

**FROM DOGUS GAYRIMENKUL YATIRIM ORTAKLIĞI A.S. BOARD OF DIRECTORS  
CONVOCATION TO ORDINARY GENERAL ASSEMBLY DATED 31ST OF MARCH 2022**

Chamber of Commerce : Istanbul  
Trade Registry No : 373764-0  
CRS No : 0648-0081-4890-0019

The 2021 Ordinary General Assembly of our Company will be held about to discuss and resolve the agenda written below, in 31st of March 2022 Thursday, at 11:00, in the address of the Company Head Office "Maslak Mahallesi, Ahi Evran Caddesi, No:4/7 Dogus Center Maslak 34398 Maslak-Sariyer/Istanbul", open to public including all the right and stake holders and press.

In accordance with the sub clause 4 of the article 415 of Turkish Code of Commerce numbered 6102 and the subcase 1 of the article 30 of Capital Market Law numbered 6362, the right to participate and vote in General Assembly, cannot be bound to the share certificates repositioning clause. In this context, in the event of our partners who have dematerialize their share certificates within the limits of the Central Registry Agency (CRA) regulations, willing to participate in the General Assembly, they don't have to freeze their shares. But, in the event of our partners whose identities and information about the shares in their accounts cannot be viewed by our Company and refuse to notify our company of such information, willing to participate in the General Assembly, they should ensure the intermediaries hosting their accounts to lift the restriction that prevents their identities and information about the shares in their accounts to be notified to our Company, not later than the end of the last working day before the date of General Assembly. Our partners who can not to ensure the restriction is lifted, will not able to participate in our Company's General Assembly.

Our Company stake holders may be able to participate in the Ordinary General Assembly in person or through their representatives, in physical environment or electronic environment in accordance with the article 1527 of Turkish Code of Commerce numbered 6102. Those who wish to participate in the General Assembly in person or through their representatives, should notify their preferences via the Electronic General Assembly System (EGAS-EGKS) provided by the Central Registry Agency (CRA), not later than the end of the last working day before the date of General Assembly. Deputies who will be participating in the Assembly in person or through their representatives, whether assigned by notarized power of proxy given in example below or via EGAS, should show an identification in the Assembly. Stake holders or their representative who will be participating in the Assembly, should have a secure electronic signature. For this reason, it will be possible for the stake holders who will be taking action in the EGAS, to participate in the General Assembly firstly through having an electronic signature and then by signing up the CRA, e-Investor: Investor Information Center application. In accordance with the article 1526 of Turkish Code of Commerce, the secure electronic signature which's generated to the name of legal entity's authorized signatory on behalf of the company, is required in the notifications made via EGAS on behalf of legal entity partners.

Stake holders or their representatives who are willing to participate in our Company's Ordinary General Assembly in electronic environment, are required to fulfill their obligations in accordance with the provisions of the relevant articles of the Turkish Code of Commerce numbered 6102 and the "Regulations on General Assemblies in Electronic Environment in Stock Companies" published in the Official Gazette numbered 28395 dated 28th of August 2012 and the "Communique on Electronic General Assembly System Applicable in General Assemblies of Stock Companies" published in the Official Gazette numbered 28396 dated 29th of August 2012.

Stake holders who will not be able to participate in the Assembly in person and participate through a representative in physical or through electronic media via EGAS, without prejudice to their rights and obligations, should draw up their power of proxy in keeping with the example given below or

obtain the example form of power of proxy from our Company Head Office or [www.dogusgyo.com.tr](http://www.dogusgyo.com.tr) company website and draw it up in keeping with the example below fulfilling the requirements of the Capital Market Board's "Communique on Vote by Proxy and Proxy Solicitation" published in the Official

Gazette numbered 28861 dated 24th of December 2013, and submit their power of proxies signed and notarized. A proxy assigned electronically via Electronic General Assembly System, is not required to submit a power of proxy.

Our Company's 2021 Financial Statements, Board of Directors Activity Reports, Independent Audit Report, Profit Distribution Proposal of the Board of Directors, Corporate Governance Compliance Report and the Ordinary General Assembly Information Document drafted within the scope of the Capital Market Board's "Corporate Governance Communique (II-17.1)", are submitted for the knowledge of our stake holders at Public Disclosure Platform website [www.kap.gov.tr](http://www.kap.gov.tr), EGAS and our corporate website [www.dogusgyo.com.tr](http://www.dogusgyo.com.tr), and also made available for our stake holders' review in Company head office, at least 3 weeks prior to the date of General Assembly.

In accordance with the Law on Protection of Personal Data numbered 6698, you can view detailed information on the processing of your personal data by our Company, in the "Dogus Gayrimenkul Yatırım Ortaklığı A.S. Privacy Policy and Information Policy on Protection of Personal Data" which's shared with public via the website [www.dogusgyo.com.tr](http://www.dogusgyo.com.tr).

All right and stake holders and media organs are invited to our General Assembly.

Without prejudice to the provisions of voting in electronic environment, open voting by raising a hand method will be put in use in voting the agenda of the General Assembly. In accordance with the article 29 of the Capital Market Law numbered 6362, no notification with registered letter will be made to the Stake Holders for registered publicly-traded shares.

It's submitted to the knowledge of our stake holders who will be participating in the assembly in physical environment, that the General Assembly will be held abiding to the pandemic rules announced by official authorities due to the COVID-19 pandemic, HES code check will be made when entering the place of assembly.

Respectfully submitted to the knowledge of our estimable Stake Holders.

Regards,

**Dogus Gayrimenkul Yatirim Ortakligi A.S.**

**Board of Directors**

**Company Head Office:** Maslak Mahallesi, Ahi Evran Caddesi, No:4/7 Dogus Center Maslak 34398 Maslak-Sariyer/Istanbul

**DOGUS GAYRIMENKUL YATIRIM ORTAKLIGI A.S. AGENDA OF THE ORDINARY GENERAL ASSEMBLY  
DATED 31ST OF MARCH 2022**

1. Opening and constituting the assembly chairmanship,
2. Authorizing the Assembly Chairmanship on signing the Assembly Minutes and the list of participants,
3. Reading, discussing and voting the 2021 Board of Directors Annual Activity Report,
4. Reading the Summary of the Independent Audit Report of the 2021 accounting period,
5. Reading, discussing and voting the Financial Statements of the 2021 accounting period,
6. Acquit of the Members of the Board of Directors one by one, due to the 2021 activities of the Company,
7. Discussing and voting the Board of Directors proposal in regards to the 2021 activity profit distribution drafted within the scope of of the Company's Profit Distribution Policy,
8. Updating the current registered capital upper limit of the Company and in this context, discussing the amendments made in the article 7 titled "Capital and Shares" of the Articles of Incorporation that are approved by the Capital Market Board and the T.R. Ministry of Commerce and submitting these to the approval of General Assembly,
9. Within the limits of the article 37 of the Capital Market Board's "Communique on Principles Regarding the Real Estates Investment Trusts" numbered III-48.1, giving information to the stake holders,
10. In accordance with the Annex 1 article 1.3.1.c of the Capital Market Board's Communique on Principles of Corporate Governance II-17.1, submitting information about the members proposed for Board of Directors Membership candidacy,
11. Election for Board of Directors Memberships and designating their terms of office, electing the Independent Members of the Board of Directors,
12. Determining the daily allowances of the Members of the Board of Directors,
13. In accordance with the Principles of Corporate Governance, giving information to the stake holders and voting about the "Rate Policy" for Members of the Board of Directors and Senior Executives,
14. In accordance with the Turkish Code of Commerce and Capital Market Board regulations, giving approval for KPMG Bagimsiz Denetim ve Serbest Muhasebeci Mali Musavirlik A.S., the company which's designated by the Board of Directors as the auditor for the 2022 accounting period,
15. within the context of the Capital Market Board regulations, giving information to the General Assembly about the transactions made with the regarding parties within 2021,
16. Informing the General Assembly about the donations and grants made in 2021 and designating an upper limit of the donations and grants that may be made in 2022 and putting the proposed upper limit to the vote,
17. In accordance with the Capital Market Board regulations, giving information to the General Assembly about the incomes and benefits acquired from the guarantees, pledges, hypothecs and bailments given by the Company and subsidiaries in favor of third parties in 2021,
18. In accordance with the articles 395 and 396 of the Turkish Code of Commerce, authorizing the stake holders with governance control, members of the board of directors, executives with administrative responsibility and their spouses and blood relatives and relatives by marriage to the second degree, and in line with the article 1.3.6 of the Capital Market Board's Corporate Governance Communique, giving information to the General Assembly about the transactions made within this context in 2021,
19. Requests and suggestions.

## POWER OF ATTORNEY

### DOĞUŞ GAYRİMENKUL YATIRIM ORTAKLIĞI A.Ş.

I hereby appoint .....as my agent who is described in detail below in order to represent me, to vote, to submit proposals and to sign necessary documents in line with my opinions below at the General Meeting of Doğuş Gayrimenkul Yatırım Ortaklığı A.Ş. to be held on **31 March 2022 at 11.00** at the Maslak Mahallesi, Ahi Evran Caddesi, No:4/7 Doğuş Center Maslak 34398 Maslak-Sarıyer/İstanbul.

Of the Agent(\*);

Name & Surname/Business Title:

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

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

#### A) SCOPE OF THE REPRESENTATION AUTHORITY

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

##### 1.About the Items on the General Meeting Agenda;

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

##### Instructions:

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

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

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

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

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

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

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

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

- a) Tertip and series:\*
- b) Number/Group:\*\*
- c) Pieces-Nominal value:
- ç) Whether privileged or not in the vote:
- d) Written to the name of Bearer-Holder:\*
- e) Rate to total shares/voting rights owned by the allottee:

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

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

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

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

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

Address:

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

SIGNATURE: