

## **ORDINARY GENERAL ASSEMBLY ANNOUNCEMENT**

The Ordinary General Assembly will be held to discuss the agenda below on 05.05.2021 at 14.00 at the address of Fatih Sultan Mehmet Mahallesi Balkan Caddesi No:58 Buyaka E Blok Tepeüstü Ümraniye İstanbul 34771.

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-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.

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 İstanbul, <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.

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

**AGENDA OF THE ORDINARY GENERAL ASSEMBLY  
OF AG ANADOLU GRUBU HOLDİNG A.Ş.  
TO BE HELD ON MAY 5, 2021**

- 1) Opening and the establishment of the Board of Assembly;
- 2) Reading and discussion of the Annual Report for 2020;
- 3) Reading the report of the Independent Audit Company for the Jan. 1, 2020– Dec.31, 2020 period;
- 4) Reading, discussion and approval of the consolidated financials for 2020 pursuant to CMB regulations;
- 5) Acquittal of the Board of Directors separately regarding their activities in 2020;
- 6) Approval of the Board members elected in accordance with the Turkish Commercial Code no. 363 during 2020;
- 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 2020 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.

## **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 Ordinary General Assembly of AG Anadolu Grubu Holding A.Ş. that will convene on May 5, 2021 Wednesday, 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.**

<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. Reading and discussion of the Annual Report for 2020;			
3. Reading the report of the Independent Audit Company for the Jan. 1, 2020– Dec.31, 2020 period;			
4. Reading, discussion and approval of the consolidated financials for 2020 pursuant to CMB regulations;			
5. Acquittal of the Board of Directors separately regarding their activities in 2020;			

6.	Approval of the Board members elected in accordance with the Turkish Commercial Code no. 363 during 2020;			
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 2020 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.			

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

**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: