificate, Independent Auditor Certificate, Independent Audit License in Capital Markets.

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

I hereby declare that I am a candidate to take duty as an "independent member" in the Board of Directors of MHR Gayrimenkul Yatırım Ortaklığı A.Ş. (the "Company") within the scope of the criteria determined in the legislation, articles of association and the Corporate Governance Communiqué of the Capital Markets Board and within this scope;

- a) I have not had an employment relationship in a managerial position that would undertake significant duties and responsibilities between the company, corporations in which the company has management control or significant influence, and shareholders who have management control or significant influence over the company, and legal entities in which these shareholders have management control and myself, my spouse, and my relatives by blood or marriage up to the second degree, and I do not own more than 5% of the capital or voting rights or privileged shares, either jointly or individually, or no significant commercial relationship has been established,
- b) I have not been a shareholder (5% and above), an employee in a managerial position with significant duties and responsibilities, or a member of the board of directors in companies from which the company has purchased or sold significant services or products within the framework of agreements made, primarily in the auditing (including tax audit, legal audit, internal audit), rating and consultancy of the company, during the periods when the service or product was purchased or sold,
- c) I have the professional training, knowledge and experience to properly fulfil the duties that I will undertake as an independent member of the board of directors,
- d) I have not worked full-time in public institutions and organisations after being elected as a member, except for university faculty, provided that it is in accordance with the legislation they are affiliated with,
- e) I am considered to be settled in Turkey according to the Income Tax Law No. 193 dated 31.12.1960,
- f) I have strong ethical standards, professional reputation and experience that will enable me to make positive contributions to the activities of the company, maintain my impartiality in conflicts of interest between the company and its shareholders, and make decisions freely by taking into account the rights of stakeholders,
- g) I am able to devote a sufficient amount of time to company affairs to follow the operation of the company's activities and fully fulfil the requirements of the duties I undertake,
- h) I have not taken duty as a member of the board of directors in the company for more than six years in the last ten years,
- ı) I have not taken duty as an independent member of the board of directors in more than three companies in which the company or the shareholders who control the management of the company have management control and in more than five companies traded on the stock exchange in total,
- j) I have not been registered and declared as a legal entity elected as a member of the board of directors.

I hereby declare the foregoing issues for the information of your Board of Directors, your shareholders and all relevant parties.

Kerim Erhan DUMANLI

Müşfik Cantekinler

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

I hereby declare that I am a candidate to take duty as an "independent member" in the Board of Directors of MHR Gayrimenkul Yatırım Ortaklığı A.Ş. (the "Company") within the scope of the criteria determined in the legislation, articles of association and the Corporate Governance Communiqué of the Capital Markets Board and within this scope;

- a) I have not had an employment relationship in a managerial position that would undertake significant duties and responsibilities between the company, corporations in which the company has management control or significant influence, and shareholders who have management control or significant influence over the company, and legal entities in which these shareholders have management control and myself, my spouse, and my relatives by blood or marriage up to the second degree, and I do not own more than 5% of the capital or voting rights or privileged shares, either jointly or individually, or no significant commercial relationship has been established,
- b) I have not been a shareholder (5% and above), an employee in a managerial position with significant duties and responsibilities, or a member of the board of directors in companies from which the company has purchased or sold significant services or products within the framework of agreements made, primarily in the auditing (including tax audit, legal audit, internal audit), rating and consultancy of the company, during the periods when the service or product was purchased or sold,
- c) I have the professional training, knowledge and experience to properly fulfil the duties that I will undertake as an independent member of the board of directors,
- d) I have not worked full-time in public institutions and organisations after being elected as a member, except for university faculty, provided that it is in accordance with the legislation they are affiliated with,
- e) I have strong ethical standards, professional reputation and experience that will enable me to make positive contributions to the activities of the company, maintain my impartiality in conflicts of interest between the company and its shareholders, and make decisions freely by taking into account the rights of stakeholders,
- f) I am able to devote a sufficient amount of time to company affairs to follow the operation of the company's activities and fully fulfil the requirements of the duties I undertake,
- g) I have not taken duty as a member of the board of directors in the company for more than six years in the last ten years,
- h) I have not taken duty as an independent member of the board of directors in more than three companies in which the company or the shareholders who control the management of the company have management control and in more than five companies traded on the stock exchange in total,
- i) I have not been registered and declared as a legal entity elected as a member of the board of directors.

I hereby declare the foregoing issues for the information of your Board of Directors, your shareholders and all relevant parties.

Ufuk TANDOĞAN

Annex-4

MHR GAYRİMENKUL YATIRIM ORTAKLIĞI A.Ş.			
2023 Profit Distribution Statement (TL)			
1. Paid/Issued Capital		827,000,000	
2. Total Statutory Contingency Reserve (According to Statutory Records)		0	
If there is a privilege in profit distribution in accordance with the articles of association, information regarding the mentioned privilege		NONE	
		According to the Capital Markets Board	According to Statutory Records
3.	Profit for the Period	31,236,515	145,411,517.39
4.	Taxes Payable (-)	-	-
5.	Net Profit for the Period	31,236,515	145,411,517.39
6.	Losses of Previous Years (-)	-	418,197,126.83
7.	Primary Statutory Reserve (-)	-	-
8.	NET DISTRIBUTABLE PROFIT FOR THE PERIOD (=)	31,236,515	-
9.	Donations made during the year (+)	-	
10.	Net distributable profit for the period, including donations on which the first dividend will be calculated	31,236,515	
11.	First Dividend to Shareholders	-	
	- Cash	-	
	- Free of Charge	-	
	- Total	-	
12.	Dividends Distributed to Preferred Shareholders	-	
13.	Dividends Distributed to the Board of Directors, Employees, etc.	-	
14.	Dividends Distributed to Dividend Share Holders	-	
15.	Second Dividend to Shareholders	-	
16.	Secondary Statutory Reserve	-	
17.	Status Reserves	-	-
18.	Special Reserves	-	-
19.	EXTRAORDINARY RESERVE	31,236,515	-
20.	Other Resources Predicted to be Distributed	-	-
	- Profit of Previous Years	-	-
	- Extraordinary Reserves	-	-
	- Other Distributable Reserves in accordance with the Law and the Articles of Association	-	-

DIVIDEND RATES STATEMENT (*)						
	GROUP	TOTAL DISTRIBUTED DIVIDEND ---		TOTAL DISTRIBUTED DIVIDEND / NET DISTRIBUTABLE PROFIT FOR THE PERIOD	DIVIDEND CORRESPONDING TO 1 TL NOMİNAL VALUE	
		CASH (TL)	FREE OF CHARGE (TL)	RATE (%)	AMOUNT (TL)	RATE (%)
NET	A	-	-	-	-	-
	B	-	-	-	-	-
	TOTAL	-	-	-	-	-

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