

## HALK GAYRİMENKUL YATIRIM ORTAKLIĞI A.Ş.

### BOARD OF DIRECTORS' INVITATION and INFORMATION DOCUMENT

#### FOR ORDINARY GENERAL ASSEMBLY MEETING OF 2018

The Ordinary General Assembly Meeting for the accounting period of 2018 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 Tuesday 09 April, 2019** 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. Whether appointed by a notarized proxy form or on the EGAS, 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 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 2018 are ready at our Company Head Office and on 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 2018**

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 2018 and submitting Auditor's Report to the General Assembly information,
3. Reading, discussion and approval of the financial statements for 2018 financial and fiscal year,
4. Submitting to the General Assembly approval of the assignments made to Board of Directors, according to the Article 363 of the Turkish Commercial Code,
5. Discharging of the Board Members,
6. Reading, discussing and approving the Board of Directors' proposal for the distribution of 2018 operating profits,
7. Election of the Board Members and determining the term of their service, according with Company's Articles of Association,
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. Approval of the audit firm, which has been selected by the Board of Directors,
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 shareholders about operations with related party in 2018 according to the regulations of Capital Markets Board,
12. Providing information to the shareholders in accordance with article 1.3.6 of the CMB's Corporate Governance Principles,
13. Informing the shareholders in respect of the donations granted within the year of 2018,
14. Wishes, requests and closing.

## ADDITIONAL EXPLANATIONS PURSUANT TO THE COMMUNIQUE ON CORPORATE GOVERNANCE

### 1- Shareholder Structure

The latest capital information, shareholding structure and privileged shareholders information of our Company is as follows:

Shareholder	Group	Registered/Bearer	Total Nominal Amount (TL)	Privilege Type	Publicly Traded or not
TÜRKİYE HALK BANKASI A.Ş.	A	CLOSED/ REGISTERED	13,557,019.176	<b>BOARD NOMINATION PRIVILEGE</b>	NOT PUBLICLY TRADED
TÜRKİYE HALK BANKASI A.Ş.	B	CLOSED/ BEARER	603,879,347.433	NO PRIVILEGE	NOT PUBLICLY TRADED
HALK YATIRIM A.Ş.	A	CLOSED / REGISTERED	323,773.463	NO PRIVILEGE	NOT PUBLICLY TRADED
HALK FİNANSAL KİRALAMA A.Ş.	A	CLOSED / REGISTERED	1.291	NO PRIVILEGE	NOT PUBLICLY TRADED
<b>PUBLIC ACCESS SECTION</b>	<b>B</b>	<b>OPEN/ BEARER</b>	<b>240,239,858.638</b>	NO PRIVILEGE	PUBLICLY TRADED
<b>TOTAL</b>			<b>858,000,000.000</b>		

### 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.

### 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.

## **EXPLANATIONS ON AGENDA ITEMS**

### **1. Opening, election of the Presidential Board and authorization of the Presidential Board for signing the minutes of the General Assembly Meeting,**

The Presidential Board will be established in accordance with Turkish Commercial Code No: 6102 and the provision of the Article 22 of the Company's Articles of Association.

### **2- Reading and discussion of the Board of Directors' Annual Report on activities and accounts for the year 2018 and submitting Auditor's Report to the General Assembly information,**

Annual Report prepared by the Board of Directors and the Independent Audit Report which have been submitted for the review of the shareholders at the Company's Head Office Building, on the Company's website ([www.halkgyo.com.tr](http://www.halkgyo.com.tr)), on the Public Disclosure Platform and on EGAS will be submitted for the shareholders' discussion.

### **3- Reading, discussion and approval of the financial statements for 2018 financial and fiscal year,**

Financial statements for the year 2018, which have been submitted for the review of the shareholders at the Company's Head Office Building, on the Company's website ([www.halkgyo.com.tr](http://www.halkgyo.com.tr)) and EGAS will be read and submitted for the shareholders' discussion and approval.

### **4- Submitting to the General Assembly approval of the assignments made to Board of Directors, according to the Article 363 of the Turkish Commercial Code,**

Mr. Recep Süleyman Özdil, Mr. Yahya Bayraktar, Mr. Yunus Karan and Mr. Hakan Özyol, who resigned from the Board of Directors, have been replaced by Mr. Selahattin Süleymanoğlu, Mr. Ahmet Yarız, Mr. Mehmet Tanrıverdi and Mr. Ali Cebeci and this appointment will be presented to the approval of the General Assembly, pursuant to Article 363 of the Turkish Commercial Code.

### **5- Discharging of the Board Members,**

Discharging of the members of the Board of Directors will be submitted for the General Assembly approval.

### **6- Reading, discussing and approving the Board of Directors' proposal for the distribution of 2018 operating profits,**

Profit Distribution Tables for 2018 proposed by the Board of Directors, which has been submitted for the review of the shareholders, will be submitted for the shareholders' discussion and approval.

### **7- Election of the Board Members and determining the term of their service, according with Company's Articles of Association,**

Elections will be held to determine the Members of the Board of Directors.

**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,**

Regarding the Article 17 of the Company's Articles of Association and Company Remuneration Policy, the remuneration to be paid to Board Members for 2019 will be determined and information on the principles of remuneration will be given.

**9- Approval of the audit firm, which has been selected by the Board of Directors,**

In accordance with the Article 399 of Turkish Commercial Code No: 6102 and the provision of the Article 21 of the Company's Articles of Association, DRT Bağımsız Denetim ve Serbest Muhasebeci Mali Müşavirlik A.Ş. (Deloitte), which has been selected by the Board of Directors for independent audit activities of the Company in 2017, 2018 and 2019 will be submitted for the General Assembly' approval.

**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,**

The authorization of the Board of Directors to permit the members of the Board of Directors to engage in activities mentioned in Article 395 and 396 of the Turkish Commercial Code will be submitted for the approval of the General Assembly.

**11- Informing the shareholders about operations with related party in 2018 according to the regulations of Capital Markets Board,**

The Board of Directors' Affiliation Report, prepared in accordance with Article 199 of the Turkish Commercial Code, for the transactions with the Company's related parties pursuant to Corporate Governance Communiqué, will be submitted to the General Assembly.

**12- Providing information to the shareholders in accordance with article 1.3.6 of the CMB's Corporate Governance Principles,**

In case there is a transaction that falls within the scope of Article 1.3.6 of the Corporate Governance Principles, the General Assembly will be informed about such transactions.

**13- Informing the shareholders in respect of the donations granted within the year of 2018,**

Information will be presented to the shareholders about the donations made in 2018.

**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 Tuesday, 09 April 2019.**

### 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 2018 and submitting Auditor's Report to the General Assembly information,			
3. Reading, discussion and approval of the financial statements for 2018 financial and fiscal year,			

4. Submitting to the General Assembly approval of the assignments made to Board of Directors, according to the Article 363 of the Turkish Commercial Code,			
5. Discharging of the Board Members,			
6. Reading, discussing and approving the Board of Directors' proposal for the distribution of 2018 operating profits,			
7. Election of the Board Members and determining the term of their service, according with Company's Articles of Association,			
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. Approval of the audit firm, which has been selected by the Board of Directors,			
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 shareholders about operations with related party in 2018 according to the regulations of Capital Markets Board,			
12. Providing information to the shareholders in accordance with article 1.3.6 of the CMB's Corporate Governance Principles,			
13. Informing the shareholders in respect of the donations granted within the year of 2018,			
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.