

HALK GAYRİMENKUL YATIRIM ORTAKLIĞI A.Ş.

BOARD OF DIRECTORS' INVITATION and INFORMATION DOCUMENT

FOR ORDINARY GENERAL ASSEMBLY MEETING OF 2022

The Ordinary General Assembly Meeting for the accounting period of 2022 will be held at the address of **Barbaros Mahallesi Şebboy Sokak No:4/1 34746 Ataşehir / İstanbul** at **14:00 pm on August 08, 2023** 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 on EGAS, 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 2022 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.

Meeting Adress: Barbaros Mahallesi Şebboy Sokak No:4/1 34746 Ataşehir / İstanbul

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

HALK GAYRİMENKUL YATIRIM ORTAKLIĞI A.Ş.

AGENDA OF THE ORDINARY GENERAL ASSEMBLY MEETING 2022

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 2022 and submitting Auditor's Report to the General Assembly information,
3. Reading, discussion and approval of the financial statements for 2022 financial and fiscal year,
4. Discharging of the Board Members,
5. Discussion and approval of the Article 8 amendment of the Articles of Association,
6. Reading, discussing and approving the Board of Directors' proposal for the distribution of 2022 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 2022 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 General Assembly about the share buyback program initiated on February 7, 2023 and the share buyback transactions,
14. Submission donations and aids made to the information and approval of the General Assembly
15. 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	24,807,133.156	BOARD NOMINATION PRIVILEGE	NOT PUBLICLY TRADED
TÜRKİYE HALK BANKASI A.Ş.	B	CLOSED/ BEARER	1,105,000,875.907	NO PRIVILEGE	NOT PUBLICLY TRADED
HALK YATIRIM A.Ş.	A	CLOSED / REGISTERED	592,452.443	NO PRIVILEGE	NOT PUBLICLY TRADED
HALK FİNANSAL KİRALAMA A.Ş.	A	CLOSED / REGISTERED	2.361	NO PRIVILEGE	NOT PUBLICLY TRADED
PUBLIC ACCESS SECTION	B	OPEN/ BEARER	439,599,536.133	NO PRIVILEGE	PUBLICLY TRADED
TOTAL			1,570,000,000.000		

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.

4- Articles of Association amendments

At the meeting of the Board of Directors on February 24, 2023, it was decided that Article 8 of the articles of association was amended in order to increase the registered capital ceiling of the Company from TL 2,500,000,000 to TL 7,500,000,000 and to extend the registered capital ceiling until the end of 2027. It was decided to apply to the Ministry of Commerce and Capital Markets Board and submit the amendments to the General Assembly for approval.

Following the decision, the application made to the Capital Markets Board on February 28, 2023 was approved by the Board's letter dated March 6, 2023, and as a result of the application made to the Ministry of Commerce following the approval of the Board, the approval of the Ministry dated March 20, 2023 was obtained.

Amendment to Article 8 of the Articles of Association will be submitted to the approval of the General Assembly at the Ordinary General Assembly Meeting for the year 2022.

ESKİ METİN	YENİ METİN
CAPITAL AND SHARES	CAPITAL AND SHARES
Article 8: As per the Capital Markets Legislation, the upper limit of the registered Capital of the Company is TL 2,500,000,000 (twoandhalfbillion) and divided into 2,500,000,000 shares with the value of TL 1 each.	Article 8: As per the Capital Markets Legislation, the upper limit of the registered Capital of the Company is TL 7,500,000,000 (sevenandhalfbillion) and divided into 7,500,000,000 shares with the value of TL 1 each.
The issued capital of the Company is TL 1,570,000,000 (onebillionfivehundredseventymillion TL), totally paid-up and divided into 1,570,000,000 shares with the value of TL 1 each.	The issued capital of the Company is TL 1,570,000,000 (onebillionfivehundredseventymillion TL), totally paid-up and divided into 1,570,000,000 shares with the value of TL 1 each.
The issued capital of TL 1,570,000,000 consists of;	The issued capital of TL 1,570,000,000 consists of;
<ul style="list-style-type: none">- TL 25,399,587.960 - Group A shares- TL 1,544,600,412.040 - Group B shares	<ul style="list-style-type: none">- TL 25,399,587.960 - Group A shares- TL 1,544,600,412.040 - Group B shares
The issued and totally paid-up capital of the Company is TL 1,570,000,000 (onebillionfivehundredseventymillion TL).	The issued and totally paid-up capital of the Company is TL 1,570,000,000 (onebillionfivehundredseventymillion TL).

<p>TL 706,217,979 of the issued capital of the Company was paid up in cash, and the remaining TL 863,782,021 was met as below mentioned.</p> <ul style="list-style-type: none">- TL 466,282,021 from main shareholder, Türkiye Halk Bankası A.Ş. as in-kind capital,- TL 397,500,000 from dividend. <p>Group A shares are registered with names and Group B shares are bearer shares. Transfer of shares registered with names cannot be restricted.</p> <p>The Group A shareholders has the privilege to nominate candidates to the Board of Directors. One more than half of Board of Director members are elected by the general assembly from among the nominees of Group A and the rest of members are elected by the general assembly from among the nominees of Group A and Group B shareholders.</p> <p>The registered capital ceiling permit, given by Capital Markets Board of Turkey (CMB), is valid for 5-year period, from 2020 to 2024. At the end of 2024, even if the Company will not be reached to the ceiling of registered capital, Board of Directors has to obtain authorization from General Assembly for a new period to take a decision about increasing the capital after taking necessary permissions from CMB. If the said authorization cannot be obtained, then the Company cannot increase its capital with a Board of Directors resolution.</p>	<p>TL 706,217,979 of the issued capital of the Company was paid up in cash, and the remaining TL 863,782,021 was met as below mentioned.</p> <ul style="list-style-type: none">- TL 466,282,021 from main shareholder, Türkiye Halk Bankası A.Ş. as in-kind capital,- TL 397,500,000 from dividend. <p>Group A shares are registered with names and Group B shares are bearer shares. Transfer of shares registered with names cannot be restricted.</p> <p>The Group A shareholders has the privilege to nominate candidates to the Board of Directors. One more than half of Board of Director members are elected by the general assembly from among the nominees of Group A and the rest of members are elected by the general assembly from among the nominees of Group A and Group B shareholders.</p> <p>The registered capital ceiling permit, given by Capital Markets Board of Turkey (CMB), is valid for 5-year period, from 2023 to 2027. At the end of 2027, even if the Company will not be reached to the ceiling of registered capital, Board of Directors has to obtain authorization from General Assembly for a new period to take a decision about increasing the capital after taking necessary permissions from CMB. If the said authorization cannot be obtained, then the Company cannot increase its capital with a Board of Directors resolution.</p>
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<p>The transfer of privileged shares in the amount that ensures management control in the period after the public offering of the company shares is subject to the permission of the CMB. Transfers realized in conflict with the principles specified are not registered in the share book Registrations made in the share book in contradiction with provisions are null and void.</p> <p>In accordance with the Capital Markets Law and CMB regulations;</p> <p>Board of Directors is authorized to increase the issued capital up to the upper limit of registered capital by issuing new shares between the years of [2020-2024], to limit the rights of shareholders to obtain new shares and to decide about issuing privileged and nominal shares with less or more value than they actually have, pursuant to the provisions of the Capital Markets Law and the related legislation.</p> <p>The authority to limit the right to obtain new shares cannot be used in such a manner that may cause an inequality among the shareholders.</p> <p>In capital increases, new Group A shares will be issued as Group A shares and new Group B shares will be issued as Group B shares. However, in the situation of Board of Directors restriction of the rights of the shareholders to purchase new shares, all new share certificates to be issued will be Group B and bearer shares.</p> <p>The issued capital amount must be shown on all documents that bear the title of the company.</p>	<p>The transfer of privileged shares in the amount that ensures management control in the period after the public offering of the company shares is subject to the permission of the CMB. Transfers realized in conflict with the principles specified are not registered in the share book Registrations made in the share book in contradiction with provisions are null and void.</p> <p>In accordance with the Capital Markets Law and CMB regulations;</p> <p>Board of Directors is authorized to increase the issued capital up to the upper limit of registered capital by issuing new shares between the years of [2023-2027], to limit the rights of shareholders to obtain new shares and to decide about issuing privileged and nominal shares with less or more value than they actually have, pursuant to the provisions of the Capital Markets Law and the related legislation.</p> <p>The authority to limit the right to obtain new shares cannot be used in such a manner that may cause an inequality among the shareholders.</p> <p>In capital increases, new Group A shares will be issued as Group A shares and new Group B shares will be issued as Group B shares. However, in the situation of Board of Directors restriction of the rights of the shareholders to purchase new shares, all new share certificates to be issued will be Group B and bearer shares.</p> <p>The issued capital amount must be shown on all documents that bear the title of the company.</p>
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<p>Shares that represent the capital are tracked electronically, in accordance with dematerialization principles.</p> <p>In-kind capital increase decision may only be taken in the general assembly meeting.</p>	<p>Shares that represent the capital are tracked electronically, in accordance with dematerialization principles.</p> <p>In-kind capital increase decision may only be taken in the general assembly meeting.</p>
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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 **Barbaros Mahallesi Şebboy Sokak No:4/1 34746 Ataşehir / İstanbul at 14:00 pm on August 08, 2023.**

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 2022 and submitting Auditor's Report to the General Assembly information,			
3. Reading, discussion and approval of the financial statements for 2022 financial and fiscal year,			

4. Discharging of the Board Members,			
5. Discussion and approval of the Article 8 amendment of the Articles of Association,			
6. Reading, discussing and approving the Board of Directors' proposal for the distribution of 2022 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 2022 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 General Assembly about the share buyback program initiated on February 7, 2023 and the share buyback transactions,			
14. Submission donations and aids made to the information and approval of the General Assembly			
15. 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.