

AG ANADOLU GRUBU HOLDİNG A.Ş.

ORDINARY GENERAL ASSEMBLY INFORMATION DOCUMENT

ORDINARY GENERAL ASSEMBLY ANNOUNCEMENT

Our Company’s 2023 Shareholders General Assembly Meeting will be held to discuss and decide on the agenda items specified below on April 17, 2024, Wednesday at 3 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, 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 or published at our Company’s website addressed 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 17, 2024**

- 1) Opening and the establishment of the Board of Assembly;
- 2) Reading and discussion of the Annual Report for 2023;
- 3) Reading the report of the Independent Audit Company for the Jan. 1, 2023– Dec.31, 2023 period;
- 4) Reading, discussion and approval of the consolidated financials for 2023 pursuant to CMB regulations;
- 5) Approval of the change in Board Members in accordance with the Turkish Commercial Code 363
- 6) Acquittal of the Board of Directors separately regarding their activities in 2023;
- 7) Discussion of the proposal of the Board of Directors regarding dividend distribution and determining the dividend rate;
- 8) 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;
- 9) Approval of the independent audit company selected by Board of Directors in accordance with the Turkish Commercial Code and Capital Markets Law;
- 10) Information to shareholders regarding donations made in 2023 in accordance with the Turkish Capital Market Regulations;
- 11) 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;
- 12) 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;
- 13) Authorization of the members of the Board of Directors as per Articles 395 and 396 of the Turkish Commercial Code;
- 14) 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
Azimut Portföy SKY Serbest Özel Fon (*)	17,219	7.07	17,219	7.07
Others (**)	107,842	44.28	107,842	44.28
Total	243,535	100.00	243,535	100.00

(*) Süleyman Kamil Yazıcı and his family members 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.

(**) 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

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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 2023 agenda of 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:

Mr. Hurşit ZORLU, Chief Executive Officer of Anadolu Grubu Holding, who has completed his 40th year in our group and held many senior positions during this time will retire as of April 1, 2024. In preparation for this high-level structuring of our Group, Anadolu Group Deputy CEO position was established as of September 1, 2023, and the CEO of Coca-Cola İçecek, Mr. Burak BAŞARIR was appointed.

As of April 1, 2024, Mr. Burak BAŞARIR will be the Chief Executive Officer of Anadolu Grubu Holding and our Group Sector Presidents and Holding Function Heads will report directly to Burak BAŞARIR.

Mr. Hurşit ZORLU will also take part at the board of directors of our Group companies as a board member in this new period and will continue to make a contribution to our Group.

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 2023;

Pursuant to the relevant regulations, Annual Report of Board of Directors for fiscal year 2023 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 .

3) Reading the report of the Independent Audit Company for the Jan. 1, 2023– Dec.31, 2023 period;

Pursuant to the relevant regulations, the report of the Independent Audit Company for the fiscal year 2023 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 .

4) Reading, discussion and approval of the consolidated financials for 2023 pursuant to CMB regulations;

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Pursuant to the relevant regulations, 2023 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 .

5) Approval of the change in Board Members in accordance with the Turkish Commercial Code 363

Our Board members Ali Galip Yorgancıođlu and Uđur Bayar's 6-year term of office expired on December 26, 2023, as required per Article 4.3.6/g of the Corporate Governance Communiqué.

Ali Galip Yorgancıođlu has resigned from his duties in line with the corporate governance principles as his 6-year term has expired. Our Board has decided to appoint Ahmet Cemal Dördüncü to the vacant independent Board Membership position which is subject to the approval of the earliest General Assembly Meeting to be held.

Additionally, after receiving Capital Market Board's consent, as his 6-year term has also expired, Uđur Bayar's term of office as an independent Board Member has been prolonged until the Ordinary General Assembly Meeting of our company which will be held in 2024.

6) Acquittal of the Board of Directors separately regarding their activities in 2023;

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 2023 will be submitted for the approval of the General Assembly.

7) Discussion of the proposal of the Board of Directors regarding dividend distribution and determining the dividend rate;

Pertaining to our 2023 fiscal year, there is a net profit of TL 19,638,480,000 in independently audited consolidated financial statements prepared consistent with the TAS/IFRS and net profit of TL 710,155,384,41 recorded in annual statutory records. It was resolved to submit from previous years earnings (extraordinary reserves) corresponding to gross dividends of 287.43% is presented in Annex-1 on page 9 of this information document and is available at our website www.anadolugrubu.com.tr .

If approved at the General Assembly, for TL 1 nominal shares dividend ratio of 287.43%,

- Resident Corporate Shareholders will be paid cash dividends of gross=(net) TL 2.8743359,
- Real person shareholders will be paid cash dividends of net TL 2.5869023 per each share

corresponding to a total TL 700,000,000 dividends.

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8) 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 Communiqué (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 2, 2024 and approved at the Board of Directors meeting held on February 5, 2024, İzzet Karaca, Hüseyin Faik Açıklın, Bekir Ağırđır and Ahmet Cemal Dördüncü 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 2, 2024. 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. İzzet Karaca, Mr. Hüseyin Faik Açıklın, Mr. Bekir Ağırđır and Mr. Ahmet Cemal Dördüncü as independent member candidates within the scope of Corporate Governance Committee's report and sent this list to the CMB on February 13, 2024 to take the opinion of CMB. According to CMB's written response dated February 28, 2024, there is no objection received from CMB regarding the independent member candidates.

CVs of Board of Directors' are available at Page 10, 11, 12 and 13 in Annex-2 of the document and their declarations of independence are available on Page 14, 15, 16 and 17 in Annex-3.

9) 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 2024. This decision of the Board of Directors will be submitted for the approval of the General Assembly.

10) Information to shareholders regarding donations made in 2023 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 261.297.911 in 2023 including Anadolu Eğitim ve Sosyal Yardım Vakfı, Türkiye Kızılay Derneđi, Türk Eğitim Vakfı and similar organizations.

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11) 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.

12) 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 2023 as depicted in the related item above.

13) 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.

14) Closing.

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ANNEX 1 – 2023 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	29.944.565.000,00	710.155.384,41
4.	Tax Payable (-)	10.306.085.000,00	-
5.	Net Profit for the Fiscal Period (=)	19.638.480.000,00	710.155.384,41
6.	Losses for the Previous Years (-)	-	1.115.222.949,40
7.	First Scheme Legal Reserve (-)	-	-
8.	NET DISTRIBUTABLE PROFIT FOR THE FISCAL PERIOD (=)	19.638.480.000,00	-
9.	Donations made during the year (+)	261.297.911	
10.	Net Distributable period profit in which the donations are added to the primary dividend	19.899.777.911,00	
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	-	
19.	EXCESS RESERVE	19.638.480.000,00	-
20.	Other Sources Proposed to be Distributed	700.000.000,00	700.000.000,00
	Profit for the Previous Year	-	-
	Extraordinary Reserves	700.000.000,00	700.000.000,00
	Other Reserves Distributed According to the Law and Articles of Association	-	-
Total Dividend to be Distributed		700.000.000,00	700.000.000,00
Dividend to equity		%287,43	%287,43

Dividend corresponding to TL 1 Nominal Value Share		Net (TL)	Gross (TL)
Corporate Resident Shareholders		2,8743359	2,8743359
Real Person		2,5869023	2,8743359

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	504.000.000,00	-	-	2,5869023	%258,69
	B	140.000.000,00	-	-	2,8743359	%287,43
	Total	644.000.000,00	-	-		

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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.

Tuncay Özilhan served as the Chairman of TÜSİAD (Turkish Industry & Business Association) between 2001 to 2003, as the Chairman of its High Advisory Council between 2015-2023 and became its Honorary President in 2024. 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 a Ministerial Medal given by the Ministry Foreign Affairs of the Republic of Estonia, a Service Medal given by the Republic of Kazakhstan and “The Order of the Rising Sun, Gold and Silver Star”, constituting one of the most important orders awarded by the 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’). Yazıcı started his career in Anadolu Group in year 2000 and after completing the orientation program at the holding continued his career in Anadolu Efes’ Russian beer operations, where he assumed the roles of Supply Chain Director and Business Development Director between 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 Market Development Director and held this position until 2017. Since 2017, Yazıcı has been serving as Board Member and Vice-Chairman on Anadolu Group holding and subsidiary boards. In addition, Yazıcı serves as Board Member for TAİK (Türkiye-U.S. Business Council), TOGG (Turkish National Auto Initiative), HBS Alumnus (Harvard Business School’s Alumni Board) and KYVDAS (the Kamil Yazıcı 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 Türkiye 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 İstanbul Technical University and MBA degree from Indiana University with a concentration in finance. She began her career

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as finance program evaluator in Office of State Audits and Evaluations in 2001 and still serves as a Chief 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 Cloudturk, 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.

İ. İzzet Özilhan

İ. İzzet Özilhan was born in İstanbul in 1982. He received his undergraduate degree from Hofstra University Banking and Finance Department in 2006 in USA.

Özilhan, began his career as a Brand Representative at Coca Cola A.Ş in 2006 and served as Sales Representative in Coca-Cola Hellenic A.Ş. In 2009, he started working at Efes Russia and took up duties as Finance Manager and Brand Distribution Representative. In 2011, he started in Anadolu Efes Türkiye as Market Development Supervisor and continued as Horeca Manager and Modern Trade Sales Director respectively. Since 2017, he has been working as On-Trade Director at Anadolu Efes Türkiye.

Özilhan was chosen as Board Member of TÜSİAD in 2024 and also acts as the Leader of its Food, Beverage and Agriculture Roundtable. He also acts as a Board Member at TÜRKONFED.

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 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 Türkiye. Akçakoca has been working as a consultant since 2004 and holds board member positions in various Anadolu Group companies.

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Ahmet Cemal Dördüncü (Independent Board Member)

Ahmet Cemal Dördüncü was born in 1953 in İstanbul. After graduating from Çukurova University, Department of Business Administration, he did post graduate studies at Mannheim and Hannover Universities. He started his career at Claas OHG company in Germany. He continued his career at Mercedes Benz A.Ş. in Türkiye between 1984-1987. Dördüncü joined Sabancı Group in 1987 and took on various positions at Kordsa A.Ş. until 1998. In 1998, he served as General Manager/President of the Group's DUSA company, DUSA South America and later DUSA North America. After serving as Sabancı Holding Strategic Planning and Business Development Group President in 2004, he served as Sabancı Holding Chief Executive Officer between 2005 and 2010. Between 2013-2023, he served as CEO of Akkök Holding A.Ş. He continues to work as a Board Member at Akkök Holding. He is also the Chairman of the Board of Directors of Epsilon Composite, one of the Akkök Holding group companies, and a Board Member of DoWaksa. Dördüncü is the founder Member of "Yanıdayız" Association, United Nations Global Compact Türkiye Chairman and board member of International Paper Co. Ahmet Cemal Dördüncü complies with all of the independent member requirements, defined in the Capital Markets Board (CMB) Corporate Governance Principles.

Bekir Ağırdir (Independent Board Member)

Born in Denizli in 1956, Bekir Ağırdir graduated from Middle East Technical University, Faculty of Economics and Administrative Sciences, Department of Business Administration in 1979. Bekir Ağırdir worked as Sales Manager and Assistant General Manager at Bilsan Bilgisayar Malzemeleri AŞ between 1980 and 1984; Sales Coordinator at Meteksan Ltd. between 1984 and 1986; General Manager at Pirintaş Bilgisayar Malzemeleri ve Basım Sanayi AŞ between 1986 and 1996; Assistant General Manager at Atılım Kağıt ve Defter Sanayi AŞ between 1996 and 1999; and General Manager and Board Member at PMB Akıllı Kart ve Bilgi Teknolojileri AŞ between 1999 and 2003. Between 2003 and 2005, he worked at the History Foundation, first as Coordinator and then as General Manager. Between 2005 and 2022, he served as General Manager and Board Member at KONDA Research and Consultancy Limited, and has been a member of the Board of Directors since June 2022.

Bekir Ağırdir is an Independent Board Member and Vice Chairman of Zorlu Enerji Elektrik Üretim A.Ş. and an Independent Board Member at Vestel Beyaz Eşya Sanayi ve Ticaret A.Ş., Vestel Elektronik Sanayi ve Ticaret A.Ş., Migros Ticaret A.Ş. and Anadolu Efes Biracılık ve Malt Sanayii A.Ş. He is also the Vice Chairman of the Board of Directors of the Turkish Economic and Social Studies Foundation (TESEV), a founding member of the Yanıdayız Association, the Democratic Republic Program and the EYMİR Cultural Foundation, a member of the METU Alumni Association, a columnist for Oksijen Newspaper and a commentator for T24 Internet Newspaper.

Izzet Karaca (Independent Board Member)

İzzet Karaca graduated from Boğaziçi 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, Türkiye 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 Türkiye 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".

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Hüseyin Faik Açıkalın (Independent Board Member)

After graduating from Middle East Technical University, Faculty of Economics and Administrative Sciences, Department of Business Administration in 1987, Hüseyin Faik Açıkalın started his business life and banking career as an Assistant Specialist at Interbank. Between 1992 and 1998, he worked as an inspector, customer relations manager, branch manager and marketing manager at Interbank, Marmarabank, Kentbank, Finansbank and Demirbank. Açıkalın, who started working as Deputy General Manager at Dışbank (later to Fortis after the bank was acquired by the international finance group Fortis) in May 1998, was soon appointed as the senior manager responsible for coordination and communication between the Board of Directors and business lines. Açıkalın, who also started to serve as a member of the Credit Committee, took on the position of Deputy General Manager and Member of the Board of Directors within the bank in June 1999. Açıkalın, who was appointed as General Manager and Executive Director in December 2000, continued his duty as General Manager of Fortisbank after Dışbank was acquired by Fortis Group. During this period, he also started to work in the international management of Fortis.

Açıkalın, who left his position at Fortisbank in October 2007 and started to work as the CEO of Doğan Gazetecilik, was appointed as the Executive Member of the Board of Directors and Chairman of the Executive Board of Yapı Kredi in April 2009. Açıkalın, who served as Yapı Kredi CEO from May 2009 to December 2017, was appointed as Executive Director and Chief Executive Officer of Koç Financial Services in 2010, in addition to his current position. As of August 2011, in addition to his current duties, he worked at Koç Holding A.Ş. Açıkalın, who was appointed as the President of the Banking and Insurance Group, also has the leadership of Yapı Kredi Yatırım, Yapı Kredi Leasing, Yapı Kredi Factoring, Yapı Kredi Bank Nederland NV, Yapı Kredi Bank Azerbaijan, Yapı Kredi Bank Malta, Yapı Kredi Bank Moscow, Yapı Kredi Koray Real Estate Investment Trust, He served as Chairman of the Board of Directors at Koç Finansman, Deputy Chairman of the Board of Directors at Banque de Commerce et de Placements S.A. and Allianz Yaşam ve Emeklilik, and as a Board Member at the Banks Association of Turkey.

Hüseyin Faik Açıkalın continues to serve as an independent board member of companies at Migros Ticaret A.Ş., Doğan Şirketler Grubu Holding A.Ş., Galata Wind Enerji A.Ş., Karsu Tekstil San. Tic. Inc. and Global Investment Holding A.Ş.

AG ANADOLU GRUBU HOLDİNG A.Ş.

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: 02.02.2024

Name – Surname:

Hüseyin Faik Açıklalın

AG ANADOLU GRUBU HOLDİNG A.Ş.

ORDINARY GENERAL ASSEMBLY INFORMATION DOCUMENT

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

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- 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,
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- 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: 02.02.2024

Name – Surname:

İzzet Karaca

AG ANADOLU GRUBU HOLDİNG A.Ş.

ORDINARY GENERAL ASSEMBLY INFORMATION DOCUMENT

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- 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,
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- 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: 02.02.2024

Name – Surname:

Bekir Ağırđır

AG ANADOLU GRUBU HOLDİNG A.Ş.

ORDINARY GENERAL ASSEMBLY INFORMATION DOCUMENT

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- 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,
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- I have not been registered and announced as a board member representing the legal entity for which I will be elected.

Date: 02.02.2024

Name – Surname:

Ahmet Cemal Dördüncü