



**PROXY FORM FOR THE ORDINARY GENERAL ASSEMBLY MEETING
TORUNLAR REAL ESTATE INVESTMENT COMPANY
TO THE CHAIR OF THE BOARD OF DIRECTORS**

I hereby appoint ----- as my proxy authorized to represent me, to vote, to make proposals and to sign the required documents in line with the views I express herein below at 2018 Ordinary General Assembly meeting of the company Torunlar Real Estate Investment Company that will convene on Tuesday 30.04.2019 at 11:00 at the Head-office of Torunlar REIC located at Rüzgarlıbahçe Mahallesi Özalp Çıkmaızı No: 4 Beykoz / İstanbul.

The Proxy (*);

Name – Surname /Tradename:

TR ID No/Tax ID No, Trade Register and Number and MERSIS (Central Registration System) Number:

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

A) SCOPE OF THE REPRESENTATIVE AUTHORITY

The scope of the authority of representation shall be identified by choosing (a), (b), or (c) options in the following sections 1 and 2.

1.About the agenda items of General Assembly;

- a) The proxy is authorized to vote in line with his own views
- b) The proxy is authorized to vote in line with the recommendations of the company management
- c) The proxy is authorized to vote in line with the instructions stated in the table provided below.

Instructions:

In case the shareholder opts for the option (c), the shareholder should tick “Accept” or “Reject” box and if the shareholder ticks the “Reject” box, then he/she should write the dissenting opinion to be noted down in the minutes of the General Assembly.

	MEETING AGENDA	ACCEPTED	REJECTED	DISSENTING OPINION
1	Opening and election of the Presiding Committee,			
2	Authorization of the Presiding Committee to sign the minutes of the General Assembly,			
3	Reading of and deliberations on the Board of Directors' Report on the operations and accounts of the year 2018,			
4	Reading of and deliberations of the Auditors' Report and the summary statement of the independent external auditing firm DRT Bağımsız Denetim ve Serbest Muhasebeci Mali Müşavirlik A.Ş. (Deloitte),			
5	Approval, approval after modification or refusal of Board of Directors' submission of 2018 Financial Statements,			
6	Approval, approval after modification or refusal of the proposal concerning the distribution of profit,			
7	Discharge of the Members of the Board of Directors from liability in respect of their operations in the year 2018,			
8	Re-election or replacement of the Members of the Board of Directors and assignment of their term of office,			
9	Decision on the monthly honorarium of the Chairman and Members of the Board of Directors,			
10	Approval of the Independent External Auditing Firm for the year 2019, elected by the Board of Directors as per the Capital Markets Board communiqué on Independent Audit Standards in the Capital Markets,			
11	Informing the General Assembly about the donations and grants made in the year 2018, determination of the upper limit for the donations and grants to be made for the year 2019, determination of the upper limit for the donations and grants to be made for the year 2020 until the 2019 General Assembly Meeting is being held,			
12	Informing our shareholders about transactions with related parties in 2018 within the scope of the Capital Markets Board legislation,			
13	Informing the General Assembly on the details of securities, pledges, and mortgages granted to the third parties in pursuance of the Capital Market's Board resolution No. 17.1 Corporate Governance No. 12/4,			
14	Informing our shareholders about whether or not the Members of the Board of Directors conduct business that fall within the scope of the company's activities directly or or on behalf of others, to become shareholders in companies performing such transactions and to conduct other transactions as set forth in Articles 395 - 396 of the Turkish Commercial Code,			
15	Proposal to grant permission to the Members of the Board of Directors to perform directly or on behalf of others, the transactions that fall within the scope of the company's activities, to become shareholders in companies performing such transactions and to conduct other transactions as set forth in Articles 395 - 396 of the Turkish Commercial Code,			
16	Torunlar REIC purchased the whole land registered in Istanbul, Basaksehir province, Ikitelli-2 neighbourhood, city block: 858, parcel no: 3 with 12,131.79 m ² of surface area (adjacent to Mall of Istanbul shopping center) from the Municipality of Basaksehir with a higher price than the appraisal company valued. The situation will be announced to the shareholders and the necessary information will be provided.			
17	Wishes and requests,			
18	Closing.			

(*) The issues on the General Assembly meeting agenda are listed separately. If the minority has a differing draft resolution, necessary arrangements should be made to enable them to vote by proxy.

2. Special instruction with regard to other issues that may come up during the General Assembly meeting and specifically for the exercise of minority rights:

- a) The proxy is authorized to vote in line with his own views
- b) The proxy is not authorized to represent in these matters

c) The proxy is entitled to vote in line with the following special instructions.

SPECIAL INSTRUCTIONS; The special instructions (if there is any) to be given by the shareholder to the proxy are stated herein.

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

1. I hereby authorize the proxy to represent my shares specified in detail as follows.

- a) Class and series:*
- b) Number/Group:**
- c) Unit – Nominal Value:
- d) Share with voting power or not:
- e) Bearer/Registered:*
- f) Ratio of the total shares/voting rights of the shareholder:

*Such information is not requested for the shares that are materialised.

**Information related to the group will be given instead of the number for the shares that are materialised.

2. I hereby confirm that the proxy 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 No/Tax ID No, Trade Register and Number and MERSİS (Central Registration System) Number:

Address:

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

SIGNATURE