

AG ANADOLU GRUBU HOLDİNG A.Ş.

EXTRAORDINARY GENERAL ASSEMBLY INFORMATION DOCUMENT

EXTRAORDINARY GENERAL ASSEMBLY ANNOUNCEMENT

The Extraordinary General Assembly is to be held on 08.10.2020 Thursday at 14.00 at the address Fatih Sultan Mehmet Mahallesi Balkan Caddesi No:58 Buyaka E Blok 34771 Tepeüstü Ümraniye İstanbul with the agenda below regarding the dividend distribution proposal which is in accordance with the Provisional Article 13/1 of Turkish Commercial Code No. 6102 and Communiqué on the Procedures and Principles Regarding the implementation of the Provisional Article 13 of the Turkish Commercial Code numbered 6102 which was published in the Official Gazette numbered 31130 on 17.05.2020.

Dividend Distribution Proposal along with a General Assembly Meeting Information Document will be available for the review of our shareholders at our Company offices, at the address Fatih Sultan Mehmet Mahallesi Balkan Caddesi No:58 Buyaka E Blok 34771 Tepeüstü Ümraniye İstanbul, our website at www.anadolugrubu.com.tr, at Public Disclosure Platform, Electronic General Assembly System, 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-MKK informative portal 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-MKK informative portal, will not be able to attend the meeting electronically through EGKS

Shareholders can authorize their representatives by using Electronics General Assembly System or filling the below proxy form or the proxy form which is available at the Company headquarters and our company’s website addressed <http://www.anadolugrubu.com.tr> and notarizing their signature in line with provisions of the Capital Markets Board Communiqué numbered II- 30.1. Shareholders may also represent themselves through submitting signed proxy form with notarized signature circular of the shareholders.

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 or available in the Headquarters of our Company. Shareholders shall

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

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 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.

Pursuant to Capital Markets Law, shareholders shall not be further sent a registered letter for those shares that are registered and traded on the Stock Exchange.

Respectfully submitted to the attention of the Shareholders.

AG ANADOLU GRUBU HOLDİNG A.Ş.

EXTRAORDINARY GENERAL ASSEMBLY INFORMATION DOCUMENT

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 in the following table:

Anadolu Grubu Holding Shreholding 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
Other Yazıcı Family Members (*)	47,156	19.36	47,156	19.36
Özilhan Family (*)	24,293	9.98	24,293	9.98
Azimet Portföy SKY Serbest Özel Fon (*) (****)	18,772	7.71	18,772	7.71
Free Float (**)	34,608	14.21	34,608	14.21
Others (***)	232	0.09	232	0.09
Total	243,535	100.00	243,535	100.00

(*) 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, Azimet Portföy SKY Serbest Özel Fon and other are publicly issued and 22,20% of them amounting TRL 54.099 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 Ecompact Üretim ve Pazarlama A.Ş.. Anadolu Ecompact 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 Azimet 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.

AG ANADOLU GRUBU HOLDİNG A.Ş.

EXTRAORDINARY GENERAL ASSEMBLY INFORMATION DOCUMENT

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

Anadolu Grubu Holding 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 agenda of Extraordinary General Assembly.

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) Discussion and approval of the proposal of the Board of Directors regarding dividend distribution,

Following our Board of Directors proposal of distributing TL 30,000,000 dividends, gross dividend to equity ratio of %12,32, dated 13.03.2020 as per the restrictions and other related regulations which became effective pursuant to the mandatory provision of Article 12 of Law on Mitigating of Effects of Coronavirus (COVID-19) Outbreak on Economic and Social Life and the Law on Amendment of Certain Laws (the Law), numbered 7244 and dated 17.04.2020, the dividend distribution proposal of our Board of Directors, dated 13.03.2020 has been rejected at 2019 Ordinary General Assembly and it has been decided not to distribute any dividends.

As per the resolution of the Board of Directors of our Company dated September 16, 2020

In accordance with the Provisional Article 13/1 of Turkish Commercial Code No. 6102 and Communiqué on the Procedures and Principles Regarding the implementation of the Provisional Article 13 of the Turkish Commercial Code numbered 6102 which was published in the Official

AG ANADOLU GRUBU HOLDİNG A.Ş.

EXTRAORDINARY GENERAL ASSEMBLY INFORMATION DOCUMENT

Gazette numbered 31130 on 17.05.2020, the Board of Directors resolved to propose to the General Assembly to convene and propose dividend distribution.

If approved at the General Assembly, TL 30,000,000 cash dividend will be distributed corresponding to gross 12.32% of the capital (243,534,517.96), will be covered from Retained Earnings (corporate tax exempted extraordinary reserves of 31.12.2002 and prior periods), due to the profit in independently audited consolidated financial statements and loss recorded in annual statutory records prepared in line with the provisions of the related communique by Capital Markets Board and Turkish Financial Reporting Standards.

Therefore;

- Resident corporate shareholders will be paid cash dividends of gross TL 0.12319 (net=) per each share with 1 TL nominal value, corresponding to 12.32% gross dividend distribution rate,
- Real person shareholders will be paid cash dividends of gross TL 0.12319 (net=0.12319) per each share with 1 TL nominal value, corresponding to 12.32% gross dividend distribution rate,

with the dividend distribution starting from October 13, 2020 and the submittal of these decisions to the approval of the General Assembly.

3) Closing.

ANNEX-1: PROXY STATEMENT

ANNEX-2: DIVIDEND DISTRIBUTION TABLE

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

ANNEX-1: PROXY STATEMENT

PROXY STATEMENT

**PROXY FORM FOR THE ORDINARY GENERAL ASSEMBLY MEETING
AG ANADOLU GRUBU HOLDİNG A.Ş.
To the Chair of the General Assembly of Shareholders**

I hereby appoint..... as my proxy authorized to represent me, to vote and make proposals in line with the views I express herein below and sign the required papers at the Extraordinary General Assembly of AG Anadolu Grubu Holding A.Ş. that will convene on October 8, 2020 Thursday, at 14:00 at the address “Fatih Sultan Mehmet Mahallesi Balkan Caddesi No:58 Buyaka E Blok 34771 Tepeüstü Ümraniye İstanbul”.

The Attorney’s(*);

Name Surname/Trade Name:

TR ID Number/ Tax ID Number, Trade Register and Number and MERSIS (Central Registration System) Number:

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

A) SCOPE OF REPRESENTATIVE POWER

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 the establishment of the Board of Assembly;			
2. Discussion and approval of the proposal of the Board of Directors regarding dividend distribution,			
3. Closing.			

(*) **No voting on the informative items. If the majority has another draft resolution, necessary arrangements should be made to enable them vote by proxy.**

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

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 in these matters.
- c) The attorney is authorized to vote for agenda items in accordance with the following instructions:

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

B) 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 follows:

- a) Order and Serial (*)
- b) Number / Group (**)
- c) Amount-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 required for the shares which are followed up electronically.

** For the shares which are followed up electronically, 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

NAME SURNAME OR TITLE OF THE SHAREHOLDER (*)

TR ID Number/Tax ID Number, Trade Register and Number and MERSIS Number:
Address:

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

Signature:

AG ANADOLU GRUBU HOLDİNG A.Ş.

EXTRAORDINARY GENERAL ASSEMBLY INFORMATION DOCUMENT

ANNEX-2: 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
		According to CMB	According to Legal Records
3.	Profit for the Fiscal Period	1.052.531.000,00	-141.340.670,61
4.	Tax Payable (-)	508.762.000,00	0
5.	Net Profit for the Fiscal Period (=)	543.769.000,00	-141.340.670,61
6.	Losses for the Previous Years (-)	0	553.420.449,07
7.	First Scheme Legal Reserve (-)	0	0
8.	NET DISTRIBUTABLE PROFIT FOR THE FISCAL PERIOD (=)	543.769.000,00	-694,761,119.68
9.	Donations made during the year (+)	4,687,797.00	0
10.	Net Distributable period profit in which the donations are added to the primary dividend	548,456,797.00	
11.	Primary Dividend to the Shareholders'	0	
	Cash	0	
	Bonus Shares	0	
	Total	0	
12.	Dividend Distributed to the Privileged Shareholders	0	
13.	Other Distributed Profit	0	
	Board Members	0	
	Employees	0	
	People other than shareholders	0	
14.	Dividend distributed to Founder Shares	0	
15.	Secondary Dividend to the Shareholders'	0	
16.	Second Scheme Legal Reserve Fund	0	
17.	Statutory Reserves	0	
18.	Special Reserve Account	0	
19.	EXCESS RESERVE	543.769.000,00	0
20.	Other Sources Proposed to be Distributed	30.000.000,00	30.000.000,00
	Profit for the Previous Year	0	0
	Extraordinary Reserves	30.000.000,00	30.000.000,00
	Other Reserves Distributed According to the Law and Articles of Association	0	0

Total Dividend to be Distributed	30.000.000,00	30.000.000,00
Dividend to equity	12,32%	12,32%

Dividend corresponding to TL 1 Nominal Value Share	Net (TL)	Gross (TL)
Corporate Resident Shareholders	0,1231858	0,1231858
Real Person	0,1231858	0,1231858

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	24.000.000,00	0.00		0,1231858	12,32
	B	6.000.000,00	0.00		0,1231858	12,32