

DOĞANLAR MOBİLYA GRUBU İMALAT SANAYİ VE TİCARET ANONİM ŞİRKETİ

INVITATION TO THE ORDINARY GENERAL ASSEMBLY MEETING FOR THE YEAR 2023

BY THE BOARD OF DIRECTORS

To discuss and resolve the following agenda, the Ordinary General Assembly will be convened on Friday June 28, 2024, at 10:30 a.m. at İdealtepe Mahallesi Rifkî Tongşir Caddesi No:107 Maltepe/Istanbul.

The Board of Directors Annual Report for the 2023 accounting period, Corporate Governance Principles Compliance Report, Corporate Governance Information Form, Financial Statements, Independent Audit Report, Proposal on Dividend Distribution, General Assembly Information Document, Proxy Form and other relevant documents pertaining to our Company that must be submitted to the inspection of the shareholders prior to the general assembly as per the legislation will be available for review by our Shareholders within the legal three-week period prior to the meeting, excluding the meeting and announcement days at the Company address in at İdealtepe Mahallesi Rifkî Tongşir Caddesi No:107 Maltepe/Istanbul, on our company's website www.doganlarmobilyagrubu.com and the Electronic General Meeting System ("e-GKS") system.

Shareholders who will not attend the meeting in person, to be able to use their voting rights through a proxy, must submit their notarized proxy form to our company in accordance with the sample attached and the regulations of the Communiqué on Voting by Proxy and Proxy Solicitation (II-30.1) of the Capital Markets Board. You can obtain a proxy form from our company headquarters or website www.doganlarmobilyagrubu.com. A proxy appointed via the Electronic General Meeting System ("e-GKS") can attend the General Meeting both in person or via the e-GKS without submitting any other proxy document. A proxy who wishes to attend the meeting in person, regardless of whether they have been appointed by a notarized proxy form or authorized via the e-GKS, must present an ID card to be able participate in the meeting.

The Ordinary General Assembly Meeting will be open to stakeholders and the public without the right to speak. To electronically attend the Ordinary General Assembly, our shareholders or their representatives must fulfil the relevant obligations as per the "Communiqué on the Electronic General Assemblies of Joint Stock Companies" published in Official Gazette No. 28395 on August 28, 2012, and the "Communiqué on the Use of Electronic General Assembly System to be Implemented at the General Assemblies of Joint Stock Companies" published in Official Gazette No. 28396 on August 29, 2012. For more information on the regulations, please contact the MKK or visit www.mkk.com.tr

As per the Turkish Commercial Code and the Capital Markets Law, shareholders who want to participate in the Ordinary General Assembly are not required to deposit their shares in an institution. To attend to the General Assembly, our shareholders must fulfil the procedures publicly disclosed by the MKK. Only the shareholders whose names are in the list of attendees, which is based on the "list of shareholders" provided by the MKK, can attend the General Assembly. The list of attendees will be used to verify the shareholders or proxies coming to the conference hall to participate in the Ordinary General Assembly.

Respectfully submitted to our esteemed shareholder.

DOĞANLAR MOBİLYA GRUBU İMALAT SANAYİ VE TİCARET ANONİM ŞİRKETİ

AGENDA OF THE ORDINARY GENERAL ASSEMBLY MEETING DATED JUNE 28, 2024

- 1)** Opening and election of the Meeting Chairperson, authorizing the Meeting Chairperson to sign the minutes of Meeting,
- 2)** Reading, discussion, and approval of the Board of Directors' Annual Report for the 2023 operating period,
- 3)** Reading, discussion, and submitting for approval, of the summary of the Independent Auditor's Report prepared by the Independent Audit Firm for the 2023 operating period,
- 4)** Reading, discussion, and submitting for approval, of the Financial Statements for the 2023 operating period,
- 5)** Informing the General Assembly about the measures to be taken pursuant to Article 403 of the Turkish Commercial Code since the Independent Audit Report contains a Conditional Opinion,
- 6)** Making a resolution on release of the members of the Board of Directors on an individual basis for their activities and transactions for 2023,
- 7)** Discussion and voting on the Board of Directors' proposal on dividend distribution,
- 8)** Informing the General Assembly on related party transactions performed in 2023,
- 9)** Informing the shareholders about the payments made within the scope of the "Remuneration Policy" for the members of the Board of Directors and senior executives in accordance with the Corporate Governance Principles,
- 10)** Submission of the independent audit firm appointed by the Board of Directors for 2024 upon proposal by the Audit Committee, for the approval of the General Assembly,
- 11)** Informing the General Assembly Within the Scope of Principle No. 1.3.6 of the Capital Markets Board's Communiqué No. II-17.1 Corporate Governance,
- 12)** Informing the General Assembly about the guarantees, pledges and mortgages given by the Company in favour of third parties in 2023 in accordance with the Capital Markets Board regulations,
- 13)** Informing the General Assembly about the share buy-back transactions carried out pursuant to the resolution of the Board of Directors of our Company dated 23.05.2018 and the share buy-back transactions initiated with the resolutions of the Board of Directors dated 17.02.2023, 07.08.2023 and 31.10.2023 within the framework of the announcement made by the Capital Markets Board ("CMB") on 14.02.2023,
- 14)** Discussing the amendment text of the Articles of Association regarding the amendment of Article 6 of the Company's Articles of Association and submitting it to the approval of the General Assembly,
- 15)** Informing the shareholders about the application made by the Board of Directors to the Capital Markets Board and the opinion of the Capital Markets Board with the report prepared by the Corporate Governance Committee regarding the 3 (three) Independent Members of the Board of Directors currently serving due to the inclusion of our Company in Group 1 Companies as of 2024 with the Capital Markets Board's Announcement dated 25.01.2024 and numbered 2024/6,
- 16)** Determining the attendance fees to be paid to the members of the Board of Directors,

- 17)** Informing the shareholders about the donations and aids made by the Company to foundations and associations for social relief purposes in 2023 and setting an upper limit for donations to be made in 2024 in accordance with the Capital Markets Board regulations,
- 18)** Authorizing the members of the Board of Directors to perform the transactions specified in Articles 395 and 396 of the Turkish Commercial Code and informing the General Assembly about the transactions carried out within this scope in 2023 in line with the Corporate Governance Principles,
- 19)** Wishes and adjournment.

ANNEX-3 POWER OF ATTORNEY

POWER OF ATTORNEY

TO THE CHAIRMAN OF THE BOARD OF DIRECTORS OF DOĞANLAR MOBİLYA GRUBU İMALAT SANAYİ VE TİCARET ANONİM ŞİRKETİ

I hereby appoint ----- introduced as detailed below as my proxy authorized to represent me, to vote, to make proposals and to sign the required papers in line with the views I express below at the Ordinary General Assembly of Doğanlar Mobilya Grubu İmalat Sanayi Ve Ticaret Anonim Şirketi A.Ş. that will convene on June 28, 2024, Friday at 10:30 a.m at the address of İdealtepe Mahallesi Rifkî Tongsir Caddesi No:107 Maltepe/İstanbul.

The Attorney's (*):

Name Surname / Trade Name:

TR ID Number/ Tax ID Number, Trade

Register and Number and MERSİS Number:

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

A) Scope Of Representation

The scope of representative power should be defined after choosing one of the options (a), (b) or (c) in the following sections 1 and 2.

1. About the agenda items of General Assembly;

- a. The attorney is authorized to vote according to his/her opinion.
- b. The attorney is authorized to vote on proposals of the attorney partnership management.
- c. The attorney is authorized to vote in accordance with the following instructions stated in the table.

Instructions:

In the event that the shareholder chooses the (c) option, the shareholder should mark "Accept" or "Reject" box and if the shareholder marks the "Reject" box, then he/she should write the dissenting opinion to be noted down in the minutes of the general assembly.

Agenda Items (*)	Accept	Reject	Dissenting Opinion
1) Opening and election of the Meeting Chairperson, authorizing the Meeting Chairperson to sign the minutes of Meeting,			
2) Reading, discussion, and approval of the Board of Directors' Annual Report for the 2023 operating period,			
3) Reading, discussion, and submitting for approval, of the summary of the Independent Auditor's Report prepared by the Independent Audit Firm for the 2023 operating period,			
4) Reading, discussion, and submitting for approval, of the Financial Statements for the 2023 operating period,			
5) Informing the General Assembly about the measures to be taken pursuant to Article 403 of the Turkish Commercial Code since the Independent Audit Report contains a Conditional Opinion,			
6) Making a resolution on release of the members of the Board of Directors on an individual basis for their activities and transactions for 2023,			
7) Discussion and voting on the proposal of the Board of Directors regarding dividend distribution			
8) Informing the General Assembly on related party transactions performed in 2023,			
9) Informing the shareholders about the payments made within the scope of the "Remuneration Policy" for the members of the Board of Directors and senior executives in accordance with the Corporate Governance Principles,			
10) Submission of the independent audit firm appointed by the Board of Directors for 2024 upon proposal by the Audit Committee, for the approval of the General Assembly,			
11) Informing the General Assembly Within the Scope of Principle No. 1.3.6 of the Capital Markets Board's Communiqué No. II-17.1 Corporate Governance,			
12) Informing the General Assembly about the guarantees, pledges and mortgages given by the Company in favour of third parties in 2023 in accordance with the Capital Markets Board regulations,			

<p>13) Informing the General Assembly about the share buy-back transactions carried out pursuant to the resolution of the Board of Directors of our Company dated 23.05.2018 and the share buy-back transactions initiated with the resolutions of the Board of Directors dated 17.02.2023, 07.08.2023 and 31.10.2023 within the framework of the announcement made by the Capital Markets Board ("CMB") on 14.02.2023,</p>			
<p>14) Discussing the amendment text of the Articles of Association regarding the amendment of Article 6 of the Company's Articles of Association and submitting it to the approval of the General Assembly,</p>			
<p>15) Informing the shareholders about the application made by the Board of Directors to the Capital Markets Board and the opinion of the Capital Markets Board with the report prepared by the Corporate Governance Committee regarding the 3 (three) Independent Members of the Board of Directors currently serving due to the inclusion of our Company in Group 1 Companies as of 2024 with the Capital Markets Board's Announcement dated 25.01.2024 and numbered 2024/6</p>			
<p>16) Determining the attendance fees to be paid to the members of the Board of Directors,</p>			
<p>17) Informing the shareholders about the donations and aids made by the Company to foundations and associations for social relief purposes in 2023 and setting an upper limit for donations to be made in 2024 in accordance with the Capital Markets Board regulations,</p>			
<p>18) Authorizing the members of the Board of Directors to perform the transactions specified in Articles 395 and 396 of the Turkish Commercial Code and informing the General Assembly about the transactions carried out within this scope in 2023 in line with the Corporate Governance Principles,</p>			
<p>19. Wishes and adjournment.</p>			

2. Special instruction related to other issues that may come up during General Assembly meeting and rights of minority:

- a) The attorney is authorized to vote according to his/her opinion.
- b) The attorney is not authorized to vote on these matters.
- c) The attorney is authorized to vote for the items in accordance with the special instruction.

Special Instruction: The special instructions (if there is any) to be given by the shareholder to the attorney are stated herein.

A) The shareholder specifies the shares to be represented by the attorney by choosing one of the following.

1. I hereby confirm that the attorney represents the shares specified in detail as below

- a) Order and Serial: *
- b) Number/Group: **
- c) Amount-Nominal Value:
- ç) Privilege on Vote or not:
- d) Bearer- Registered: *
- e) Ratio of the total shares/voting rights of the shareholder:

(*) Such information is not required for dematerialized shares.

(**) For dematerialized shares, information related to the group will be given instead of number.

2. I hereby confirm that the attorney 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.

SHAREHOLDER'S (*)

Name Surname OR Tittle:

TR ID Number/ Tax ID Number, Trade Register and Number and MERSİS Number:

Address:

Signature:

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