
Istanbul Trade Registry Directorate - 309315

**FROM THE BOARD OF DIRECTORS OF
MAVİ GİYİM SANAYİ VE TİCARET A.Ş.**

**INVITATION TO THE ORDINARY GENERAL ASSEMBLY
DATED 2 MAY 2018
FOR THE SPECIAL ACCOUNTING PERIOD OF
1 FEBRUARY 2017 – 31 JANUARY 2018**

Our Company shall convene its Ordinary General Assembly on Wednesday, 2 May 2018 at 10:00 a.m. at Raffles İstanbul Hotel - Levazım Mahallesi, Koru Sokağı Zorlu Center, 34340 Beşiktaş/İstanbul in order to evaluate the activity results of the special accounting period of 1 February 2017 – 31 January 2018 and to discuss and resolve on the agenda indicated hereinbelow.

The Financial Tables relating to the special accounting period of 1 February 2017 – 31 January 2018, the Independent Audit Report issued in relation to such Financial Tables by the independent audit firm, Akis Bağımsız Denetim ve Serbest Muhasebeci Mali Müşavirlik A.Ş. and the Activity Report of the Board of Directors containing the Corporate Governance Compliance Report, the dividend distribution proposal of the Board of Directors and this Information Document and its annexes inclusive of the agenda items indicated below as well as the additional disclosures required for compliance with the Capital Markets Board's regulations shall be made available to the examination of Esteemed Shareholders at the Company's Headquarters, the corporate web site of the Company (www.mavicompany.com), which can be reached via the Company's official web site (www.mavi.com), the Public Disclosure Platform and the Electronic General Assembly System, at least three weeks prior to the meeting and within the applicable legal deadline.

Provided that the rights and obligations of our Shareholders, who shall attend the meeting electronically via the Electronic General Assembly System, are reserved, our Shareholders, who shall not be able to attend the meeting in person, are required to issue their proxy documents in accordance with the form set forth hereinbelow or to obtain the form of the proxy from the Company's headquarters or the Company's corporate web site (www.mavicompany.com), which can be reached via the Company's official web site (www.mavi.com) and submit to the Company their proxies

bearing their notarized signatures upon fulfilling the relevant requirements under the “Communiqué No: II-30.1 on Voting by Proxy and Public Call for Collecting Proxies” published in the Official Gazette dated 24.12.2013 No: 28861 as well. Proxies appointed electronically via the Electronic General Assembly System are not required to submit a proxy document. **Due to our legal liability, proxy documents which do not comply with the form stipulated under the aforementioned Communiqué and included hereinbelow shall under no circumstances be accepted.**

Real person shareholders who shall be attending the meeting in person and the proxies appointed via the Electronic General Assembly System shall submit their identity documents, proxies of real person shareholders shall submit their proxy documents together with their identity documents and representatives of legal entity shareholders shall submit their proxy documents along with their identity documents.

Our shareholders who shall be attending the meeting electronically via the Electronic General Assembly System and their proxies may enter the corporate web site of the Central Registration Agency at www.mkk.com.tr for obtaining information on procedures and principles applicable to attendance, appointment of proxy, making proposals, declaring opinions and voting.

Pursuant to Article 415, paragraph 4 of the Turkish Commercial Code No: 6102 and Article 30, paragraph 1 of the Capital Markets Law, the rights to attend the General Assembly and vote are not conditional upon the depositing of share certificates. Within this framework, should they wish to attend the General Assembly, our Shareholders are not required to deposit their share certificates.

Provided that the rules governing electronic voting of the Agenda items shall be reserved, voting during the Ordinary General Assembly shall take place as open vote by show of hands.

Pursuant to the Law No: 6698 Regarding the Protection of Personal Data, you may find the detailed information on the processing of your personal data by the Company in the Confidentiality Policy disclosed to the public on www.mavi.com .

In accordance with the provisions of the Capital Markets Law, no additional notification shall be made to the Shareholders for the registered shares that are traded at the stock exchange.

Respectfully submitted for the consideration of our Esteemed Shareholders.

**MAVİ GİYİM SANAYİ VE TİCARET A.Ş.
BOARD OF DIRECTORS**

Company's Address: Sultan Selim Mah. Eski Büyükdere Cad. No:53 34418
Kağıthane/İstanbul

Trade Registry and Registration Number: İstanbul/309315

Mersis No: 061300279850012

**AGENDA OF THE ORDINARY GENERAL ASSEMBLY OF
MAVİ GİYİM SANAYİ VE TİCARET A.Ş.
DATED 02 MAY 2018
FOR THE SPECIAL ACCOUNTING PERIOD OF
1 FEBRUARY 2017 – 31 JANUARY 2018**

1. Opening and Election of the Meeting's Chairperson,
 2. Approval of the Board of Directors' proposal on the amendments to the Internal Directive On The Principles And Procedures Of Operation Of The Shareholders' General Assembly Of The Company,
 3. Reading, discussion and approval of the Activity Report prepared by the Company's Board of Directors for the special accounting period of 1 February 2017 – 31 January 2018,
 4. Reading of the Independent Audit Report Summary for the special accounting period of 1 February 2017 – 31 January 2018,
 5. Reading, discussion and approval of the Financial Statements relating to the special accounting period of 1 February 2017 – 31 January 2018,
 6. Approval of the changes to the Board of Directors' members under Article 363 of the Turkish Commercial Code during the special accounting period of 1 February 2017 – 31 January 2018,
 7. Release of the Board of Directors' members separately and individually from their liabilities in respect of their activities within the Company's special accounting period of 1 February 2017 – 31 January 2018,
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8. Election of the Board of Directors' members and determination of their terms of office,
 9. Submission of information to the shareholders as to the Remuneration Policy which sets forth principles applicable to the remuneration of the Board Members and the Executives in accordance with the Capital Markets Board's regulations and approval of the attendance fees paid to the Board of Directors' members in accordance with such Policy within the special accounting period of 1 February 2017 – 31 January 2018,
 10. Determination of the fees and other rights of Board of Directors' Members such as attendance fees, bonuses and premiums,
 11. Appointment of the auditor,
 12. Approval of the Dividend Distribution Policy,
 13. Approval of the Board of Directors' proposal prepared within the framework of the Dividend Distribution Policy on the determination of the manner of utilization and distribution of the profit for the special accounting period of 1 February 2017 – 31 January 2018, the applicable dividend distribution ratios and the date of dividend distribution,
 14. Approval of the Board of Directors' proposal to amend Article 4 of the Company's Articles of Association titled "Headquarters and Branches of the Company" and Article 6 titled "Capital and Shares",
 15. Approval of the Donations and Aids Policy,
 16. Submission of information to the shareholders on the donations made by the Company within the special accounting period of 1 February 2017 – 31 January 2018 and submission of those donations to the approval of shareholders,
 17. Determination of an upper limit for the donations to be made within the special accounting period of 1 February 2018 – 31 January 2019,
 18. Submission of information to the shareholders on the securities, pledges, collaterals and mortgages granted to third parties within the special accounting period of 1 February 2017 – 31 January 2018 in accordance with the regulations of the Capital Markets Board and the revenues or benefits obtained in connection therewith,
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19. Granting of permission under Articles 395 and 396 or the Turkish Commercial Code to the shareholders having management control, the Board Members, the executives and their relatives up to the third degree by blood or marriage and submission of information to the shareholders on the transactions conducted within this scope within the special accounting period of 1 February 2017 – 31 January 2018 in line with the Corporate Governance Communiqué of the Capital Markets Board,

20. Wishes and requests.

Annex: DRAFT AMENDMENTS TO THE ARTICLES OF ASSOCIATION

ARTICLE 4	
OLD VERSION	NEW VERSION
<p>Article 4</p> <p>HEADQUARTERS AND BRANCHES OF THE COMPANY</p> <p>The headquarters of the Company is located at Sanayi Mahallesi, Eski Büyükdere Cad. No. 53, 34418, Kağıthane, İstanbul. In case of any change of address, the new address shall be registered with the Trade Registry, announced in the Turkish Trade Registry Gazette, and notified to the Ministry of Industry and Commerce and the Capital Markets Board. Any notifications served at such registered and announced address shall be considered to have been duly served on the Company.</p> <p>Upon the resolution of the Board of Directors, the Company may open branches and representative offices in Turkey and abroad in accordance with the provisions of the Turkish Commercial Code and other related legislation, in which case the Company shall duly register and announce the foregoing.</p>	<p>Article 4</p> <p>HEADQUARTERS AND BRANCHES OF THE COMPANY</p> <p>The headquarters of the Company is located at Sultan Selim Mahallesi, Eski Büyükdere Cad. No. 53, 34418, Kağıthane, İstanbul. In case of any change of address, the new address shall be registered with the Trade Registry, announced in the Turkish Trade Registry Gazette, and notified to the Ministry of Industry and Commerce and the Capital Markets Board. Any notifications served at such registered and announced address shall be considered to have been duly served on the Company.</p> <p>Upon the resolution of the Board of Directors, the Company may open branches and representative offices in Turkey and abroad in accordance with the provisions of the Turkish Commercial Code and other related legislation, in which case the Company shall duly register and announce the foregoing.</p>

ARTICLE 6

OLD VERSION	NEW VERSION
<p data-bbox="379 376 478 403">Article 6</p> <p data-bbox="379 421 651 448">CAPITAL AND SHARES</p> <p data-bbox="268 470 842 654">The Company has adopted the registered capital system under the provisions of the Capital Markets Law, and has initiated the registered capital system based on the permission of the Capital Markets Board dated 3 March 2017 No.9/332.</p> <p data-bbox="268 676 842 797">The upper limit of the Company's registered capital is TL245.000.000.-, which is divided into 245.000.000 registered shares, each with a nominal value of TL 1.- (one Turkish Lira).</p> <p data-bbox="268 819 842 940">This upper limit of registered capital allowed by the Capital Markets Board is valid for the years 2017 through 2021 (for 5 years). Even if the upper limit of registered capital is not yet</p> <p data-bbox="268 963 842 1240">reached at the end of 2021, for capital increase resolutions to be passed after 2021, the Board of Directors must be granted an authorization by the General Assembly for a new period not exceeding 5 years, provided that the permission of the Capital Markets Board is obtained. In case such authorization is not granted, capital increases may not be effected based on the resolution of the Board of Directors.</p> <p data-bbox="268 1263 842 1384">The issued capital of the Company is TL 49.657.000.- (forty nine million six hundred and fifty seven thousand). This capital has been fully paid up, free from any simulation.</p> <p data-bbox="268 1406 842 1617">The Company's capital of TL 49.657.000.- is divided into 22.345.650 Class A registered shares with a nominal value of TL 22.345.650.-, representing 45% of the issued share capital; and 27.311.350 Class B registered shares with a nominal value of TL.- 27.311.350, representing 55% of the issued share capital.</p> <p data-bbox="268 1639 842 1760">The shares representing the issued share capital are monitored in book-entry form in accordance with the principles of dematerialization.</p> <p data-bbox="268 1783 842 1904">The capital of the Company may be increased or decreased as necessary, pursuant to the provisions of the Turkish Commercial Code and the Capital Markets Legislation.</p> <p data-bbox="268 1926 842 1989">Within the years 2017 through 2021 (until the end of 2021), the Board of Directors is</p>	<p data-bbox="983 376 1082 403">Article 6</p> <p data-bbox="983 421 1254 448">CAPITAL AND SHARES</p> <p data-bbox="871 470 1461 654">The Company has adopted the registered capital system under the provisions of the Capital Markets Law, and has initiated the registered capital system based on the permission of the Capital Markets Board dated 3 March 2017 No.9/332.</p> <p data-bbox="871 676 1461 797">The upper limit of the Company's registered capital is TL245.000.000.-, which is divided into 245.000.000 registered shares, each with a nominal value of TL 1.- (one Turkish Lira).</p> <p data-bbox="871 819 1461 1223">This upper limit of registered capital allowed by the Capital Markets Board is valid for the years 2017 through 2021 (for 5 years). Even if the upper limit of registered capital is not yet reached at the end of 2021, for capital increase resolutions to be passed after 2021, the Board of Directors must be granted an authorization by the General Assembly for a new period not exceeding 5 years, provided that the permission of the Capital Markets Board is obtained. In case such authorization is not granted, capital increases may not be effected based on the resolution of the Board of Directors.</p> <p data-bbox="871 1245 1461 1366">The issued capital of the Company is TL 49.657.000.- (forty nine million six hundred and fifty seven thousand). This capital has been fully paid up, free from any simulation.</p> <p data-bbox="871 1388 1461 1599">The Company's capital of TL 49.657.000.- is divided into 13.608.293 Class A registered shares with a nominal value of TL 13.608.293.-, representing 27,41% of the issued share capital; and 36.048.707 Class B registered shares with a nominal value of TL.- 36.048.707, representing 72,59 % of the issued share capital.</p> <p data-bbox="871 1621 1461 1742">The shares representing the issued share capital are monitored in book-entry form in accordance with the principles of dematerialization.</p> <p data-bbox="871 1765 1461 1886">The capital of the Company may be increased or decreased as necessary, pursuant to the provisions of the Turkish Commercial Code and the Capital Markets Legislation.</p> <p data-bbox="871 1908 1461 1989">Within the years 2017 through 2021 (until the end of 2021), the Board of Directors is authorized to pass resolutions to increase the</p>

authorized to pass resolutions to increase the issued capital as it may deem necessary from time to time by issuing new shares up to the registered capital upper limit, restrict the rights of the existing shareholders to subscribe for new shares in capital increases, and to issue shares with premium or with values lower than their nominal value. The authority to restrict the right to subscribe for new shares may not be exercised in a manner to give rise to inequality among the shareholders.

Where any new shares are to be issued, unless the Board of Directors has resolved otherwise, the ratio of Class A registered shares in the issued capital shall be maintained the same.

In case of a transfer of any Class A shares to any person, the transferred Class A shares are transformed into Class B shares at the time the transfer is effected.

In order for the Class A shares to be traded at the stock exchange, first they must have been transformed into Class B Shares. Upon the application by the holder of the Class A shares to the Central Registraton Agency (*Merkezi Kayıt Kuruluşu Anonim Şirketi*) for transforming them into shares eligible for being traded at the stock exchange, the shares that are covered by such notification are automatically transformed into Class B shares.

During capital increases, the bonus shares are distributed to the shares existing as at the date of the capital increase in question.

issued capital as it may deem necessary from time to time by issuing new shares up to the registered capital upper limit, restrict the rights of the existing shareholders to subscribe for new shares in capital increases, and to issue shares with premium or with values lower than their nominal value. The authority to restrict the right to subscribe for new shares may not be exercised in a manner to give rise to inequality among the shareholders.

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During capital increases, the bonus shares are distributed to the shares existing as at the date of the capital increase in question.

PROXY

MAVİ GİYİM SANAYİ VE TİCARET A.Ş.

I hereby appoint _____, who is introduced in details hereinbelow as my proxy to represent myself and vote, make proposals and sign the necessary documents on my behalf in accordance with my views indicated below during the Ordinary General Assembly of Mavi Giyim Sanayi ve Ticaret A.Ş. to be held on Wednesday, 2 May 2018 at 10:00 a.m. at Raffles İstanbul Hotel - Levazım Mahallesi, Koru Sokağı Zorlu Center, 34340 Beşiktaş/İstanbul.

Proxy's (*);

Name and Surname/Trade Name:

Republic of Turkey Identity Number/Tax Registration Number, Trade Registry and Registration Number and MERSİS number:

(*) For proxies of foreign nationality, documents equivalent to those indicated above must be submitted, if any.

A) SCOPE OF THE POWER OF REPRESENTATION

Scope of the power or representation must be indicated by electing one of the choices under paragraphs (a), (b) or (c) for each of section 1 and 2 below:

1. On the issues stated in the General Assembly's Agenda,

- a) The Proxy is authorized to vote in accordance with his/her own views.
- b) The Proxy is authorized to vote in accordance with the proposals of the company's management.
- c) The Proxy is authorized to vote in accordance with the instructions indicated in the table below.
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Instructions:

Should the shareholder elect choice (c) above, the instructions on the specific agenda items shall be given by marking one of the choices written across the relevant agenda item (accept or reject) and if “reject” is marked, the statement of opposition that the shareholder wishes to be inserted in the General Assembly minutes, if any, shall be indicated.

Agenda Items	Accept	Reject	Statement of Opposition
1. Opening and Election of the Meeting's Chairperson,			
2. Approval of the Board of Directors' proposal on the amendments to the Internal Directive On The Principles And Procedures Of Operation Of The Shareholders' General Assembly Of The Company,			
3. Reading, discussion and approval of the Activity Report prepared by the Company's Board of Directors for the special accounting period of 1 February 2017 – 31 January 2018,			
4. Reading of the Independent Audit Report Summary for the special accounting period of 1 February 2017 – 31 January 2018,			
5. Reading, discussion and approval of the Financial Statements relating to the special accounting period of 1 February 2017 – 31 January 2018,			
6. Approval of the changes to the Board of Directors' members under Article 363 of the Turkish Commercial Code during the special accounting period of 1 February 2017 – 31 January 2018,			
7. Release of the Board of Directors' members separately and individually from their liabilities in respect of their activities within the Company's special accounting period of 1 February 2017 – 31 January 2018,			
8. Election of the Board of Directors' members and determination of their terms of office,			
9. Submission of information to the shareholders as to the Remuneration Policy which sets forth principles applicable to the remuneration of the Board Members and the Executives in accordance with the Capital Markets Board's regulations and approval of the attendance fees paid to the Board of Directors' members in accordance with such Policy within the special accounting period of 1 February 2017 – 31 January 2018,			

10. Determination of the fees and other rights of Board of Directors' Members such as attendance fees, bonuses and premiums,			
11. Appointment of the auditor,			
12. Approval of the Dividend Distribution Policy,			
13. Approval of the Board of Directors' proposal prepared within the framework of the Dividend Distribution Policy on the determination of the manner of utilization and distribution of the profit for the special accounting period of 1 February 2017 – 31 January 2018, the applicable dividend distribution ratios and the date of dividend distribution,			
14. Approval of the Board of Directors' proposal to amend Article 4 of the Company's Articles of Association titled "Headquarters and Branches of the Company" and Article 6 titled "Capital and Shares",			
15. Approval of the Donations and Aids Policy,			
16. Submission of information to the shareholders on the donations made by the Company within the special accounting period of 1 February 2017 – 31 January 2018 and submission of those donations to the approval of shareholders,			
17. Determination of an upper limit for the donations to be made within the special accounting period of 1 February 2018 – 31 January 2019,			
18. Submission of information to the shareholders on the securities, pledges, collaterals and mortgages granted to third parties within the special accounting period of 1 February 2017 – 31 January 2018 in accordance with the regulations of the Capital Markets Board and the revenues or benefits obtained in connection therewith,			
19. Granting of permission under Articles 395 and 396 or the Turkish Commercial Code to the shareholders having management control, the Board Members, the executives and their relatives up to the third degree by blood or marriage and submission of information to the shareholders on the transactions conducted within this scope within the special accounting period of 1 February 2017 – 31 January 2018 in line with the Corporate Governance Communiqué of the Capital Markets Board,			
20. Wishes and requests.			

- No voting is held on the agenda items that are aimed at briefing.

If the minority has a different draft resolution, this will also be indicated in order to ensure voting in proxy to take place.

2. Special Instructions Relating to Other Matters That May Arise During the General Assembly and Especially the Exercise of Minority Rights

a) The Proxy is authorized to vote in accordance with his/her own views.

b) The Proxy does not have representation authority on these matters.

c) The Proxy is authorized to vote in accordance with the instructions indicated in the table below.

SPECIAL INSTRUCTIONS; (If there are any special instruction to be given by the principal to the Proxy, they will be indicated here.)

B) The shareholder shall indicate which shares are to be represented by the proxy by electing one of the choices below.

1. I hereby consent to the representation of all my shares detailed below by the proxy.

a) Issue order and serial number:*

b) Number/Group:**

c) Number - Nominal value:

ç) Whether or not the shares have any voting privilege:

d) Bearer - Registered:*

e) Ratio to the total shares/voting rights held by the shareholder:

* This information is not required for dematerialized shares.

**For dematerialized shares, information regarding their group shall be provided (if any) instead of number.

2. I hereby consent to the representation by the proxy of all of my shares indicated in the List of Shareholders Who May Attend the General Assembly to be prepared by the Central Registration Agency (*Merkezi Kayıt Kuruluşu A.Ş.*) one day prior to the date of the General Assembly.

SHAREHOLDER'S:

NAME AND SURNAME OR TRADE NAME (*)

Republic of Turkey Identity Number/Tax Registration Number, Trade Registry and
Registration Number and MERSİS number:

(*) For proxies of foreign nationality, documents equivalent to those indicated above
must be submitted, if any.

Signature
