

## PROXY STATEMENT

**PROXY FORM FOR THE EXTRAORDINARY 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 February 21, 2020 Friday, at 10:00 at the address "Esenkent Mahallesi, Deniz Feneri Sokak No:4, Ümraniye, 34776 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.**

<b>Agenda Items</b>	<b>Accept</b>	<b>Reject</b>	<b>Dissenting Opinion</b>
1. Opening and the establishment of the Board of Assembly;			
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;			
13. Closing remarks.			

#### **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) Number/Group:\*

b) Amount-Nominal value:

c) Share with voting power or not:

d) Ratio of the total shares/voting rights of the shareholder:

\* 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:

Signature:

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