

AG ANADOLU GRUBU HOLDİNG A.Ş.

EXTRAORDINARY GENERAL ASSEMBLY INFORMATION DOCUMENT

EXTRAORDINARY GENERAL ASSEMBLY ANNOUNCEMENT

Extraordinary General Assembly Meeting shall be convened on February 21, 2020 Friday at 10:00 at the address of “Esenkent Mahallesi, Deniz Feneri Sokak, No: 4, Ümraniye, 34776 ISTANBUL”. At the meeting, following agenda will be discussed and a resolution regarding the agenda will be reached.

Our shareholders who have the right to participate in the Extraordinary General Assembly may attend the meeting personally, by proxy or by proxy in electronic environment over the Electronic General Meeting System (“e-GEM”) provided by the Central Registry Agency (“CRA”), by using their safe electronic signatures, if they wish. Shareholders who wish to participate Extraordinary General Meeting via Electronic General Meeting System should have their safe electronic signatures and register to the e-CRA Information Portal.

Shareholders or representatives who wish to attend the Extraordinary General Assembly in electronic environment should fulfill their obligations published on the Official Gazettes dated 28 August 2012, with no: 28395 “*Regulation for the Ordinary General Meeting for Incorporated Companies in Electronic Environment*” and dated 29 August 2012, with no: 28396 “*Official Statement on Electronic Ordinary General Meeting system to be applied for General Meeting of Incorporated Companies*”. Our shareholders who will attend the Extraordinary General Assembly in electronic environment over e-GEM may obtain information on procedures and principles about attendance, assigning proxy, making suggestions, expressing opinions and voting, from www.mkk.com.tr link which is the website of CRA.

Shareholders who will attend Extraordinary General Assembly physically may attend by submitting their identity cards. Shareholders who will not attend the meeting shall prepare their proxy documents in accordance with the legal requirements, or shall obtain a proxy sample form from below, (or from the corporate website at www.anadolugrubu.com.tr) and shall submit to the Company the notarized proxy documents issued in accordance with the requirements of the Communiqué No. II-30.1, Use of Proxy Vote and Proxy Collection through Invitation, enacted on 24 December 2013 and published in Official Gazette No. 28861.

We request our shareholders to attend the meeting physically or by proxy.

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:

AG ANADOLU GRUBU HOLDİNG A.Ş.

EXTRAORDINARY GENERAL ASSEMBLY INFORMATION DOCUMENT

1. Capital Structure and Voting Rights

Shareholders of Anadolu Grubu Holding A.Ş. are provided in the following table as of December 31, 2019.

Anadolu Grubu Holding Shreholding Structure (31.12.2019)	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
Other Yazıcı Family Members (*)	47,211	19.39	47,211	19.39
Özilhan Family (*)	24,293	9.98	24,293	9.98
Azimut Portföy SKY Servest Özel Fon (*) (****)	18,772	7.71	18,772	7.71
Free Float (**)	34,553	14.19	34,553	14.19
Other (***)	232	0.08	232	0.08
Total	243,535	100.00	243,535	100.00

(*) As of December 31, 2019, 28,65% of AG Sınai Yatırım ve Yönetim A.Ş. shares amounting TRL 69.767 and all of the shares of other Yazıcı Family Members, Özilhan Family, Azimut Portföy SKY Serbest Özel Fon and other are publicly issued and 16,76% of them amounting TRL 40.807 are traded on the stock exchange.

(**) The shares only consist of the shares traded on the stock exchange which do not belong to family members.

(***) TRL 218 of TRL 232 belongs to Anadolu Ecopack Üretim ve Pazarlama A.Ş.. Anadolu Ecopack Üretim ve Pazarlama A.Ş.'s 100,00% shares belong to Süleyman Kamil Yazıcı and his Family.

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

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 privileged to nominate 6 of the 12 members of the Board of Directors recognized for Class B.

Information regarding these two type of shares have been provided in the following table as of December 31, 2019.

Anadolu Grubu Holding Share Class (31.12.2019)	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 agenda of Extraordinary General Assembly.

AG ANADOLU GRUBU HOLDİNG A.Ş.
EXTRAORDINARY GENERAL ASSEMBLY INFORMATION DOCUMENT

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.

EXTRAORDINARY 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) According to the article 505 of Turkish Commercial Code and other regulatory provisions, decision to be taken regarding the authorization of Board of Directors to issue debt instruments, to determine terms of issuance and define other related subjects of issuance for 15 months,

3) Closing remarks.