

HALK GAYRİMENKUL YATIRIM ORTAKLIĞI A.Ş.

BOARD OF DIRECTORS' INVITATION and INFORMATION DOCUMENT FOR ORDINARY GENERAL ASSEMBLY MEETING OF 2024

INVITATION TO THE ORDINARY GENERAL ASSEMBLY MEETING TO BE HELD ON ON MAY 9, 2025

The Ordinary General Assembly Meeting for the accounting period of 2024 will be held at the address of **Türkiye Halk Bankası A.Ş. Genel Müdürlüğü Finanskent Mahallesi Finans Caddesi No:42/1 Ümraniye/İstanbul** at **14:00 pm on May 9, 2025** for discussing and deciding the following agenda items.

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

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

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

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

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

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

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

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

Board of Directors’ Annual Report, Auditor’s Report, Financial Statements and the Board of Directors’ Proposal for Profit Distribution and Profit Distribution Table for 2024 and the Dividend Distribution Policy are made available for review by our shareholders within the legal period three weeks before the meeting at the Company Headquarters, at www.kap.org.tr, on the EGMS and on the Company’s website at www.halkgyo.com.tr.

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

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

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

Kindly submitted to the information of our shareholders.

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

HALK GAYRİMENKUL YATIRIM ORTAKLIĞI A.Ş.

BOARD OF DIRECTORS

ADDITIONAL EXPLANATIONS PURSUANT TO THE COMMUNIQUE ON CORPORATE GOVERNANCE

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

1- Shareholder Structure and Voting Rights

The issued capital of our company is TL 3,680,000,000.000, fully paid.

TL 59,535,339.328 of the issued capital of the company consists of Group A registered shares and TL 3,620,464,660.672 consists of Group B bearer shares. Group A shares have the privilege of nominating candidates in the election of the members of the Board of Directors.

The current capital and voting rights ratio of our company as of 17.04.2025 is given below.

Shareholder	Group	Share Amount (TL)	Share Rate (%)	Voting Right Rate (%)
TÜRKİYE HALK BANKASI A.Ş.	A	58,146,655.464	1.58	1.58
TÜRKİYE HALK BANKASI A.Ş.	B	2,590,065,934.725	70.38	70.38
HALK YATIRIM A.Ş.	A	1,388,678.332	0.04	0.04
HALK FİNANSAL KİRALAMA A.Ş.	A	5.532	0.00000015	0.00000015
PUBLIC SECTION	B	1,030,398,725.947	28	28
TOTAL		3,680,000,000.000	100	100

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

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

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

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

AGENDA OF THE ORDINARY GENERAL ASSEMBLY MEETING 2024

1. Opening, election of the Presidential Board and authorization of the Presidential Board for signing the minutes of the General Assembly Meeting
2. Reading and discussion of the Board of Directors' Annual Report on activities and accounts for the year 2024 and submitting Auditor's Report to the General Assembly information
3. Reading, discussion and approval of the financial statements for 2024 financial and fiscal year
4. Submitting the appointments made to the Board of Directors by the Board of Directors during the term, in accordance with Article 363 of the Turkish Commercial Code, to the General Assembly for approval
5. Discharge of the Board Members
6. Informing the shareholders within the scope of the Capital Markets Board's letter dated 27.03.2025 and submitting the issue to the General Assembly for approval to take a decision on the matter.
7. Reading, discussion and approval of the 2024 profit distribution table proposed by the Board of Directors regarding profit distribution
8. Submission of our Company's Profit Distribution Policy to the General Assembly for approval
9. Election of the Board Members and determining the term of their service, according with Company's Articles of Association
10. Informing General Assembly about remuneration policies regulated for Board Members and Executives pursuant to Article 4.6.2 of the Corporate Governance Principles issued by the Capital Markets Board of Turkey and determining the remuneration of the Board Members
11. Approval of the audit firm, which has been selected by the Board of Directors,
12. Within the scope of the Capital Markets Board regulations; providing information about donations and aids for the 2024 accounting period,
13. Granting permission to the Board Members on matters falling within the scope of Articles 395 and 396 of the Turkish Commercial Code
14. Informing the shareholders about the operations with related party in 2024, according to the regulations of the Capital Markets Board
15. Providing information to the shareholders in accordance with article 1.3.6 of the CMB's Corporate Governance Principles
16. Wishes, requests and closing

POWER OF ATTORNEY

I hereby appoint, whose personal identity details are given below, as my proxy to represent me and vote and make proposals and sign the required documents in my name, along with the general opinions I have listed below, at the General Assembly meeting of Halk Gayrimenkul Yatırım Ortaklığı A.Ş. to be held at the address of **Türkiye Halk Bankası A.Ş. Genel Müdürlüğü Finanskent Mahallesi Finans Caddesi No:42/1 Ümraniye/İstanbul at 14:00 pm on May 9, 2025.**

Representative's (*);

Name-Surname/Trade Title:

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

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

A) SCOPE OF THE REPRESENTATION AUTHORITY

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

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

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

Definitions:

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

Agenda Items	Agreed	Rejected	Counter Statement
1. Opening, election of the Presidential Board and authorization of the Presidential Board for signing the minutes of the General Assembly Meeting			
2. Reading and discussion of the Board of Directors' Annual Report on activities and accounts for the year 2024 and submitting Auditor's Report to the General Assembly information			
3. Reading, discussion and approval of the financial statements for 2024 financial and fiscal year			
4. Submitting the appointments made to the Board of Directors by the Board of Directors during the term, in accordance with Article 363 of the Turkish Commercial Code, to the General Assembly for approval			
5. Discharge of the Board Members			
6. Informing the shareholders within the scope of the Capital Markets Board's letter dated 27.03.2025 and submitting the issue to the General Assembly for approval to take a decision on the matter.			
7. Reading, discussion and approval of the 2024 profit distribution table proposed by the Board of Directors regarding profit distribution			

8. Submission of our Company's Profit Distribution Policy to the General Assembly for approval			
9. Election of the Board Members and determining the term of their service, according with Company's Articles of Association			
10. Informing General Assembly about remuneration policies regulated for Board Members and Executives pursuant to Article 4.6.2 of the Corporate Governance Principles issued by the Capital Markets Board of Turkey and determining the remuneration of the Board Members			
11. Approval of the audit firm, which has been selected by the Board of Directors			
12. Within the scope of the Capital Markets Board regulations; providing information about donations and aids for the 2024 accounting period			
13. Granting permission to the Board Members on matters falling within the scope of Articles 395 and 396 of the Turkish Commercial Code			
14. Informing the shareholders about the operations with related party in 2024, according to the regulations of the Capital Markets Board			
15. Providing information to the shareholders in accordance with article 1.3.6 of the CMB's Corporate Governance Principles			
16. Wishes, requests and closing			

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

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

SPECIAL INSTRUCTIONS;

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

B) THE SHARE INFORMATION OF SHAREHOLDER

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

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

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

NAME, SURNAME or TITLE OF THE SHAREHOLDER (*)

Republic of Turkey Identity No,

Trade Registry and Number and Central Registration System No:

Address:

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

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

HALK GAYRİMENKUL YATIRIM ORTAKLIĞI A.Ş.
PROFIT DISTRIBUTION FOR THE YEAR 2024 (TL)

1. Paid-In / Issued Capital		3,680,000,000	
2. General Legal Reserves (Based on the Legal Records)		398,359,647	
Information regarding privileges in profit distribution, if any, according to the Articles of Association		0	
		Based on Capital Markets Board	Based on Legal Records
3.	Profit for the Period	3,425,368,141	187,938,647
4.	Taxes (-)	2,203,540,411	
5.	Net Profit for the Period (=)	1,221,827,730	187,938,647
6.	Former Year Losses(-)		
7.	General Legal Reserve (-)	9,396,932	9,396,932.34
8	NET DISTRIBUTABLE PROFIT FOR THE PERIOD (=)	1,212,430,798	178,541,714
9.	Donations Given within the year (+)	0	
10.	Net Distributable Current-Year Profit Including donation for distribution of first dividend	1,212,430,798	
11.	First Shareholders Dividend	176,000,000	
	- Cash	16,000,000	
	- Bonus	160,000,000	
	- Total	176,000,000	
12.	Dividends For Preferred Shareholders		
13.	Dividends For Board of Directors, Personnel etc		
14.	Dividends For Owners of Usufruct Shares		
15.	Second Dividend For Shareholders		
16.	Second Legal Reserves	0	
17.	Statuary Reserves	0	
18.	Special Reserves	0	
19.	EXTRAORDINARY RESERVES	1,036,430,798	2,541,714
20.	Other Sources Planned For Distribution	0	0
	- Retained Earnings		
	- Extraordinary Reserves	0	0
	- Other Reserves Distributable According to the Law and Articles of Association	0	0

INFORMATION REGARDING TOTAL DISTRIBUTED DIVIDEND RATIO						
	GROUP	TOTAL DIVIDEND AMOUNT		TOTAL DIVIDEND AMOUNT / NET DISTRIBUTABLE DIVIDEND AMOUNT (TL) RATIO (%)	DIVIDEND PER SHARE VALUED TL 1.00 AMOUNT (TL)	
		CASH (TL)	BONUS (TL)	RATIO (%)	AMOUNT (TL)	RATIO (%)
NET	A	258,849.304	2,588,493.041	0.23485%	0.0478261	4.78261
	B	15,741,150.696	157,411,506.959	14.28145%	0.0478261	4.78261
	TOTAL	16,000,000.000	160,000,000.000	14.51629%	0.0478261	4.78261

HALK GAYRİMENKUL YATIRIM ORTAKLIĞI A.Ş.

DIVIDEND DISTRIBUTION POLICY

1. Scope

This policy document contains the principles for determining the amount of dividend to be distributed within the framework of the provisions of the Capital Markets Legislation, the Turkish Commercial Code, the Corporate Tax Law and the Company's Articles of Association and its distribution within the legal timeframes.

2. Duties and Authorities

The date and manner of dividend distribution to the beneficiaries shall be determined by the General Assembly upon the proposal of the Board of Directors, taking into account the relevant regulations of the Capital Markets Board. In this context, the Board of Directors may decide whether to propose the distribution of profits along with the dividend amount and the shareholders may accept or reject this proposal at the General Assembly Meeting.

3. Determination and Distribution of Profit

The dividend distribution policy of the company is set forth in Article 30 of the Company's Articles of Association, titled "Determination and Distribution of Profit" in accordance with the relevant provisions of the Turkish Commercial Code and the Capital Markets Board.

The fiscal profit remaining after deducting amounts to be paid or set aside by the company, such as general expenses, various depreciations and statutory taxes payable by the company in its capacity as a legal entity, from the income calculated at the end of the fiscal year and which is shown on the annual balance sheet, less any losses from previous years, if applicable, shall be distributed in the order set forth below.

General Legal Reserve Fund

a) 5% of the profit is allocated as the legal reserve

First Dividend

b) From the remaining amount, the first dividend is allocated in accordance with the Turkish Commercial Code and the capital markets legislation, based on the amount calculated by adding any donations made during the year, if applicable.

c) After the above deductions are made, the General Assembly is entitled to decide upon distribution of the dividend to members of the Board of Directors, officials, servants and workers, foundations established for various purposes and to people and organizations with similar nature.

Second Dividend

d) After deducting the sums mentioned in paragraphs (a), (b) and (c) from the net fiscal profit, the General Assembly is entitled to distribute the remainder in part or in whole as second dividend or as reserve fund upon its own discretion in accordance with article 521 of the Turkish Commercial Code.

e) One-tenth of the amount calculated by deducting 5% of the paid up capital from the portion that was decided to be distributed to shareholders and the other persons holding a share in profit is added to the second legal reserve as per paragraph two, Article 519 of the Turkish Commercial Code.

Unless reserve funds required by the law provisions are set aside and as long as dividend specified in the articles of association for the shareholders is paid in cash and /or in the form of

shares; no decision may be made to distribute further reserve fund, transfer profit to next year and distribute dividend to members of board of directors as well as officers, personnel and workers, to the foundations established with various purposes and such person and /or entities.

In accordance with the provisions of our Company's Articles of Association, there is no privilege in terms of the distribution of dividends. Dividends shall be equally distributed to the entirety of existing shares as of the accounting period without taking into consideration their issue and acquisition dates.

In regard to profit distribution, our company has adopted a policy aimed at ensuring a balanced and consistent approach between the interests of shareholders and those of the Company, in accordance with the Corporate Governance Principles. This policy takes into account the Company's medium- and long-term strategy, investment and financing policies, sustainable growth rate, profitability, and cash position. Based on this, it is proposed to the General Assembly that at least 50% of the profits derived from real estate assets in the portfolio be distributed in the form of bonus shares or cash in 2025 and subsequent years.

In the event that the General Assembly decides to distribute dividends in 2025 and subsequent years, the dividend distribution process will commence no later than the end of June of the fiscal year in which the General Assembly meeting for the distribution decision is held.

If the Board of Directors proposes not to distribute the profit to the General Assembly, information on the reasons for this and the way the undistributed profit will be used is presented to the shareholders at the General Assembly meeting, and they are included in the Company's annual report and disclosed to the public.

4. Public Disclosure

The profit distribution decision becomes effective upon approval at the General Assembly Meeting, and the decisions made are disclosed to the public on the same day through the Public Disclosure Platform (KAP).

In the event of a proposed change to the profit distribution policy, the decision of the Board of Directors and the rationale for the change will be announced to the public in accordance with the regulations of the Capital Markets Board on the public disclosure of material events.