

**FROM THE CHAIRMAN OF THE BOARD OF DIRECTORS OF MHR GAYRİMENKUL YATIRIM
ORTAKLIĞI AŞ**

INVITATION TO 2023 ORDINARY GENERAL ASSEMBLY MEETING

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

The 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 aforementioned day and time.

Shareholders who cannot attend the meeting in person may represent themselves by proxy. Proxies and representatives to be sent by Public Institutions or legal entity shareholders are required to submit the power of attorney or representative documents issued in accordance with the sample below when they arrive at the meeting. Voting shareholders who wish to give a proxy shall fill in the proxy form and have it notarized or attach their notarized signature circular to the proxy form bearing their signature. Otherwise, the proxies will be deemed invalid.

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

- 1 - Submitting the election of Board Members and Independent Board Members to the approval of the General Assembly
- 2 - Reading and discussion of the Board of Directors' Annual Report for the fiscal year 2023
- 3 - Reading the Independent Auditor's Report for the fiscal year 2023,
- 4 - Discussion and approval of the independently audited financial statements for the year 2023 and their annexes
- 5 - To release the members of the Board of Directors separately for their activities in 2023,
- 6 - Discussing and resolving on the proposal of the Board of Directors regarding the distribution of the profit for the year 2023
- 7 - Election of Board Members and Independent Board Members
- 8 - Determining the fees of the members of the Board of Directors and their rights such as attendance fees, premiums and bonuses,
- 9 - Approval of the selection of the Independent Audit Firm
- 10 - Submitting the Company's General Assembly Internal Directive, prepared in accordance with the Turkish Commercial Code, for the approval of the General Assembly
- 11 - Submitting the Company's Dividend Distribution Policy, Disclosure Policy, Donation and Aid Policy, Remuneration Policy and Working Principles of the Board of Directors Committees, prepared in accordance with the Capital Markets Legislation, for the approval of the General Assembly
- 12 - Determining the upper limit for donations to be made in 2024 and informing the shareholders about the donations made in 2023,
- 13 - Within the scope of the Capital Markets Board Decision No. 14/382 dated 07.03.2024, informing the General Assembly about the offsetting of the previous years' losses arising in the legal records as of 31.12.2023 as a result of inflation adjustment,
- 14 - Authorizing the members of the Board of Directors to carry out the transactions stipulated in Articles 395 and 396 of the Turkish Commercial Code
- 15 - Pursuant to the Capital Markets regulations; informing the shareholders about the guarantees, pledges, mortgages and sureties given by the Company in favor of third parties in 2023 and the income and benefits derived therefrom,
- 16 - Informing the General Assembly about related party transactions in accordance with Capital Markets Board regulations
- 17 - Wishes and closing.

Power of Attorney Sample**POWER OF ATTORNEY
MHR Gayrimenkul Yatırım Ortaklığı AŞ**

In the Ordinary General Assembly Meeting of MHR Gayrimenkul Yatırım Ortaklığı AŞ to be held on Friday, June 28, 2024 at 14:00 at İçerenköy Mah. Umut Sokak Quick Tower No: 10-12 Ataşehir İstanbul on Tuesday, June 28, 2024 at 14:00, I hereby appoint, who is introduced in detail below, as my proxy to be authorized to represent me, to vote, to make proposals and to sign the necessary documents in line with the views I have expressed below.

Proxy(*);

Name Surname/Trade Name:

Turkish Identity No/Tax No, Trade Registry and Number and MERSIS number:

(*) For proxies of foreign nationality, it is obligatory to submit the aforementioned information, if any, equivalents of the same.

A) SCOPE OF AUTHORITY TO REPRESENT

For the sections 1 and 2 given below, one of the options (a), (b) or (c) should be chosen to determine the scope of the representation authority.

1. Regarding the Matters in the Agenda of the General Assembly:
 - a) The proxy is authorized to vote in line with his/her own opinion.
 - b) The proxy is authorized to vote in line with the proposals of the company management.
 - c) The proxy is authorized to vote in line with the instructions given in the table below.

Instructions:

In case the option (c) is chosen by the shareholder, instructions specific to the agenda item are given by marking one of the options (accept or reject) opposite the relevant general assembly agenda item, and by stating the dissenting opinion, if any, that is requested to be written in the general assembly minutes if the reject option is selected.

Agenda Items (*)	Accept	Reject	Dissenting Opinion
1.			
2.			
3.			
.....			

(*) Items included in the agenda of the General Assembly are listed one by one. If the minority has a separate draft resolution, this is also indicated separately to ensure voting by proxy.

2. Special instruction regarding other issues that may arise in the General Assembly meeting and especially the use of minority rights:
 - a) The proxy is authorized to vote in line with his/her own opinion.
 - b) The attorney is not authorized to represent in these matters.
 - c) The proxy is authorized to vote in accordance with the following special instructions.

SPECIAL INSTRUCTIONS; Special instructions, if any, to be given by the shareholder to the proxy shall be specified here.

B) The shareholder chooses one of the options below and specifies the shares he wants the proxy to represent.

1. I hereby approve the representation of my shares detailed below by the proxy.
 - a) Arrangement and series:*
 - b) Number/Group:**
 - c) Number-Nominal value:
 - ç) Whether there is a voting privilege:
 - d) Either Bearer or Registered share:*
 - e) Ratio of shareholder to total shares/voting rights:

* This information is not requested for the dematerialized shares.

** For the dematerialized shares, information about the group, if any, will be given instead of the number.

2. I hereby approve the representation by the proxy of all my shares in the list of shareholders who can attend the general assembly prepared by MKK one day before the general assembly day.

NAME SURNAME or TRADE NAME OF THE SHAREHOLDER(*)

Turkish Identity No/Tax No, Trade Registry and Number and MERSIS number:

Address:

SIGNATURE

(*)For proxies of foreign nationality, it is obligatory to submit the aforementioned information, if any, equivalents of the same.