

**FROM DOGUS GAYRIMENKUL YATIRIM ORTAKLIĞI A.S. BOARD OF DIRECTORS  
CONVOCAION TO ORDINARY GENERAL ASSEMBLY DATED 5TH OF APRIL 2024**

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

Our Company's 2023 Ordinary General Meeting is going to be held open to public including all beneficiaries and media, in order to negotiate and resolve the agenda written below, on the 5<sup>th</sup> of April 2024 at 11:00 am, in Company's Registered Office's address of "Maslak Mahallesi, Ahi Evran Caddesi, No:4/7 Dogus Center Maslak 34398 Maslak-Sariyer/Istanbul".

In accordance with the article 415 clause 4 of the Turkish Commercial Code numbered 6102 and article 30 clause 1 of the Capital Market Law numbered 6362, right to vote and attend the General Assembly shall not be made conditional on stocking of share certificates. Within this scope, if our partners who have dematerialized their share certificates pursuant to the Central Registry Agency's (CRA) regulations, request to attend the General Meeting, they're not required to have their shares blocked. But, if our partners who don't want their identities and information of shares in their accounts notified to our Company and whose such information cannot be viewed by our Company, request to attend the General Meeting, they need to ensure the financial intermediaries holding their accounts, to lift the limitations that restrain their information of shares in their accounts, from being notified to our Company, until the end of the last working day prior to the General Meeting date. Our partners who fail to ensure the limitation to be lifted, shall not be able to attend our Company's General Meeting.

Our Company's stakeholders shall be able to attend the Ordinary General Meeting in physical environment or in accordance with the article 1527 of the Turkish Commercial Code numbered 6102 in electronic media, by themselves in person or through their representatives. Those who wishes to attend the General Meeting by themselves in person or through their representatives, need to state their preferences until the end of the last working day prior to the General Meeting, through the Electronic General Meeting System (EGMS) provided by the Central Registration Agency (CRA). Whether they're assigned by a notary certified letter of attorney issued according to the example below or through EGMS, proxies attending the meeting in person or through their representatives, need to show their identity in the meeting. Stakeholders or representatives who will be attending the meeting in electronic media, need to have a secure electronic signature. Therefore, it shall be possible for stakeholders who will be proceeding through EGMS, to attend the General Meeting by having a secure electronic signature at first and through registering to the CRA, e-Investor: Investor Information Center application. In accordance with the article 1526 of the Turkish Commercial Code, in notifications made through EGMS on behalf of legal entity partners, legal entity authorized signatories' secure electronic signatures are required which is generated as per their names on behalf of the company.

Stakeholders or their representatives who wishes to attend our Company's Ordinary General Meeting in electronic media, are required to fulfill their obligations pursuant to the provisions of the relevant articles of the Turkish Commercial Code and the "Regulations on General Meetings of Stock Companies Held in Electronic Media" published in the Official Gazette dated 28<sup>th</sup> August 2012 and numbered 28395 and the "Communique on Electronic General Meeting system to be Implemented in Stock Companies' General Meetings" published in the Official Gazette dated 29<sup>th</sup> August 2012 and numbered 28396.

Save for the rights and obligations of stakeholders who won't be able to participate in the meeting in person and attend it by their representatives physically or electronically through EGMS, such stakeholders are required to issue their letters of attorney with due regard to the example given below or obtain the letter of attorney form example from our Company's Registered Office or company website [www.dogusgyo.com.tr](http://www.dogusgyo.com.tr) and in line with this, fulfill the requirements of Capital Market Board's "Communique on Voting by Proxy and Proxy Solicitation" (II-30.1) published and enacted in the Official Gazette dated 24<sup>th</sup> December 2013, numbered 28861 and submit their letters of attorney with due regard to the example below and of which the signature is notary certified. Proxy who is assigned electronically through Electronic General Meeting System, is not required to submit a letter of attorney.

Our Company's 2023 financial Statements, Board of Directors Activity Report, Independent Audit Report prepared pursuant to the Capital Market Board's regulations, Profit Appropriation Proposal of Board of Directors, Corporate Governance Compliance Report, Corporate Governance Information Form, Sustainability Principles Compliance Report and the Ordinary General Meeting Document of Acknowledgement prepared within the context of the Capital Market Board's "Corporate Governance Communique (II-17.1)", are submit for our stakeholders' information in the Public Disclosure Platform [www.kap.gov.tr](http://www.kap.gov.tr), EGMS and in our corporate website [www.dogusgyo.com.tr](http://www.dogusgyo.com.tr), and furthermore, made available for our stakeholder's review at least three weeks prior to the General Meeting date.

In accordance with the Law on Protection of Personal Data numbered 6698, you can get detailed information regarding the processing of your personal data by our Company, from "Dogus Gayrimenkul Yatirim Ortakligi A.S. Privacy Policy and Information Policy on Protection of Personal Data" that is shared with public in the website [www.dogusgyo.com.tr](http://www.dogusgyo.com.tr).

All beneficiaries and media organs are invited to our General Meeting.

Save for the provisions of voting in electronic media, open vote by raising hand shall be used in voting the Agenda Articles in the General Meeting. In accordance with the article 24 of the Capital Market Law numbered 6362, stakeholders shall not be notified by registered letter for registered stock exchange shares.

Submit for estimable stakeholders' information.

Best Regards,

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

**Board of Directors**

**Registered 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 5TH OF APRIL 2024**

1. Opening and constitution of meeting's chairmanship,
2. Authorizing the Meeting Chairmanship on signing the meeting minutes and the list of attendants,
3. Reading, negotiating and voting the 2023 Board of Directors Annual Activity Report,
4. Reading the summary of the Independent Audit Report on 2023 accounting period,
5. Reading, negotiating and voting the Financial Statements regarding the 2023 accounting period,
6. Acquitting the Members of the Board of Directors individually due to the Company's 2023 activities,
7. Negotiating and voting the Board's proposal regarding the 2023 activity profit appropriation prepared within the context of Company's Profit Appropriation,
8. Informing the stakeholders pursuant to the article 37 of Capital Market Board's "Principles Communique On Real Estates Investment Trusts" numbered III-48.1,
9. Submitting information about people who are proposed for Board of Directors Membership Candidates, as required by the Annex 1 article 1.31.c of Capital Market Board's Corporate Governance Communique II-17.1,
10. Holding an election for the Memberships of Board of Directors and determining their term of office, election of the Independent Members of Board of Directors,
11. Determination of Board Members' daily allowances,
12. As required by the Corporate Governance Principles, informing the stakeholders about and approving the "Fee Policy" and the payments made within the context of this policy for the Members of Board of Directors and Senior Executives,
13. As required by the Turkish Commercial Code and Capital Market Board regulations, selection of the independent audit firm determined by the Board of Directors as the auditor for 2024 accounting period,
14. Within the context of Capital Market Board regulations, informing the General Assembly about the transactions made with the relevant parties within 2023,
15. Informing the General Assembly about the donations and grants made in 2023 and determining an upper limit for the grants to be made in 2024 and putting this limit to the vote,
16. As required by the Capital Market Board regulations, informing the General Assembly about the income and rewards monetized with the guarantees, pledges, hypothecs and sureties given by the Company and its' affiliated partners in 2023 in favor of third persons,
17. Permitting the stakeholders who hold administrative control, members of board of directors executives with administrative responsibility, and their spouses and blood and by-marriage relatives of second degree and as required by the articles 395 and 396 of the Turkish Commercial Code and article 1.3.6. of the Capital Market Board's Corporate Governance Communique, informing the General Assembly about the transaction made in 2023 within this context,
18. Providing information to shareholders at the General Assembly about the Company's "Human Rights Policy" and "Anti-Bribery and Anti-Corruption Policy" established within the scope of sustainability studies
19. Wishes 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 **5 April 2024 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: