

## HALK GAYRİMENKUL YATIRIM ORTAKLIĞI A.Ş.

### BOARD OF DIRECTORS' INVITATION FOR ORDINARY GENERAL ASSEMBLY MEETING OF 2016

The Ordinary General Assembly Meeting for the accounting period of 2016 will be held at the address of Şerifali Çiftliği Tatlısu Mah. Ertuğrulgazi Sok. No:1 Yukarı Dudullu-Ümraniye/İstanbul/Turkey (head office of company) at **14:30 on Thursday 11 May, 2017** 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 (CRA).

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 should notify their preference by **registering to the Electronical General Assembly System (EGAS) 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 Assembly System (EGAS) until 1 (one) day prior of the meeting.** The proxy who participates via the EGAS 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 EGAS. The proxy, who will attend to the meeting in person is required to show an identity card at the meeting.

If shareholders want to participate in the General Assembly Meeting via 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 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 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.

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 2016 are ready in our Company Head Office and at our website, **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.

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.

**Head Office:** Şerifali Çiftliği Tatlısu Mah. Ertuğrulgazi Sok. No:1 Yukarı Dudullu Ümraniye İstanbul

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

**HALK GAYRİMENKUL YATIRIM ORTAKLIĞI A.Ş.**  
**AGENDA OF THE ORDINARY GENERAL ASSEMBLY MEETING 2016**

- 1-** Opening, election of the Chairing Council,
- 2-** Reading and discussion of the Board of Directors' Annual Report and Auditor's Report on activities in 2016,
- 3-** Reading, discussion and approval of the balance sheets and profit/loss accounts for the 2016 financial and fiscal year,
- 4-** Discharging of the Board Members from liabilities in 2016,
- 5-** Discussing and deciding about the Board of Directors' proposal for the distribution of 2016 operating profits,
- 6-** The assignment to the Board Member submitted for approval to the General Assembly, by the Board of Directors, according to the Paragraph 1 of Article 363 of the Turkish Commercial Code,
- 7-** Election of the Board Members and determining the term of their service,
- 8-** 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,
- 9-** Election of the Auditors,
- 10-** Authorization of the Board of Directors to permit the members of the Board of Directors to engage in activities mentioned in Article 395 and Article 396 of the Turkish Commercial Code,
- 11-** Informing the General Assembly by regarding Real Estate Investment Trust Communique Article 37 and informing about operations with related party in 2016 according to the regulations of Corporate Governance Communique.
- 12-** Informing the General Assembly by regarding Corporate Governance Principles' 1.3.6 article of CMB,
- 13-** Informing the shareholders in respect of the donations granted within the year of 2016
- 14-** 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 Şerifali Çiftliği Tatlısu Mahallesi, Ertuğrulgazi Sokak No:1 Yukarı Dudullu Ümraniye/İstanbul at **14:30 on Thursday, 11 May 2017.**

### **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;**

- a) The representative is authorized to vote in line with his/her own opinion.
- b) The representative is authorized to only in line with the suggestions of the Company's management.
- c) 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 Chairing Council,			
2.Reading and discussion of the Board of Directors' Annual Report and Auditor's Report on activities in 2016			
3.Reading, discussion and approval of the balance sheets and profit/loss accounts for the 2016 financial and fiscal year,			
4.Discharging of the Board Members from liabilities in 2016			
5.Discussing and deciding about the Board of Directors' proposal for the distribution of 2016 operating profits,			
6.The assignment to the Board Member submitted for approval to the General Assembly, by the Board of Directors, according to the Paragraph 1 of Article 363 of the Turkish Commercial Code,			
7.Election of the Board Members and determining the term of their service,			
8.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,			
9. Election of the Auditors,			
10.Authorization of the Board of Directors to permit the members of the Board of Directors to engage in activities mentioned in Article 395 and Article 396 of the Turkish Commercial Code,			
11.Informing about operatinos the General Assembly according to the regulations of Real Estate Investment Trust Communique Article 37 and informing about operations with related party in 2016 according to the regulations of Corporate Governance Communique.			
12.Informing the General Assembly by regarding Corporate Governance Principles' 1.3.6 article of CMB,			
13.Informing the shareholders in respect of the donations granted within the year of 2016			
14.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.