

FROM BOARD OF DIRECTORS OF DOĞUŞ REAL ESTATE INVESTMENT TRUST INC.  
INVITATION TO ORDINARY GENERAL MEETING DATED 28 MARCH 2019

Chamber of commerce: İstanbul  
Trade registration number: 373764  
Central registration system no: 0648-0081-4890-0019

Ordinary general meeting of our company for 2018, shall be performed as open to the general public including all beneficiaries and stakeholders and press members in Maslak Mahallesi, Ahi Evran Caddesi, No:4/7 Doğuş Center Maslak 34398 Maslak-Sarıyer/İstanbul" address where is corporate office at 11:00 am, on 28 March 2019, Thursday to negotiate and decide agenda items that were written below.

Under 1.paragraph of 30. article of Capital Market Law numbered 6362 and 4.paragraph of 415. article of Turkish Commercial Code numbered 6102, right for attending general meeting and voting shall not be conditioned by storing certificates of shares. Within this frame, our shareholders who recorded their certificates of shares within the frame of Central Securities Depository (MKK), are not supposed to block their shares in case they want to attend general meeting. However, in case that our shareholders who were not asked to inform our company regarding shares in their accounts and identity information and whose mentioned information cannot be seen by our company, want to attend general meeting, it is required that the limitation that is preventing to provide this information to our company regarding identity and shares in their accounts from intermediary firms where their accounts are existed, should be removed until the end of the last business day before general meeting date. Our shareholders, who cannot provide removing limitation, shall not be able to attend general meeting.

Our shareholders shall be able to attend ordinary general meeting in physical environment or electronic environment under article 1527 of Turkish Commercial Code numbered 6102 or via with their representatives. The ones who want to attend general meeting personally or via their representatives, should notify over Electronic General Meeting System (EGKS) that was supplied by Central Securities Depository (MKK) until the end of last business day before general meeting date. The ones who attend meeting personally or via their representatives, should demonstrate identity in the meeting whether it is notary certified letter of proxy or appointed over EGKS. Shareholders or representatives that will attend meeting on electronic environment, should have secured electronic signatures. For this reason, providing that shareholders who shall make transaction on EGKS, should firstly have electronic signature and by attending MKK, e-MKK Information Portal, they shall be able to attend general meeting. under article 1526 of Turkish Commercial Code, on notifications to be done over EGKS on behalf of shareholders, there should be secure electronic signatures of legal persons authorized signatory on behalf of the company.

Shareholder or their representatives who want to attend Ordinary general meeting on electronic environment, should perform their responsibilities in accordance with related articles of Turkish Commercial Code numbered 6102, and "Regulation Related with General Meetings to be performed on Electronic Environment in Incorporated Companies" that was published in Official Gazette numbered 28395 and dated 28 August 2012, "Notification about Electronic General Meeting System to be applied in General Meetings of Incorporated Companies" that was published in Official Gazette numbered 28396 and dated 29 August 2012.

Providing that shareholders who will not attend meeting personally and attend meeting via a representative physically or with electronic method over EGKS system, shall keep their rights and responsibilities, it is required that they prepare their letter of proxies in accordance with below sample or provide letter of proxy sample from our corporate office or from [www.dogusgyo.com.tr](http://www.dogusgyo.com.tr) internet page or by performing requirements of "Notification for Using Vote as Proxy and Proxy Meeting via Call" that was entered into force by being published on Official Gazette numbered 28861, dated 24 December 2013 of Capital Market Board. A proxy who was appointed by electronic method over Electronic General Meeting, is not required submit a letter of proxy.

Financial Statements, Board of Directors Activity Report, Independent Audit Report, Suggestion of Board of Directors for Distribution of Profit, Conformity Report for Institutional Management Principles for 2018 of our

Company that were prepared according to regulations of Capital Market Board, and Ordinary Board of Directors Notification Document that was prepared within the scope of "Institutional Management Notification (II-17.1)" of Capital Market Board, are provided to Public Disclosure Platform on [www.kap.gov.tr](http://www.kap.gov.tr) address and institutional internet page on [www.dogusgyo.com.tr](http://www.dogusgyo.com.tr) address for information of our shareholders, besides, they are kept available in Corporate Office to be examined by our shareholders at least three weeks before General Meeting date.

Under Privacy Act numbered 6698, you can access detailed information regarding processing personal data on "Doğuş Real Estate Investment Trust Inc., Notification Policy Regarding Protecting Personal Data and Privacy Policy" that was shared on [www.dogusgyo.com.tr](http://www.dogusgyo.com.tr).

All beneficiaries and stakeholders are invited to General Meeting together with media organs.

In General Meeting, on condition that voting right remained on electronic environment to vote for agenda subjects, open vote shall be used by raising hand. Under Capital Market Law, article 29, numbered 6362, for shares publicly-traded and nominative, an additional registered letter notification shall not be performed.

Respectfully submitted for our shareholders.

Very truly yours,

Doğuş Real Estate Investment Trust Inc.

Board of Directors

Corporate Office: Maslak Mahallesi, Ahi Evran Caddesi, No:4/7 Doğuş Center Maslak 34398 Maslak-Sarıyer/İstanbul

DOĞUŞ REAL ESTATE INVESTMENT TRUST INC.  
Ordinary General Meeting agenda dated 28 March 2019

1. Opening and establishing Meeting Speakership.
2. Providing authority to Meeting Speakership regarding signing lists of available ones and meeting notes.
3. Reading, negotiation and voting Board of Directors' Annual Activity Report for 2018.
4. Reading Independent Audit Report Summary regarding 2018 accounting period.
5. Reading, negotiation and voting Financial Statements regarding 2018 accounting period.
6. Voting changes about members of Board of Directors within the year under article 363 of Turkish Commercial Code.
7. Separately granting a discharge for members of Board of Directors from 2018 activities of Company.
8. Negotiation and voting suggestion of Board of Directors regarding distribution of operating profit for 2018 that was prepared within the scope of Profit Distribution Policy of Company.
9. Informing shareholders within the frame of article 37 of "Notification of Principles regarding Real Estate Investment Trusts" numbered III-48.1 of Capital Markets Board.
10. As per article 1.3.1.c, Annex1, Capital Market Board Institutional Management Principles Notification, providing information about persons who are suggested as candidate for Board of Directors' Membership.
11. Selecting Members of Board of Directors and determining their duty term.
12. Determining daily allowance of Members of Board of Directors.
13. As per Institutional Management Principles, for Members of Board of Directors and Upper Level Managers, providing information to shareholders about payments that were performed within the scope of "Pricing Policy".
14. As per Turkish Commercial Code and Capital Market Board regulations, approving PwC Independent Audit and Independent Accountant and Financial Advisor as an independent audit company that was determined as auditor for 2019 accounting year by Board of Directors.
15. Within the frame of Capital Market Board regulations, providing information to General Assembly about transaction performed with related parties in 2018.
16. Informing General Assembly about donations and charities that were done in 2018 and determining an upper limit for donations that can be done in 2019.
17. As per Capital Market Board, providing information to General Meeting about incomes and benefits that were obtained by warrants, pledges, liens and securities that were given to third parties by company and its affiliated companies in 2018.
18. Providing allowance to shareholders who hold control of management that was published by Capital Market Board, members of board of directors, directors who have administrative responsibility and their blood relatives and relatives by marriages up to spouse and second degree under articles 395 and 396 of Turkish Commercial Code and providing information to general meeting about transactions that were performed within this scope in 2018 in line with article 1.3.6 of Notification of Institutional Management of Capital Market Board (II-17.1).
19. Wishes and suggestions.

POWER OF ATTORNEY

DOĞUŞ GAYRİMENKUL YATIRIM ORTAKLIĐI A.Ş.

I hereby appoint .....as my agent who is described in detail below in order to represent me, to vote, to submit proposals and to sign necessary documents in line with my opinions below at the General Meeting of Dođuş Gayrimenkul Yatırım Ortaklığı A.Ş. to be held on 28 March 2019 at 11.00 at the Maslak Mahallesi, Ahi Evran Caddesi, No:4/7 Dođuş Center Maslak 34398 Maslak-Sarıyer/İstanbul.

Of the Agent(\*):

Name & Surname/Business Title:

TR ID/Tax ID, Trade Registry and Number and MERSİS (central registration system) number:

(\*It is obligatory to present equivalence of the information, if any, referred for foreign agents.

A) SCOPE OF THE REPRESENTATION AUTHORITY

For sections 1 and 2 given below, the scope of representation authority shall be determined by choosing one of (a), (b) or (c) (a).

1.About the Items on the General Meeting Agenda:

- a) The agent is authorized to vote in his opinion.
- b) The agent is authorized to vote in line with the proposal of the partnership management.
- c) The agent is authorized to vote in line with the instructions below.

Instructions:

In case option (c) is chosen by the allottee, the specific instructions for the agenda item shall be given by marking (accepting or refusing) one of the options given across the related general meeting agenda item and, if any, by indicating the objection option requested to be written on the General Meeting minutes.

Items of Agenda (*)	Accepted	Refused	Objection Option
1.			
2.			
3.			

(\*The issues on the agenda of the General Meeting are listed one by one. If there is a separate decision draft for the minority, it is also specified for proxy voting.

2. Specific instructions for other issues that may arise at the General Assembly meeting, and in particular for the exercise of minority rights:

- a) The agent is authorized to vote in his opinion.
- b) The agent is not authorized in these issues.
- c) The agent is authorized to vote in line with the specific instructions below.

SPECIFIC INSTRUCTIONS; the specific instructions to be given by the allottee to the agent, if any, are set out here.

B) The allottee specifies the shares s/he wishes the agent to represent by selecting one of the following options.

1. I hereby approve the representation of the shares mentioned below in detail by the agent.

a) Tertip and series:\*

b) Number/Group:\*\*

c) Pieces-Nominal value:

ç) Whether privileged or not in the vote:

d) Written to the name of Bearer-Holder:\*

e) Rate to total shares/voting rights owned by the allottee:

\* This information is not requested for shares that are followed by record.

\*\*Information, if any, about the group will be given instead of number for shares that are followed by record.

2. I hereby approve the representation by my agent of all of my shares in the list of allottees who can attend the general meeting prepared by the CRA a day before the General Meeting.

NAME & SURNAME or TITLE OF THE ALLOTTEE (\*)

TR ID/Tax ID, Trade Registry and Number and MERSİS (central registration system) number:

Address:

(\*) It is obligatory to present equivalence of the information, if any, referred for foreign agents.

SIGNATURE: