

İstanbul Trade Registry Directorate - 309315

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

**INVITATION TO THE ORDINARY GENERAL ASSEMBLY
DATED 30 APRIL 2019
FOR THE SPECIAL ACCOUNTING PERIOD OF
1 FEBRUARY 2018 – 31 JANUARY 2019**

Our Company shall convene its Ordinary General Assembly on Tuesday, 30 April 2019 at 10:00 a.m. at Sultan Selim Mahallesi Eski Büyükdere Caddesi No:53 34418 Kağıthane-İstanbul in order to evaluate the activity results of the special accounting period of 1 February 2018 – 31 January 2019 and to discuss and resolve on the agenda indicated hereinbelow.

The Financial Tables relating to the special accounting period of 1 February 2018 – 31 January 2019, the Independent Audit Report issued in relation to such Financial Tables by the independent audit firm, KPMG Bağımsız Denetim ve Serbest Muhasebeci Mali Müşavirlik A.Ş. and the Annual 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 shares. Within this framework, should they wish to attend the General Assembly, our Shareholders are not required to deposit their shares.

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 30 APRIL 2019
FOR THE SPECIAL ACCOUNTING PERIOD OF
1 FEBRUARY 2018 – 31 JANUARY 2019

1. Opening and Election of the Meeting's Chairperson,
2. Reading, discussion and approval of the Annual Report prepared by the Company's Board of Directors for the special accounting period of 1 February 2018 – 31 January 2019,
3. Reading of the Independent Audit Report Summary for the special accounting period of 1 February 2018 – 31 January 2018,
4. Reading, discussion and approval of the Financial Statements relating to the special accounting period of 1 February 2018 – 31 January 2019,
5. 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 2018 – 31 January 2019,
6. 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
7. Determination of the fees and other rights of Board of Directors' Members such as attendance fees, bonuses and premiums,

- 8.** Appointment of the auditor,
- 9.** Approval of the Board of Directors' proposal regarding the non-distribution of profits of the special accounting period of 1 February 2018 - 31 January 2019 and submission of information to the shareholders about the purpose and reason of non-distribution which is stated as increasing the free cash amount and optimizing financing expenses by taking into consideration Company's long-term strategies and investment, cash and financing policies
- 10.** Approval of the Board of Directors' proposal to amend Article 3 of the Company's Articles of Association titled "Purpose and Fields of Activity" and Article 6 titled "Capital and Shares",
- 11.** Submission of information to the shareholders on the donations made by the Company within the special accounting period of 1 February 2018 – 31 January 2019 and submission of those donations to the approval of shareholders and determination of an upper limit for the donations to be made within the special accounting period of 1 February 2019 – 31 January 2020,
- 12.** 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 2018 – 31 January 2019 in accordance with the regulations of the Capital Markets Board and the revenues or benefits obtained in connection therewith,
- 13.** Grant of authorization to the members of the Board of Directors in accordance with sections 395 and 396 of the Turkish Commercial Code, and provision of information to the shareholders about the transactions carried out during the special accounting period between 1 February 2018 – 31 January 2019, in accordance with the mandatory principle 1.3.6 of the Corporate Governance Communiqué as promulgated by the Capital Markets Board.
- 14.** Wishes and requests.

Annex: DRAFT AMENDMENTS TO THE ARTICLES OF ASSOCIATION

ARTICLE 3	
OLD VERSION	NEW VERSION
<p>Article 3</p> <p>PURPOSE AND FIELDS OF ACTIVITY</p> <p>A – FIELDS OF ACTIVITY</p> <p>Provided to comply with the provisions of the Turkish Commercial Code No.6102, the Capital Markets Law No.6362 and the related legislation, the Company may engage in the following:</p> <p>a) Production, import, export and marketing of ready-to-wear clothing items and textile products manufactured from all kinds of natural and synthetic fabrics;</p> <p>b) Purchase, sale and local and international marketing of ready-to-wear clothing items, external wear and underwear, children's goods and clothing items produced specifically for adolescents, produced under specific brands within our outside of Turkey, and especially all kinds of clothing produced under the brands "Mavi, Mavi Jeans" and/or under other brands, opening and operating stores aimed at the foregoing, establishing and operating sales organizations for ensuring the marketing of the retail and wholesale of such products within Turkey or abroad;</p> <p>c) Production, import, export and marketing of the accessories, zippers, buttons, narrow wovens, braids, rubbers, cords and similar materials that are necessary for the manufacturing of knitting and textile industry products, as well as the machinery, equipment and components needed for</p>	<p>Article 3</p> <p>PURPOSE AND FIELDS OF ACTIVITY</p> <p>A – FIELDS OF ACTIVITY</p> <p>Provided to comply with the provisions of the Turkish Commercial Code No.6102, the Capital Markets Law No.6362 and the related legislation, the Company may engage in the following:</p> <p>a) Production, import, export, <u>design</u> and marketing of ready-to-wear clothing items and textile products manufactured from all kinds of natural and synthetic fabrics;</p> <p>b) Purchase, sale and local and international marketing of ready-to-wear clothing items, external wear and underwear, children's goods and clothing items produced specifically for adolescents, produced under specific brands within our outside of Turkey, and especially all kinds of clothing produced under the brands "Mavi, Mavi Jeans" and/or under other brands, opening and operating stores aimed at the foregoing, establishing and operating sales organizations for ensuring the marketing of the retail and wholesale of such products within Turkey or abroad;</p> <p>c) Production, import, export and marketing of the accessories, zippers, buttons, narrow wovens, braids, rubbers, cords and similar materials that are necessary for the manufacturing of knitting and textile industry products, as well as the machinery, equipment and components needed for</p>

<p>producing the foregoing, production lines, conveyors, chemicals, dyes, chemical finishing, ironing and blanching equipment, mineral oils.</p> <p>d) Production, import, export and marketing of the special plates, wax and paraffin products, soaps, organic chemicals and petroleum-derived substances aimed at producing models.</p> <p>e) Production, import, export and marketing of the applied computers and office machinery used in the textile and knitting industry for producing models and patterns, hardware and stationary materials, special knitting, weaving, embroidery, sewing and tricotage machines and data processing machines aimed at the production of knitwear and ready-to-wear clothing.</p> <p>f) Production, import, export and local and international marketing of leather and textile accessory materials eligible for being sold in ready-to-wear clothing stores, clothing, accessories, decoration materials, ties, scarves, handkerchieves, socks and other similar haberdashery products, perfumery and jewelry materials, stationary supplies and office equipment.</p> <p>g) Engaging in the packaging and local and international trading of food industry products, setting up and operating restaurants, cafeterias and self-service establishments, obtaining the agency rights in Turkey of food industry brands registered abroad and operating them.</p> <p>h) Production, import, export and marketing of products associated with the tourism industry, souvenirs, touristic</p>	<p>producing the foregoing, production lines, conveyors, chemicals, dyes, chemical finishing, ironing and blanching equipment, mineral oils.</p> <p>d) Production, import, export and marketing of the special plates, wax and paraffin products, soaps, organic chemicals and petroleum-derived substances aimed at producing models.</p> <p>e) Production, import, export and marketing of the applied computers and office machinery used in the textile and knitting industry for producing models and patterns, hardware and stationary materials, special knitting, weaving, embroidery, sewing and tricotage machines and data processing machines aimed at the production of knitwear and ready-to-wear clothing.</p> <p>f) Production, import, export, <u>design</u> and local and international marketing of leather and textile accessory materials eligible for being sold in ready-to-wear clothing stores, clothing, accessories, decoration materials, ties, scarves, handkerchieves, socks and other similar haberdashery products, perfumery and jewelry materials, stationary supplies and office equipment.</p> <p>g) Engaging in the packaging and local and international trading of food industry products, setting up and operating restaurants, cafeterias and self-service establishments, obtaining the agency rights in Turkey of food industry brands registered abroad and operating them.</p> <p>h) Production, import, export, <u>design</u> and marketing of products associated with the tourism industry, souvenirs, touristic</p>
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<p>commodity such as carpets, kilims, copper goods and similar items, glass and glass objects, entire range of products aimed at the furnishing and decoration of hotels and motels, leather goods, shoes, belts, bags and leather clothing.</p> <p>i) The Company may both directly engage in the production of the goods and products stated above, and may outsource the production of these good and products to third parties in part or in whole, establish and operate production, assembly and packaging facilities, engage in the production, import, export, local and international marketing of these goods and products, and participate to local and international fairs.</p> <p>j) Provided to make the public disclosures of material circumstances required under the capital markets legislation and to perform the acts required under the applicable legislation, and subject to the regulations of the capital markets legislation on transfer pricing, which are reserved, cooperating with local and foreign real persons and legal entities (whether they currently exist of may exist in the future) in relation to its fields of activity, establishing or participating to companies, and provided not to conduct intermediary activities, acquiring and transferring the shares of such companies, participating to tenders and auctions, making undertakings, posting securities, cooperating with foreign commercial corporations in relation to its fields of activity.</p> <p>k) Provided not to fall within the scope of the investment services and activities regulated under the capital markets legislation, purchasing, selling and</p>	<p>commodity such as carpets, kilims, copper goods and similar items, glass and glass objects, entire range of products aimed at the furnishing and decoration of hotels and motels, leather goods, shoes, belts, bags and leather clothing.</p> <p>i) The Company may both directly engage in the production of the goods and products stated above, and may outsource the production of these good and products to third parties in part or in whole, establish and operate production, assembly and packaging facilities, engage in the production, import, export, <u>design,</u> local and international marketing of these goods and products, and participate to local and international fairs.</p> <p>j) Provided to make the public disclosures of material circumstances required under the capital markets legislation and to perform the acts required under the applicable legislation, and subject to the regulations of the capital markets legislation on transfer pricing, which are reserved, cooperating with local and foreign real persons and legal entities (whether they currently exist of may exist in the future) in relation to its fields of activity, establishing or participating to companies, and provided not to conduct intermediary activities, acquiring and transferring the shares of such companies, participating to tenders and auctions, making undertakings, posting securities, cooperating with foreign commercial corporations in relation to its fields of activity.</p> <p>k) Provided not to fall within the scope of the investment services and activities regulated under the capital markets legislation, purchasing, selling and</p>
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<p>transferring all kinds of securities issued or to be issued by private and public legal entities (such as share certificates, debt instruments, dividend certificates and alike), as well as all kinds of rights and shares in companies, and provided to comply with the restrictions and the procedures set forth under the applicable legislation, creating securities and usufruct on the foregoing, benefiting from usufruct rights, and performing other legal transactions relating to the foregoing.</p> <p>l) In case the Company purchases of its own shares, acting in accordance with the Capital Markets Legislation and other relevant legislation, and making the required public announcements.</p> <p>m) Participating to foundations established in Turkey for various purposes, establishing foundations and allocating assets to them, allocating and distributing dividends to such persons and/or institutions.</p> <p>n) For the purposes of carrying out the activities that fall within the scope of its fields of business, the Company may organize within Turkey or abroad the printing, reproduction, distribution and marketing of written and visual materials such as magazines, periodicals and books (pictorial or otherwise). The Company may further cooperate with institutions dealing with printing activities, conduct acts aimed at the production of films, videos, internet materials, CDs, DVDs and visual materials which are needed for the visual presentation of its collection to the consumers, and organize the reproduction, distribution and marketing of the aforementioned media. For the purposes of the foregoing, the Company</p>	<p>transferring all kinds of securities issued or to be issued by private and public legal entities (such as share certificates, debt instruments, dividend certificates and alike), as well as all kinds of rights and shares in companies, and provided to comply with the restrictions and the procedures set forth under the applicable legislation, creating securities and usufruct on the foregoing, benefiting from usufruct rights, and performing other legal transactions relating to the foregoing.</p> <p>l) In case the Company purchases of its own shares, acting in accordance with the Capital Markets Legislation and other relevant legislation, and making the required public announcements.</p> <p>m) Participating to foundations established in Turkey for various purposes, establishing foundations and allocating assets to them, allocating and distributing dividends to such persons and/or institutions.</p> <p>n) For the purposes of carrying out the activities that fall within the scope of its fields of business, the Company may organize within Turkey or abroad the printing, reproduction, distribution and marketing of written and visual materials such as magazines, periodicals and books (pictorial or otherwise). The Company may further cooperate with institutions dealing with printing activities, conduct acts aimed at the production of films, videos, internet materials, CDs, DVDs and visual materials which are needed for the visual presentation of its collection to the consumers, and organize the reproduction, distribution and marketing of the aforementioned media. For the purposes of the foregoing, the Company</p>
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may cooperate with studios, obtain the legal permissions required for the presentation of such printed and visual materials and may request them to be barcoded.

o) For the purposes of carrying out the activities that fall within the scope of its fields of business, the Company may also engage in the import of the electronic office materials and communication materials defined below: computers, computer components, software, hardware, by-products, equipment, related consumable materials. Electronic devices, electronic device components and related consumable materials. Data lines, equipment, electronic components and consumable materials used for networks, communication devices, and spare parts, components and equipment relating to such devices.

B – REALIZATION OF THE FIELDS OF ACTIVITY

a) In order to realize its purpose and fields of activity indicated above, the Company may acquire all kinds of rights and incur all kinds of obligations, purchase and sell movable and immovable assets that it may deem necessary, and create all kinds of rights in rem, personal rights and encumbrances on the foregoing.

b) The Company may enter into short term, mid term and long term credit agreements, make borrowings, enter into short term, mid term and long term loan agreements, and draw, endorse and accept bills of exchange.

c) The Company may obtain pledges and mortgages for securing its receivables, and

may cooperate with studios, obtain the legal permissions required for the presentation of such printed and visual materials and may request them to be barcoded.

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c) The Company may obtain pledges and mortgages for securing its receivables, and

<p>may require such pledges and mortgages to be lifted. The Company may obtain and grant all kinds of collateral mortgages.</p> <p>d) However, with regard to the granting by the Company in its name and in favour of third parties of guarantees, sureties and securities, and the establishment of pledges (including mortgages), the framework set forth by the capital markets legislation shall be complied with, and in respect of the transactions to be conducted in favour of third parties, the public announcements stipulated under the Capital Markets Law for material circumstances shall be made for ensuring that the investors are informed.</p> <p>e) Provided to be limited to its fields, the Company may acquire trademarks, patents, letter patents, know-how and royalties.</p> <p>f) Provided to be limited to its fields, the Company may enter into agreements of agency, commission, distributorship and representation.</p> <p>g) In accordance with the capital markets legislation and upon the resolution of the Board of Directors, the Company may issue all kinds of negotiable instruments and other capital markets within Turkey and abroad, conduct all kinds of activities within this scope, for the purposes of financing the business that are within its fields of activity, enter into agreements with asset lease companies in order to have lease certificates issued under the capital markets legislation, transfer or lease the movable and immovable assets owned by the Company to asset lease companies, and may execute the agreements aimed at the lease and re-purchase of the assets transferred by the Company.</p>	<p>may require such pledges and mortgages to be lifted. The Company may obtain and grant all kinds of collateral mortgages.</p> <p>d) However, with regard to the granting by the Company in its name and in favour of third parties of guarantees, sureties and securities, and the establishment of pledges (including mortgages), the framework set forth by the capital markets legislation shall be complied with, and in respect of the transactions to be conducted in favour of third parties, the public announcements stipulated under the Capital Markets Law for material circumstances shall be made for ensuring that the investors are informed.</p> <p>e) Provided to be limited to its fields, the Company may acquire trademarks, patents, letter patents, know-how and royalties.</p> <p>f) Provided to be limited to its fields, the Company may enter into agreements of agency, commission, distributorship and representation.</p> <p>g) In accordance with the capital markets legislation and upon the resolution of the Board of Directors, the Company may issue all kinds of negotiable instruments and other capital markets within Turkey and abroad, conduct all kinds of activities within this scope, for the purposes of financing the business that are within its fields of activity, enter into agreements with asset lease companies in order to have lease certificates issued under the capital markets legislation, transfer or lease the movable and immovable assets owned by the Company to asset lease companies, and may execute the agreements aimed at the lease and re-purchase of the assets transferred by the Company.</p>
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The Company may make all kinds of donations and grant all kinds of aids in a manner not prejudicial to its purpose and activities, provided that such donations and aids do not contradict with the transfer pricing regulations of the Capital Markets Law and other related legislation, the necessary public announcements are made, and information on the donations made within the relevant year is submitted to the shareholders during the General Assembly. The annual upper limit of the donations to be made is determined by the General Assembly, and donations in excess of such limit may not be made within the same year. In case the purpose and fields of activity of the Company are to be amended, the requisite permissions from the Ministry of Customs and Commerce and the Capital Markets Board must be obtained.

The Company may make all kinds of donations and grant all kinds of aids in a manner not prejudicial to its purpose and activities, provided that such donations and aids do not contradict with the transfer pricing regulations of the Capital Markets Law and other related legislation, the necessary public announcements are made, and information on the donations made within the relevant year is submitted to the shareholders during the General Assembly. The annual upper limit of the donations to be made is determined by the General Assembly, and donations in excess of such limit may not be made within the same year.

In case the purpose and fields of activity of the Company are to be amended, the requisite permissions from the Ministry of Customs and Commerce and the Capital Markets Board must be obtained.

h) The Company may establish training facilities in order to raise designers, technicians, mechanics and machinists with respect to its sphere of activity, as well as any other professionals to form the infrastructure of the industry it operates.

i) The Company may establish, manage and operate quality control laboratories to the extent that they shall be in relation to its sphere of activity and that it observe and fulfill any and all requirements as prescribed under the related applicable regulations, and it may perform and carry out any and all research and development activities covering laboratory activities during the period of transition from the concept to develop technological, technical and economic feasibility studies to design, and design studies, prototype production, establishment of the pilot facility, trial

	<p><u>production, patent and license activities, as well as after-sales grievance services.</u></p> <p>j) <u>The Company may perform any and all financial, legal, commercial and industrial processes/procedures in relation to its sphere of activity, and it may provide technical assistance, consultancy, engineering and architectural services, and it may acquire intangible rights and intellectual rights such as project, license, patent, utility model, brand, industrial design, trade name, model, presentation, business manner or technical knowledge, goodwill, betterment, franchising, etc., and it may impose any and all kinds of disposition thereon, and it may have such rights registered or revoked, and it may execute any and all related agreements and any agreements, which grant any other intellectual property rights thereunder, with any and all domestic and international companies, and also it may alienate and take over any such agreements.</u></p>
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ARTICLE 6	
OLD VERSION	NEW VERSION
<p>Article 6</p> <p>CAPITAL AND SHARES</p> <p>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>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>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>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>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>Article 6</p> <p>CAPITAL AND SHARES</p> <p>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>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>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>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>The Company's capital of TL 49.657.000.- is divided into 108.293 Class A registered shares with a nominal value of TL.-108.293 , representing 0,22% of the issued share capital; and 49.548.707 Class B registered shares with a nominal value of TL.- 49.548.707, representing 99,78 % of the issued share capital.</p>

<p>The shares representing the issued share capital are monitored in book-entry form in accordance with the principles of dematerialization.</p> <p>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>Within the years 2017 through 2021 (until the end of 2021), the Board of Directors is 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.</p> <p>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.</p> <p>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.</p> <p>In order for the Class A shares to be traded at the stock exchange, first they must have been transformed into ClassB Shares. Upon the application by the holder of the Class A shares to the Central Registraton Agency (<i>Merkezi Kayıt Kuruluşu Anonim Şirketi</i>) 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.</p>	<p>The shares representing the issued share capital are monitored in book-entry form in accordance with the principles of dematerialization.</p> <p>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>Within the years 2017 through 2021 (until the end of 2021), the Board of Directors is 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.</p> <p>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.</p> <p>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.</p> <p>In order for the Class A shares to be traded at the stock exchange, first they must have been transformed into ClassB Shares. Upon the application by the holder of the Class A shares to the Central Registraton Agency (<i>Merkezi Kayıt Kuruluşu Anonim Şirketi</i>) 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.</p>
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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.	During capital increases, the bonus shares are distributed to the shares existing as at the date of the capital increase in question.
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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 Tuesday, 30 April 2019 at 10:00 a.m. at Sultan Selim Mahallesi Eski Büyükdere Caddesi No:53 34418 Kağıthane-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. ☐

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. Reading, discussion and approval of the Annual Report prepared by the Company's Board of Directors for the special accounting period of 1 February 2018 – 31 January 2019,			
3. Reading of the Independent Audit Report Summary for the special accounting period of 1 February 2018 – 31 January 2019,			
4. Reading, discussion and approval of the Financial Statements relating to the special accounting period of 1 February 2018 – 31 January 2019,			
5. 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 2018 – 31 January 2019,			

6. 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			
7. Determination of the fees and other rights of Board of Directors' Members such as attendance fees, bonuses and premiums			
8. Appointment of the auditor			
9. Approval of the Board of Directors' proposal regarding the non-distribution of profits of the special accounting period of 1 February 2018 - 31 January 2019 and submission of information to the shareholders about the purpose and reason of non-distribution which is stated as increasing the free cash amount and optimizing financing expenses by taking into consideration Company's long-term strategies and investment, cash and financing policies			
10. Approval of the Board of Directors' proposal to amend Article 3 of the Company's Articles of Association titled "Purpose and Fields of Activity" and Article 6 titled "Capital and Shares",			
11. Submission of information to the shareholders on the donations made by the Company within the special accounting period of 1 February 2018 – 31 January 2019 and determination of an upper limit for the donations to be made within the special accounting period of 1 February 2019 – 31 January 2020.			

12. 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 2018 – 31 January 2019 in accordance with the regulations of the Capital Markets Board and the revenues or benefits obtained in connection therewith			
13. Grant of authorization to the members of the Board of Directors in accordance with sections 395 and 396 of the Turkish Commercial Code, and provision of information to the shareholders about the transactions carried out during the special accounting period between 1 February 2018 – 31 January 2019, in accordance with the mandatory principle 1.3.6 of the Corporate Governance Communiqué as promulgated by the Capital Markets Board.			
14. 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