

# **AG ANADOLU GRUBU HOLDİNG A.Ş.**

## **ORDINARY GENERAL ASSEMBLY INFORMATION DOCUMENT**

### **ORDINARY GENERAL ASSEMBLY ANNOUNCEMENT**

Our Company’s 2021 Shareholders General Assembly Meeting will be held to discuss and decide on the agenda items specified below on April 28, 2022, Thursday at 2 pm at the address of “Fatih Sultan Mehmet Mahallesi, Balkan Caddesi No:58 Buyaka E Blok 34771 Tepeüstü Ümraniye İstanbul”.

Meeting agenda along with General Assembly Meeting Information Document will be available for the review of our shareholders at our Company offices, at the address of Fatih Sultan Mehmet Mahallesi Balkan Caddesi No:58 Buyaka E Blok 34771 Tepeüstü Ümraniye İstanbul, our website at [www.anadolugrubu.com.tr](http://www.anadolugrubu.com.tr), at Public Disclosure Platform, Electronic General Assembly System and E-Company Platform, 21 days prior to the meeting.

Shareholders may attend the General Assembly Meeting in person or electronically, by themselves or by proxy. Since having a secure e-signature is a prerequisite for electronic attendance to the General Meeting, the shareholders or their representatives who will attend the meeting electronically through the Electronic General Assembly System (“EGKS”) should have a secure e-signature and also be registered with the “e-Yatırımcı: Yatırımcı Bilgi Merkezi” of Merkezi Kayıt İstanbul A.S. The shareholders or their representatives who do not have secure e-signature or are not registered with the “e-Yatırımcı: Yatırımcı Bilgi Merkezi”, will not be able to attend the meeting electronically through EGKS.

Our shareholders and their representatives, who attend the meeting electronically are required to fulfill their obligations in accordance with the provisions of “Regulation Regarding the Electronic General Assembly of the Joint Stock Company” published on the Official Gazette dated 28 August 2012 and numbered 28395 and “Communiqué Regarding the Electronic General Assembly System to be Applied in the General Assembly Meeting of the Joint Stock Company” published on the Official Gazette dated 29 August 2012 and numbered 28396.

The shareholders attending the General Meeting in person, are requested to present their ID cards or Passports at the venue.

Our shareholders, who cannot physically attend the meeting, without prejudice to the obligations and rights of shareholders who will attend electronically, shall prepare their proxies in line with the template that is attached (APPENDIX-1) or published at our Company’s website addressed [www.anadolugrubu.com.tr](http://www.anadolugrubu.com.tr) or available in the Headquarters of our Company. Shareholders shall submit their proxies including their notarized signatures, in accordance with the “Communiqué Regarding Proxy Voting and Call Based Proxy Meetings” numbered II-30.1 that became effective by being published at the Official Gazette dated 24.12.2013 and numbered 28861. A proxy that has been appointed electronically through Electronic General Assembly System is not required to submit a proxy document. Attendance to the General Assembly Meeting will not be possible with proxy documents that are not consistent with the attached sample document which is required by the Communiqué.

Our shareholders who will be voting through the Electronic General Assembly System may refer to the Central Registry Istanbul, <http://www.mkk.com.tr>, in order for them to perform their

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obligations stipulated in the Regulation regarding Electronic General Assemblies of Joint Stock Companies.

Pursuant to paragraph 4 Article 415 of Turkish Commercial Code number 6102 and paragraph 1 Article 30 of Capital Market Law the right to participate and cast votes in general assemblies is not subject to the condition of depositing share certificates. Accordingly, shareholders are not required to block their shares to attend the General Assembly.

Respectfully submitted to the attention of the Shareholders.

**AG ANADOLU GRUBU HOLDİNG AŞ**  
**BOARD OF DIRECTORS**

**Address** : Fatih Sultan Mehmet Mahallesi, Balkan Caddesi No:58 Buyaka E Blok 34771 Tepeüstü Ümraniye İstanbul

Trade Registry and Number: İstanbul/143399

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**AGENDA OF THE ORDINARY GENERAL ASSEMBLY  
OF AG ANADOLU GRUBU HOLDİNG A.Ş.  
TO BE HELD ON APRIL 28, 2022**

- 1) Opening and the establishment of the Board of Assembly;
- 2) Reading and discussion of the Annual Report for 2021;
- 3) Reading the report of the Independent Audit Company for the Jan. 1, 2021– Dec.31, 2021 period;
- 4) Reading, discussion and approval of the consolidated financials for 2021 pursuant to CMB regulations;
- 5) Acquittal of the Board of Directors separately regarding their activities in 2021;
- 6) Discussion of the proposal of the Board of Directors regarding dividend distribution and determining the dividend rate;
- 7) Election, determination of tenure and remuneration of the new members of the Board of Directors as well as independent members in compliance with Corporate Governance Principles;
- 8) Approval of the independent audit company selected by Board of Directors in accordance with the Turkish Commercial Code and Capital Markets Law;
- 9) Information to shareholders regarding donations made in 2021 in accordance with the Turkish Capital Market Regulations;
- 10) In line with Capital Markets Board’s legislation, information to be given to the shareholders on any income and benefits obtained by granting collaterals, pledges, mortgages and guarantees in favor of third persons;
- 11) Informing the General Assembly of the transactions, if any, within the context of Article 1.3.6. of the Corporate Governance Communique (II-17.1.) of the Capital Markets Board;
- 12) Authorization of the members of the Board of Directors as per Articles 395 and 396 of the Turkish Commercial Code;
- 13) Closing.

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### ADDITIONAL EXPLANATIONS UNDER CAPITAL MARKETS BOARD (CMB) REGULATIONS

The notifications and explanations required by the “Communiqué on Principles for Corporate Governance” No: II-17.1 of the Capital Market Board regarding the agenda items are specified under the related agenda item. Other general explanations are also presented in this document for the attention of shareholders:

#### 1. Capital Structure and Voting Rights

Shareholders of Anadolu Grubu Holding A.Ş. are provided with the following table:

Shareholding Structure	Share in Capital ('000 TL)	Share in Capital (%)	Voting Right ('000 TL)	Voting Right (%)
AG Sınai Yatırım ve Yönetim A.Ş.	118,474	48.65	118,474	48.65
Azimet Portföy SKY Serbest Özel Fon (*)	18,772	7.71	18,772	7.71
Others (**)	106,289	43.64	106,289	43.64
Total	243,535	100.00	243,535	100.00

(\*) Süleyman Kamil Yazıcı and his daughters (Fazilet Yazıcı, Gülten Yazıcı, Gülşen Yazıcı, Nilgün Yazıcı, Hülya Elmaloğlu) are the Qualified Investors of Azimet Portföy SKY Serbest Özel Fon and the shares of the fund have been allocated only to these mentioned individuals as predetermined.

(\*\*) Consists of Özilhan and Yazıcı Family members and public shares.

Shareholders of AG Sınai Yatırım ve Yönetim A.Ş. are Kamil Yazıcı Yönetim ve Danışma A.Ş. (with ultimate control of S. Kamil Yazıcı Family) and İzzet Türkan Özilhan Yönetim ve Danışmanlık A.Ş. (with ultimate control of Özilhan Family) by 50% share each and AG Sınai is indirectly managed by S. Kamil Yazıcı Family and İzzet Özilhan Family through equal shareholding and equal representation principle.

Anadolu Grubu Holding's common shares are divided into two classes as A and B with each class of shares having equal rights on all matters except for the privilege to nominate 6 of the 12 members of the Board of Directors recognized for Class B.

Information regarding these two type of shares are provided in the following table.

Share Class	Right to Nominate	Share in Capital (000 TL)	Share in Capital (%)	Voting Right (000 TL)	Voting Right (%)
A (Bearer)	-	194,828	80.00	194,828	80.00
B (Registered)	6	48,707	20.00	48,707	20.00
Total	-	243,535	100.00	243,535	100.00

#### 2. Information on Requests by Shareholders to Include Items on the Agenda:

There was no request received from shareholders to add an additional item to the 2021 agenda of General Assembly.

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### **3. Information about significant managerial and operational changes that affected our Company's operations in the past fiscal period and the changes that are planned in the following fiscal periods and the reasons behind these changes:**

There are no significant managerial or operational changes that have affected the Company's operations in the previous fiscal period or planned for the upcoming fiscal periods.

### **ANNUAL ORDINARY GENERAL ASSEMBLY AGENDA ITEMS AND RELATED EXPLANATIONS**

#### **1) Opening and the establishment of the Board of Assembly;**

The board of the Assembly will be established pursuant to the regulations of the Turkish Commercial Code (TCC) and the Regulation regarding General Assembly Meetings of Capital Companies and the Commissioner of the Ministry of Industry and Commerce ("Regulation").

#### **2) Reading and discussion of the reports of the Board of Directors (Annual Report) for 2021;**

Pursuant to the relevant regulations, Annual Report of Board of Directors for fiscal year 2021 will be read, discussed and submitted to the approval of our shareholders. The above mentioned report has been made available for reviews of our shareholders at the Company Head Office and our website at [www.anadolugrubu.com.tr](http://www.anadolugrubu.com.tr) .

#### **3) Reading the report of the Independent Audit Company for the Jan. 1, 2021– Dec.31, 2021 period;**

Pursuant to the relevant regulations, the report of the Independent Audit Company for the fiscal year 2021 will be read out in the General Assembly Meeting. The report has been made available for review of our shareholders at the Company Head Office and our website at [www.anadolugrubu.com.tr](http://www.anadolugrubu.com.tr) .

#### **4) Reading, discussion and approval of the consolidated financials for 2021 pursuant to CMB regulations;**

Pursuant to the relevant regulations, 2021 Financial Statements will be read, discussed in the General Assembly Meeting and submitted to approval of our shareholders. The documents have been made available for review of our shareholders at the Company Head Office and our website at [www.anadolugrubu.com.tr](http://www.anadolugrubu.com.tr) .

#### **5) Acquittal of the Board of Directors separately regarding their activities in 2021;**

Pursuant to the provisions of the TCC and the Regulation, the acquittal of the members of the Board of Directors for their activities, transactions and accounts for the year 2021 will be submitted for the approval of the General Assembly.

#### **6) Discussion of the proposal of the Board of Directors regarding dividend distribution and determining the dividend rate;**

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Pertaining to our 2021 fiscal year, there is a net profit of TL 1,290,783,000 in independently audited consolidated financial statements prepared consistent with the TAS/IFRS and net profit of TL 13,112,176.16 recorded in annual statutory records. Considering the fact that there are not any net distributable profit due to the losses from prior years it was resolved to submit dividend distribution proposal from previous years' earnings (extraordinary reserves) corresponding to gross dividends of 24.64% is presented in Annex-1 on page 8 of this information document and is available at our website [www.anadolugrubu.com.tr](http://www.anadolugrubu.com.tr).

If approved at the General Assembly, for TL 1 nominal shares dividend ratio of 24.64%,

- Resident Corporate Shareholders will be paid cash dividends of gross TL 0.2463716,
- Real person shareholders will be paid cash dividends of net TL 0.2217345 per each share

corresponding to a total TL 60,000,000 dividends.

#### **7) Election, determination of tenure and remuneration of the new members of the Board of Directors as well as independent members in compliance with Corporate Governance Principles;**

According to the Corporate Governance Communique (II-17.1.) of the Capital Markets Board; appointment of the Board members and 4 independent members will be made for Board of Directors.

As proposed at the Corporate Governance Committee meeting held on February 15, 2022 and approved at the Board of Directors meeting held on February 18, 2022, Ali Galip Yorgancıođlu, Uđur Bayar, İzzet Karaca and Mehmet Ercan Kumcu are nominated as independent members.

Corporate Governance Committee evaluated all proposed candidates for independent Board of Directors membership, whether they fulfill the independence criteria or not, prepared a report on this issue and submitted this report to the Board of Directors on February 15, 2022. Each independent Board of Directors member candidate provided in a written declaration to the Corporate Governance Committee that he/she is independent within the framework of the legislation, articles of association and the criteria stated in the Corporate Governance Principles.

Board of Directors decided to elect Mr. Ali Galip Yorgancıođlu, Mr. Uđur Bayar, Mr. İzzet Karaca and Mr. Mehmet Ercan Kumcuođlu as independent member candidates within the scope of Corporate Governance Committee's report and sent this list to the CMB on February 22, 2022 to take the opinion of CMB. According to CMB's written response dated March 11, 2022, there is no objection received from CMB regarding the independent member candidates.

CVs of Board of Directors' are available at Page 9, 10, 11 and 12 in Annex-2 of the document and their declarations of independence are available on Page 13, 14, 15 and 16 in Annex-3.

In addition, the remuneration of the Board of Directors will also be determined in the General Assembly pursuant to the regulations of the Turkish Commercial Code and CMB's Corporate Governance Principles.

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#### **8) Approval of the independent audit company selected by Board of Directors in accordance with the Turkish Commercial Code and Capital Markets Law;**

In accordance with the CMB's II-17.1 communiqué published at the Official Gazette dated 03.01.2014 no 28871, about Corporate Governance Principles no 4.5.9 and 397th item of TCC, the Board of Directors resolved to select "PwC Bağımsız Denetim ve Serbest Muhasebeci Mali Müşavirlik A.Ş." as the independent auditor firm for the fiscal year 2022. This decision of the Board of Directors will be submitted for the approval of the General Assembly.

#### **9) Information to shareholders regarding donations made in 2021 in accordance with the Turkish Capital Market Regulations;**

According to the article 6 of the Capital Markets Board Communiqué numbered II-19.1, the information regarding the donations made during the year must be submitted to the General Assembly. This article is not for the approval of the General Assembly, the purpose is only to inform the General Assembly.

Donations of the Group stands at TL 23,257,368 in 2021 including Anadolu Eğitim ve Sosyal Yardım Vakfı, Türkiye Kızılay Derneği, Türk Eğitim Vakfı, Koç Üniversitesi and similar organizations.

#### **10) According to the Capital Markets Board's legislation, information to be given to the shareholders on any income and benefits obtained by granting collaterals, pledges, mortgages and guarantees in favor of third persons;**

There is no suretyship and guarantees granted or pledges including mortgages instituted by the Company in favor of third parties; Pursuant to Article 12/4 of the Capital Markets Board Corporate Governance Communiqué No. II-17.1, shareholders will be informed accordingly.

#### **11) Informing the General Assembly of the transactions, if any, within the context of Article 1.3.6. of the Corporate Governance Communiqué (II-17.1.) of the Capital Markets Board;**

The shareholders will be informed of the absence of any such transaction in 2021 as depicted in the related item above.

#### **12) Authorization of the members of the Board of Directors as per Articles 395 and 396 of the Turkish Commercial Code;**

As the performance of transactions by the members to the Board of Directors, under Article 395 of the TCC, titled "Prohibition of Transactions and Borrowing with Company" and Article 396, titled "Non-Competition," may only be possible with the approval of the General Assembly, the issuance of the authorization in question will be presented for approval of our shareholders in the General Assembly.

#### **13) Closing.**

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### ANNEX 1 – 2021 DIVIDEND DISTRIBUTION TABLE

1.	Paid / Issued Capital		243,534,517.96
2.	Total Reserve Funds (According to Legal Records)		89,843,573.57
According to the Articles of the Association, if there is any privilege in the profit distribution, information related with the mentioned privilege			NONE
		<b>According to CMB</b>	<b>According to Legal Records</b>
3.	Profit for the Fiscal Period	2,688,709,000.00	13,112,176.16
4.	Tax Payable (-)	1,397,926,000.00	-
5.	Net Profit for the Fiscal Period (=)	1,290,783,000.00	13,112,176.16
6.	Losses for the Previous Years (-)	-	1,176,362,522.57
7.	First Scheme Legal Reserve (-)	-	-
<b>8.</b>	<b>NET DISTRIBUTABLE PROFIT FOR THE FISCAL PERIOD (=)</b>	<b>1,290,783,000.00</b>	<b>- 1,163,250,346.41</b>
9.	Donations made during the year (+)	23,257,368.00	
<b>10.</b>	<b>Net Distributable period profit in which the donations are added to the primary dividend</b>	<b>1,314,040,368.00</b>	
11.	Primary Dividend to the Shareholders'	-	
	Cash	-	
	Bonus Shares	-	
	Total	-	
12.	Dividend Distributed to the Privileged Shareholders	-	
13.	Other Distributed Profit	-	
	Board Members	-	
	Employees	-	
	People other than shareholders	-	
14.	Dividend distributed to Founder Shares	-	
15.	Secondary Dividend to the Shareholders'	-	
16.	Second Scheme Legal Reserve Fund	-	
17.	Statutory Reserves	-	
18.	Special Reserve Account	-	
<b>19.</b>	<b>EXCESS RESERVE</b>	<b>1,290,783,000.00</b>	<b>-</b>
20.	Other Sources Proposed to be Distributed	60,000,000.00	60,000,000.00
	Profit for the Previous Year	-	-
	Extraordinary Reserves	60,000,000.00	60,000,000.00
	Other Reserves Distributed According to the Law and Articles of Association	-	-
<b>Total Dividend to be Distributed</b>		<b>60,000,000.00</b>	<b>60,000,000.00</b>
Dividend to equity		%24.64	%24.64

<b>Dividend corresponding to TL 1 Nominal Value Share</b>	Net (TL)	Gross (TL)
Corporate Resident Shareholders	0.2463716	0.2463716
Real Person	0.2217345	0.2463716

### Profit Distribution Table

	Class	Total Dividend Amount		Total Dividend / Net Distributable Profit	Dividend Corresponding to TL 1 Nominal Share Value	
		Cash (TL)	Bonus (TL)	Percentage (%)	Amount (TL)	Percentage (%)
NET	A	43,200,000.00	0		0.2217345	22.17
	B	12,000,000.00	0		0.2463716	24.64
	<b>Total</b>	<b>55,200,000.00</b>	<b>0</b>			



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### **ANNEX 2 – CV'S OF BOARD MEMBER CANDIDATES**

#### **Tuncay Özilhan**

Tuncay Özilhan was born in Kayseri. He studied in Saint-Joseph High School, then graduated from the Faculty of Economics of İstanbul University. He received his MBA degree from Long Island University in the United States. He started his career in 1977 as General Director of Erciyas Brewery and has undertaken responsibilities such as Coordinator of the Beer Group and General Coordinator of Anadolu Group. Tuncay Özilhan acted as the CEO of Anadolu Group from 1984 to February 2017. He is the Chairman of Anadolu Group since May 2007. He has also been serving as Chairman of Anadolu Foundation as well as various Group companies.

Özilhan served as the Chairman of TÜSİAD (Turkish Industrialist's and Businessmen's Association) from 2001 to 2003 and he is currently Chairman of its High Advisory Council. His other responsibilities include; Member of The Board at the Foreign Economic Relations Board (DEİK), Honorary Consul for the Republic of Estonia and President of Anadolu Efes Sports Club. He also served as Chairman of the Turkish – Russian Business Council at DEİK. Tuncay Özilhan holds Ministerial Medal by the Ministry Foreign Affairs of the Republic of Estonia and “The Order of the Rising Sun, Gold and Silver Star”, constituting one of the most important orders awarded by Japanese government.

#### **Kamilhan Süleyman Yazıcı**

Kamil Yazıcı graduated from New York Military Academy as lieutenant captain (96’), holds a BA degree from Emory University’s Goizueta Business School (00’), an MBA degree from American Institute of Business and Economics (05’) and has completed the GMP program at the Harvard Business School (17’). Starting his career in Anadolu Group in 2000, Yazıcı completed the orientation program at the holding later continuing his career in Anadolu Efes’s Russian beer operations where he assumed the roles of Supply Chain Director and Business Development Director during 2008-2011. In 2011, Yazıcı was appointed as General Manager of Efes Vitanta in Moldova and resumed this role until 2014. In 2014 he was appointed as Anadolu Efes Market Development Director and held this position until 2017. Since 2017, Yazıcı has been serving as Board Member and Vice-Chairman at Anadolu Group and its subsidiary boards. In addition, Yazıcı serves as Board Member for TAIK (Turkish-American Business Council), TOGG (Turkish National Auto Initiative), HBS Alumnus (Harvard Business School’s Alumni Board) and is Chairman of KYDAS (the Kamil Yazici Family Trust).

#### **Talip Altuğ Aksoy**

Talip Altuğ Aksoy received his bachelor’s degree in economics from Oglethorpe University in USA. He began his career as Finance Assistant Specialist at Anadolu Group in 1995 and was appointed as a Finance Specialist in 1996. Aksoy worked as Human Resources and Treasury Specialist from 1998 to 2000. He served as Director of Sales and Marketing at Efes Invest from 2000 to 2003 and was appointed as the Director of Trade and Export at Efes Beer Group in January 2003. Continuing his career at Anadolu Group as the Director of Purchasing and Logistics between 2006-2008, Aksoy was appointed as Director of Supply Chain of Efes Beer Group in June 2008. In November 2011, he was appointed as Efes Turkey Managing Director and served in this position until January 2017. Aksoy still continues to serve as a Board Member in various Anadolu Group companies.

#### **Beliz Çevik Chappuie**

Beliz Çevik Chappuie received her bachelor’s degree in environmental engineering from Istanbul Technical University and MBA degree from Indiana University with a concentration in finance. She began her career as finance program evaluator in Office of State Audits and Evaluations in 2001 and still serves as an Chief

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of Audit Services in California Public Employees' Retirement System. With over 20 years of experience in investment and finance, Beliz Çevik Chappuie holds Certified Public Accountant and Certified Information Systems Auditor licences.

#### **Tuğban İzzet Aksoy**

Tuğban İzzet Aksoy graduated from the Management and International Finance Department of the University of Oglethorpe in the USA, following his education at the Austrian High School. He began his professional career as an Assistant Expert in the Financial Affairs Directorate at Anadolu Endüstri Holding, in 1996. In December 1998 he was appointed as a Senior Broker at the Alternatifbank Treasury Department. Following five years in this role, Aksoy took on the role of Corporate Finance and Risk Manager at the Treasury and Risk Management Department of Anadolu Endüstri Holding A.Ş. in June 2003. In April 2008, he became Assistant Coordinator at Business Development Directorate, and between 2009-April 2019, he worked as Anadolu Group Energy Sector Coordinator. He continues to serve as Board Member in various Anadolu Group companies. Aksoy, who has participated in professional training and seminars in his field, is member of energy groups of TÜSİAD and TOBB . He is also the executive board member of the Turkish Jockey Club. Aksoy has been serving as an honorary consul of Georgia since 2016 and also holds Georgian Government Medal of Honor.

#### **Mustafa Ali Yazıcı**

Mustafa Ali Yazıcı graduated from Galatasaray High School in Istanbul and received his bachelor's degree in finance from Georgetown University in Washington D.C. After working at Morgan Stanley's London office as a financial analyst, he served as managing director of a firm specializing in e-commerce from 2005 to 2010. He served as managing director of Clouduro, a firm that he co-founded, which specializes in cloud computing and fintech industries from 2011-2017. Since 2017, he has been serving as a board member of Anadolu Group and its subsidiary companies.

#### **Dr. Yılmaz Argüden**

Dr. Argüden is the Chairman of ARGE Consulting, a globally recognized Turkish management consulting firm known for value creating strategies, governance, and sustainability. He is also the Chairman of Rothschild&Co investment bank in Türkiye. His career spans the private sector, public sector, multinational institutions, NGOs, and academia. Dr. Argüden served on the boards of more than 70 national and international corporations. He is an adjunct Professor of Business Strategy, an author of numerous books and a columnist focusing on business, strategy, governance, and sustainability.

He is a renowned governance expert and served as the Vice-Chairman of the Governance Committee of the Business at OECD, as a member of the IFC's Corporate Governance Advisory Board, and as the Chairman of Trustees of the Argüden Governance Academy. He has also served as the Vice-Chair of the Turkish Basketball Federation. As a social entrepreneur he has founded and led numerous NGOs and initiated the National Quality Movement. As the elected Global Chair of the National Networks, he has served on the Board of the UN Global Compact, the world's largest sustainability platform.

He is an Eisenhower Fellow; a recipient of numerous leadership, distinguished citizenship, and career awards; and was selected by the World Economic Forum as a "Global Leader for Tomorrow" for his commitment to improving the state of the world.

#### **Rasih Engin Akçakoca**

R. Engin Akçakoca received his undergraduate degree from Middle East Technical University in Management and started his career in banking in 1974. He assumed Deputy General Manager position in Koç-Amerikan Bank during 1986 and 1991 and General Manager position in Koçbank A.Ş. during 1991 and

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2000. He was appointed as the Chairman of the Banking Regulation and Supervision Agency and the Savings Deposit Insurance Fund in 2001 responsible for a large-scale banking sector restructuring program held in Turkey. Akçakoca has been working as a consultant since 2004 and holds board member positions in various Anadolu Group companies.

#### **Ali Galip Yorgancıođlu (Independent Board Member)**

A. Galip Yorgancıođlu graduated from Galatasaray High School and then studied at the Faculty of Business Administration at Bođaziçi University. He started his professional life at Phillip Morris as Marketing Manager of Marlboro Cigarettes. Later on, he worked as South East European Marketing Director at Diageo, Turkey and Eurasia Marketing Director at Coca-Cola, and then as Turkey General Manager at Burger King. In April 2004, he started to work as CEO of Mey İçki, which was founded after Tekel Alcoholic Beverages section was privatized in December 2003. He continued to work as CEO of Mey İçki / Diageo Turkey until his retirement on 30 September 2017. Yorgancıođlu complies with all of the independent member requirements, defined in the Capital Markets Board (CMB) Corporate Governance Principles.

#### **Uđur Bayar (Independent Board Member)**

Uđur Bayar received his Bachelor of Science degree in Applied Mathematics and Statistics from the State University of New York in 1997. Bayar began his career at Citibank Turkey in 1987 and took various positions at the treasury of the bank until 1992, when he moved to public service. Between 1992 and 1997, he served as Vice President of Public Partnership Administration of the Prime Ministry of Turkey and between 1997 and 2002 as President of Privatization Administration of the Prime Ministry of Turkey. During this period, he served as Chairman of the board of Erdemir and Petrol Ofisi and a board member of Turkish Airlines and Türk Telekom. Bayar joined Credit Suisse in 2004 and worked as Turkey's Chief Executive Officer and Head of Investment Banking until 2017. Bayar serves as a board member in Anadolu Efes and Coca-Cola İçecek companies and in addition, he serves as Chairman of WWF Turkey (World Wildlife Foundation) while he serves as Board Member at Tekfen Teknoloji Yatırım ve Tic. A.Ş. Bayar complies with all of the independent member requirements, defined in the Capital Markets Board (CMB) Corporate Governance Principles.

#### **İzzet Karaca (Independent Board Member)**

İzzet Karaca graduated from Bođaziçi University Industrial Engineering Department in 1977. Having started his professional career in 1977 at Koç Research and Development Centre, he held Industrial Engineer and IT Manager position until 1985. Between 1985-1988, Karaca worked as Systems and Organization Director at Ford Otosan. Since 1988, he held several positions at Unilever in Germany, Turkey and Baltic States including Internal Audit Group Manager, Logistics Manager, Commercial Director and Managing Director. In addition, between 2011- 2013, İzzet Karaca served as the Chairperson at YASED (International Investors Association). After serving as Executive Chairman at Unilever Turkey and Unilever NAMET RUB (North Africa, Middle East, Russia, Ukraine and Belarus) and being a member of the Unilever CEO Forum, Karaca retired at December 2013. In 2015, he published his first book called "The New CEO is... You".

#### **Mehmet Ercan Kumcu (Independent Board Member)**

Mehmet Ercan Kumcu graduated from Bođaziçi University Department of Economics and received his doctorate degree from Boston College, Department of Economics. He was a university lecturer in Boston College, Eastern Michigan University and State University of New York giving lectures about

## **AG ANADOLU GRUBU HOLDİNG A.Ş.**

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macroeconomics, theory of money, international economics and finance. Prior to his career at the Central Bank of Turkey, he worked as a guest researcher, general secretary and finally as Vice President between 1988-1993. Serving still at the Board of Directors of Tekfen Holding, Dr. Kumcu worked both as the Vice Chairman and later as the Chairman of Tekfenbank (Eurobank Tekfen) between 1995-2008. Dr. Kumcu gives lectures at Kadir Has University and he has published many articles. He is the author of the books “İstikrar Arayışları” (In Pursuit of Stability) “Krizleri Nasıl Çıkardık?” (How Did We Create Crises) (with Mahfi Eğılmez), “Ekonomi Politikası: Teori ve Türkiye Uygulaması” (Economic Policy: Theory and Practice in Turkey) (with Mahfi Eğılmez), “Kadın Matematikçiler” (Female Mathematicians) and “Krizler, Para ve İktisatçılar” (Crises, Money and Economists). Kumcu, complies with all of the independent member requirements, defined in the Capital Markets Board (CMB) Corporate Governance Principles.

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## ORDINARY GENERAL ASSEMBLY INFORMATION DOCUMENT

### ANNEX 3 – DECLARATION OF INDEPENDENCE BY INDEPENDENT BOARD MEMBER CANDIDATES

**I hereby declare that, with respect to AG Anadolu Grubu Holding A.Ş.;**

- No employment relationship has been established during the last five years between me, my spouse and my relatives by blood or marriage up to second degree and the company, partnerships which the company controls the management of or has material influence over or shareholders who control the management of or have material influence over the company and legal entities which these shareholders control the management of, which has caused me to assume important duties and responsibilities in an executive position nor have I/we individually or jointly held more than 5% of the capital or voting rights or privileged shares in or established a material business relationship with the same,
- I was not a shareholder of (%5 and more) nor held an executive position which would cause me to assume important duties and responsibilities or officiated as a board member, during the last five years, in any company from or to which the company purchases or sells a substantial quantity of services or products based on agreements made, during the periods these services or products were sold or purchased including especially those companies which carry out audit (including tax audits, legal audits, internal audits), rating and consultancy services for the company,
- I have the professional education, knowledge and experience necessary to duly carry out the duties which I shall assume due to my position as an independent board member,
- I am not a full time employee with any public entity or organization following my election as a member with the exception of employment as a university professor provided that such employment is in compliance with the laws and regulations that are applicable to universities,
- I am assumed to be a resident in Turkey in accordance with the Income Tax Law dated 31.12.1960, numbered 193,
- I have strong ethical standards, professional reputation and experience that shall allow me to contribute positively to the activities of the company, maintain partiality in conflicts of interests between the company and its shareholders and decide freely by taking into account the rights of beneficiaries;
- I am able to dedicate a sufficient amount of time to the affairs of the company in a manner to follow up the conduct of company activities and duly perform the duties I have assumed,
- I did not officiate as a board member at the board of directors of the company for longer than 6 years during the last ten years,
- I am not officiating as an independent board member with more than three of the companies which the company controls or shareholders that control the management of the company control the management and in total more than five of the companies which are traded on the stock exchange and that therefore, I will serve in my position as a member of the Company's Board of Directors as an independent board member,
- I have not been registered and announced as a board member representing the legal entity for which I will be elected.

Date: 15.02.2022

Name – Surname:

Uğur Bayar

# AG ANADOLU GRUBU HOLDİNG A.Ş.

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Date: 15.02.2022

Name – Surname:

İzzet Karaca

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Date: 15.02.2022

Name – Surname:

Ali Galip Yorgancıođlu

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Date: 15.02.2022

Name – Surname:

Mehmet Ercan Kumcu