

**HALK GAYRİMENKUL YATIRIM ORTAKLIĞI A.Ş**  
**BOARD OF DIRECTORS' INVITATION**  
**FOR ORDINARY GENERAL ASSEMBLY MEETING OF 2013**

The Ordinary General Assembly Meeting for the accounting period of 2013 will be held at the address of **Şerifali Çiftliği Tatlısu Mah. Ertuğrulgazi Sok. No:1 Yukarı Dudullu-Ümraniye/İSTANBUL** (head office of company) at 14:00 on 10 April 2014 for discussing 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 (CRA).

Our shareholders who may participate in the General Assembly Meeting in person and physically are required to show their identity cards. However; shareholders who restrict their identity and shareholding information for our access must apply to their Intermediary Institution in which their accounts are located and remove such restriction latest by Wednesday April 9, 2014 at 16:30.

Our shareholders who may attend to the meetings 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 representative who will participate the meeting registered to the Electronic General Assembly System (EGAS) **until 1 (one) day prior of the meeting**. The representative who participates via the EGAS does not need to submit a separate physical power of attorney and the representative can participate in the General Assembly Meeting both physically and through the EGAS. The representative, who will participate in the meeting by proxy and physically, is required to show an identity card at the meeting,

Pursuant to Paragraph 4 of Article 1527 of TCC, shareholders can attend the General Assembly meeting in person or by proxy but they need to report their preferences until 1 (one) day prior of the meeting through EGAS which is provided by CRA.

If shareholders want to participate in the General Assembly Meeting over the EGAS 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 EGAS and to appoint a representative. Furthermore; the participating representatives 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 EGAS 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.

Annual Report of the Board of Directors, Audit Report, Balance Sheets, Financial Statements, Proposal of the Board of Directors regarding Profit Distribution and Profit Distribution Statements are ready in our head Office of Company and on our website [www.halkgyo.com.tr](http://www.halkgyo.com.tr) so that our shareholders can analyze them.

Dear Shareholders, we kindly request your attendance to the meeting, by above mentioned day and time.

**HALK GAYRİMENKUL YATIRIM ORTAKLIĞI A.Ş.**  
**BOARD OF DIRECTORS**

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

**AGENDA OF THE ORDINARY GENERAL ASSEMBLY MEETING  
2013**

1. Opening, election of the Chairing Council
2. Authorization of the Chairing Council for signing the minutes of the meeting.
3. Reading and discussion of the Board of Directors' Annual Report and Auditor's Report on activities in 2013
4. Reading, discussion and approval of the balance sheets and profit/loss accounts which belong to operating and accounting period of the year 2013
5. Discharge of the Board Members for their activities in 2013
6. Submitting the amendments to the Company's Profit Distribution Policy of 2013 and following years to the approval of the shareholders
7. Discussing and deciding about the Board of Directors' proposal for the distribution of 2013 operating profits,
8. Election of the Board Members and determining the term of their service
9. Determining the remuneration of the Board Members
10. Submitting the 2014 year's activities of auditor selected by Board of Directors to the approval of the General Assembly,
11. Submitting "Company's Disclosure Policy" revised by Board of Directors to the approval of the shareholders
12. According to the regulations of Capital Markets Board of Turkey (CMB), informing about operations with related party in 2013
13. Informing the shareholders on the Company's donations made in 2013, and setting the limit for the donations will be made in 2014
14. According to the regulations of Capital Markets Board of Turkey, informing the shareholders about guarantees, pledges and mortgages that the Company gives in favor of 3 rd parties.
15. Authorization of the Board Members for carrying out the transactions provided under the Articles 395 and 396 of the Turkish Commercial Law and informing the General Assembly by regarding principles' 1.3.6 article of CMB
16. Informing the shareholders on Article 37. Paragraph 2. of CMB's Serial: III No: 48.1 "Communique on Principles Concerning Real Estate Investment Trust"
17. Wishes, requests and closing

**POWER OF ATTORNEY**

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

**TO THE CHAIRMAN OF THE BOARD OF DIRECTORS**

I hereby appoint ....., whose personal identity details are given below, as my representative 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 Şerifali Çiftliği Tatlısu Mahallesi, Ertuğrulgazi Sokak No:1 Yukarı Dudullu Ümraniye/ İstanbul at 14:00 on Thursday, 10 April 2014.

**A. SCOPE OF THE REPRESENTATION AUTHORITY**

- a. The representative is authorized to vote in line with his/her own opinion for topics on the agenda
- b. The representative is authorized to vote in line with instructions provided below for topics on the agenda.

**Instructions:** (Special instructions are written)

- c. The representative is authorized to vote in line with the suggestions of the Company's management
- d. The representative is authorized to vote in line with instructions provided below for other topics that can emerge in the meeting. (The representative can vote freely if there are not instructions)

**Instructions:** (Special instructions are written)

**B. THE SHARE OF SHAREHOLDER**

**Number-Nominal value:**

**Whether it has privilege in voting:**

**Whether it is Bearer's or registered share:**

**NAME, SURNAME or TITLE OF THE SHAREHOLDER:**

**ADDRESS:**

**SIGNATURE:**

**NOTE:**

1. One of the statements given in the Article A (a), (b) or (c) should be selected if there is instructions, Article A (b) and (d) should be informed.
2. The shareholders who want to attend the meeting by proxy, fulfill the power of attorney form and notarize his/her signature or add notarized the authorized signatory list near the his/her own signature on the power of attorney