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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 16 JULY 2020
FOR THE SPECIAL ACCOUNTING PERIOD OF
1 FEBRUARY 2019 – 31 JANUARY 2020**

Our Company shall convene its Ordinary General Assembly on Thursday, 16 July 2020 at 14:00 p.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 2019 – 31 January 2020 and to discuss and resolve on the agenda indicated hereinbelow.

The Financial Tables relating to the special accounting period of 1 February 2019 – 31 January 2020, 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 Public Disclosure Platform links of Corporate Governance Compliance Report and Corporate Governance Information Form and the dividend distribution proposal of the Board of Directors and 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 Privacy Notice for Protection of Personal Data disclosed to the public on <http://www.mavicompany.com/i/assets/documents/pdf/Privacy-Notice-for-Protection-of-Personal-Data.pdf>.

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 16 JULY 2020
FOR THE SPECIAL ACCOUNTING PERIOD OF
1 FEBRUARY 2019 – 31 JANUARY 2020**

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 2019 – 31 January 2020,
3. Reading of the Independent Audit Report Summary for the special accounting period of 1 February 2019 – 31 January 2020,
4. Reading, discussion and approval of the Financial Statements relating to the special accounting period of 1 February 2019 – 31 January 2020,

5. Release of the Board of Directors' members separately and individually from their liabilities with respect to their activities within the Company's special accounting period of 1 February 2019 – 31 January 2020,
6. Informing the shareholders on the Remuneration Policy which sets out the principles of remuneration of the Board Members and the Senior Executives in accordance with the Capital Markets Board's regulations and providing information regarding the attendance fees paid to the Board of Directors' members in accordance with such Policy within the special accounting period of 1 February 2019 – 31 January 2020,
7. Determination of the salaries 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 2019 - 31 January 2020 and submission of information to the shareholders about the purpose and reason of non-distribution which can be stated as supporting the liquidity that the Company may need due to the impact of COVID-19 pandemic conditions on the activities of the Company,
10. Informing the shareholders on the donations made by the Company within the special accounting period of 1 February 2019 – 31 January 2020 and determination of an upper limit for the donations to be made within the special accounting period of 1 February 2020– 31 January 2021,
11. Informing the shareholders on the securities, pledges, collaterals and mortgages granted to third parties within the special accounting period of 1 February 2019 – 31 January 2020 in accordance with the Capital Markets Board regulations and the revenues or benefits obtained in connection therewith,
12. Granting authority to the members of the Board of Directors in accordance with sections 395 and 396 of the Turkish Commercial Code, and informing the shareholders on the transactions carried out during the special accounting period between 1 February 2019 – 31 January 2020, in accordance with the mandatory principle 1.3.6 of the Corporate Governance Communiqué as promulgated by the Capital Markets Board,
13. Wishes and requests.

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 Thursday, 16 July 2020 at 14:00 p.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 2019 – 31 January 2020,			
3. Reading of the Independent Audit Report Summary for the special accounting period of 1 February 2019 – 31 January 2020,			
4. Reading, discussion and approval of the Financial Statements relating to the special accounting period of 1 February 2019 – 31 January 2020,			
5. Release of the Board of Directors’ members separately and individually from their liabilities with respect to their activities within the Company’s special accounting period of 1 February 2019 – 31 January 2020,			
6. Informing the shareholders on the Remuneration Policy which sets out the principles of remuneration of the Board Members and the Senior Executives in accordance with the Capital Markets Board’s regulations and providing information regarding the attendance fees paid to the Board of Directors’ members in accordance with such Policy within the			

special accounting period of 1 February 2019 – 31 January 2020,			
7. Determination of the salaries 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 2019 - 31 January 2020 and submission of information to the shareholders about the purpose and reason of non-distribution which can be stated as supporting the liquidity that the Company may need due to the impact of COVID-19 pandemic conditions on the activities of the Company,			
10. Informing the shareholders on the donations made by the Company within the special accounting period of 1 February 2019 – 31 January 2020 and determination of an upper limit for the donations to be made within the special accounting period of 1 February 2020– 31 January 2021,			
11. Informing the shareholders on the securities, pledges, collaterals and mortgages granted to third parties within the special accounting period of 1 February 2019 – 31 January 2020 in accordance with the Capital Markets Board regulations and the revenues or benefits obtained in connection therewith,			
12. Granting authority to the members of the Board of Directors in accordance with sections 395 and 396 of the Turkish Commercial Code, and informing the shareholders on the transactions carried out during the special accounting period between 1 February 2019 – 31 January			

2020, in accordance with the mandatory principle 1.3.6 of the Corporate Governance Communiqué as promulgated by the Capital Markets Board,			
13. 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.

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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