

INVITATION TO THE 2018 ORDINARY GENERAL ASSEMBLY MEETING OF

BOYNER PERAKENDE TEKSTİL YATIRIMLARI A.Ş. TO BE HELD ON MARCH 28, 2019

Boyner Perakende Tekstil Yatırımları A.Ş.'s Ordinary General Assembly Meeting shall be convened on 28 March 2019 Thursday at 11:00 at the address of Boyner Büyük Mağazacılık A.Ş. Headquarters, Büyükdere Caddesi USO Center Building No:245/A Fl:B01-Z02 Maslak- Şişli/İstanbul in order to discuss and resolve the below agenda.

In accordance with the legal requirements, Financial Statements, the Independent Auditor's Report, Dividend Distribution Proposal of the Board of Directors, the Board of Directors' Annual Report including the Corporate Governance Compliance Report for the year 2018 and, along with the Memorandum containing the information required by Capital Markets Board regulations shall be made available to the shareholders 3 weeks prior to the Assembly at the Company Headquarters, on the Company's corporate website at www.boynerperakende.com, Public Disclosure Platform and Electronic General Assembly System of the Central Registry Agency.

Shareholders unable to attend the meeting in person, save for the rights and obligations of the ones participating electronically via the Electronic General Assembly System, shall prepare their proxy documents in accordance with the sample at the bottom of this invitation, or shall obtain a proxy sample form from Head Office of our Company or from our corporate website at www.boynerperakende.com, and shall submit to the Company the notarized proxy documents issued in accordance with the requirements of the Communiqué No. II-30.1, Use of Proxy Vote and Proxy Collection through Invitation, enacted on 24.12.2013 and published in Official Gazette No. 28861. A proxy document is not required from a proxy appointed electronically through the Electronic General Meeting System. The proxy documents which do not comply with the requirements of the aforementioned Communiqué shall not be accepted, given our legal liability.

Shareholders intending to vote via the Electronic General Meeting System are requested to obtain information from the Central Registry Agency, our Company's website at www.boynerperakende.com or from the Company Headquarters (Tel: +90 212 366 8984) to ensure that they comply with the provisions of the by-laws for the Electronic Shareholders Meeting for Joint Stock Companies.

Pursuant to Paragraph 4 of Article 415 of Turkish Commercial Code No. 6102 and Paragraph 1 of Article 30 of the Capital Markets Law, the right to attend the General Assembly and voting rights shall not be conditional on depositing the share certificates. Accordingly, shareholders participating in the General Assembly do not need to block their shares.

At the Ordinary General Assembly Meeting, the voters shall use open voting system by raising hands, without prejudice to the provisions of electronic voting regarding the voting of each item on the agenda.

Kindly submitted for the attention of the esteemed shareholders.

Board of Directors of BOYNER PERAKENDE TEKSTİL YATIRIMLARI A.Ş.

**AGENDA FOR THE 2018 ORDINARY GENERAL ASSEMBLY MEETING OF
BOYNER PERAKENDE TEKSTİL YATIRIMLARI A.Ş. TO BE HELD ON MARCH 28, 2019**

1. Opening and election of the Chairmanship Committee.
2. The presentation for discussion and approval of the Annual Report of the Company for the year 2018 as prepared by the Board of Directors.
3. The presentation of the summary of the Independent Audit Report for the year 2018.
4. The presentation for discussion and approval of the Financial Statements of the Company for the year 2018.
5. Release of each member of the Board of Directors from liability for the affairs of the Company for the year 2018.
6. Determination of the number of members of the Board of Directors and their terms of office, election of the members and independent members of the Board of Directors.
7. Approval, approval with modifications, or rejection of the Board of Directors' proposal on distribution of profits for the year 2018 within the scope of Company's Dividend Policy.
8. In accordance with the Corporate Governance Principles, presentation to the shareholders and approval by the General Assembly, of the "Remuneration Policy" for the members of the Board of Directors and the Senior Executives and the payments made thereof.
9. Resolution of the monthly gross salaries to be paid to the members of the Board of Directors.
10. Approval of the appointment of the Independent Audit Firm as selected by the Board of Directors, in accordance with the provisions of the Turkish Commercial Code and the Capital Markets Board regulations.
11. Presentation to the shareholders, of the donations made by the Company in 2018, and resolution of an upper limit for donations for the year 2018.
12. In accordance with the Capital Markets Board legislation, presentation to the shareholders, of the securities, pledges and mortgages granted in favor of the third parties in the year 2018 and of any benefits or income thereof.
13. Authorizing the shareholders holding the management control, the members of the Board of Directors, the senior executives and their spouses and relatives related by blood or affinity up to the second degree as per the provisions of articles 395 and 396 of the Turkish Commercial Code and presentation to the shareholders, of the transactions carried out thereof in the year 2018 pursuant to the Corporate Governance Communique of the Capital Markets Board.

PROXY FORM
FOR THE ORDINARY GENERAL ASSEMBLY MEETING OF
BOYNER PERAKENDE VE TEKSTİL YATIRIMLARI A.Ş.

I hereby appoint _____ as my proxy authorized to represent me, to vote and make proposals in line with the views I express herein below and sign the required papers at the Ordinary General Assembly of BOYNER PERAKENDE VE TEKSTİL YATIRIMLARI A.Ş. that will convene on 28 March 2019, Thursday at 11:00 at the address of Büyükdere Caddesi USO Center Binası No:245/A KAT:B01-Z02 Maslak Şişli İstanbul.

The Attorney's(*):

Name Surname/ Trade Name:

TR ID Number/ Tax ID Number, Trade Register and Number and MERSIS Number:

(*) Foreign attorneys should submit the equivalent information mentioned above.

A) SCOPE OF REPRESENTATIVE POWER

The scope of representative power should be defined after choosing one of the options (a), (b) or (c) in the following sections 1 and 2.

1. Regarding the agenda items of General Assembly::

- a) The attorney is authorized to vote according to his/her opinion ☐
- b) The attorney is authorized to vote in accordance with the company management ☐
- c) The attorney is authorized to vote in accordance with the following instructions ☐
- stated in the table.

Instructions:

In the event that the shareholder chooses option (c), the shareholder should mark "Accept" or "Reject" box and if the shareholder marks the "Reject" box, then he/she should write the dissenting opinion to be noted down in the minutes of the general assembly.

Agenda items	Accept	Reject	Dissenting Opinion
1) Opening and election of the Chairman of the Meeting,			
2) The presentation for discussion and approval of the Annual Report of the Company for the year 2018 as prepared by the Board of Directors.			
3) The presentation of the summary of the Independent Audit Report for the year 2018			
4) The presentation for discussion and approval of the Financial Statements of the Company for the year 2018.			
5) Release of each member of the Board of Directors from liability for the affairs of the Company for the year 2018.			
6) Determination of the number of members of the Board of Directors and their terms of office, election of the members and independent members of the Board of Directors.			
7) Approval, approval with modifications, or rejection of the Board of Directors' proposal on distribution of profits for the year 2018 within the scope of Company's Dividend Policy.			
8) In accordance with the Corporate Governance Principles, presentation to the shareholders and approval by the General Assembly, of the "Remuneration Policy" for the members of the Board of Directors and the Senior Executives and the payments			

made thereof.			
9) Resolution of the monthly gross salaries to be paid to the members of the Board of Directors.			
10) Approval of the appointment of the Independent Audit Firm as appointed by the Board of Directors, in accordance with the provisions of the Turkish Commercial Code and the Capital Markets Board regulations.			
11) Presentation to the shareholders, of the donations made by the Company in 2018, and resolution of an upper limit for donations for the year 2019.			
12) In accordance with the Capital Markets Board legislation, presentation to the shareholders, of the securities, pledges and mortgages granted in favor of the third parties in the year 2018 and of any benefits or income thereof.			
13) Grant authorization to the shareholders holding the management control, the members of the Board of Directors, the senior executives and their spouses and relatives related by blood or affinity up to the second degree as per the provisions of articles 395 and 396 of the Turkish Commercial Code and presentation to the shareholders, of the transactions carried out thereof in the year 2018 pursuant to the Corporate Governance Communique of the Capital Markets Board.			

No voting on the informative items.

If the minority has another draft resolution, necessary arrangements should be made to enable them to vote by proxy.

2. Special instructions related to other issues that may come up during General Assembly meeting and especially to the use of minority rights:

- a) The attorney is authorized to vote according to his/her opinion ☐
- b) The attorney is not authorized to vote in these matters ☐
- c) The attorney is authorized to vote for agenda items in accordance with the following instructions. ☐

SPECIAL INSTRUCTIONS:

Special instructions (if any) to be given by the shareholder to the attorney are stated herein.

B) The shareholder specifies the shares to be represented by the attorney by choosing one of the following.

1. I hereby confirm that the attorney represents the shares specified in detail as follows. ☐

- a) Order and Serial (*)
- b) Number / Group (**)
- c) Amount-Nominal Value
- d) Share with privileged voting rights or not
- e) Bearer-Registered (*)
- f) Ratio of the total shares/voting rights of the shareholder

*Such information is not required for the shares which are dematerialized.

**For the dematerialized shares, information related to the group (if any) will be given instead of number.

2. I hereby confirm that the attorney represents all my shares on the list, prepared by MKK (Central Registry Agency) the day before the Meeting, concerning the shareholders who could attend the General Assembly Meeting.



NAME SURNAME OR TITLE OF THE SHAREHOLDER (*)

**TR ID Number/ Tax ID Number, Trade Register and Number and MERSIS Number:
Address:**

(*) Foreign shareholders shall submit the equivalent information mentioned above.

Signature