

## 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 April 24, 2018 Tuesday, at 11:00 at the address "Esenkent Mahallesi, Deniz Feneri Sokak No:4, Ümraniye, 34776 Istanbul".

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 out and discussion of the reports of the Board of Directors (Annual Report) for 2017,			
3. Reading out of the report of the Independent Audit Company for the Jan. 1, 2017– Dec.31, 2017 period,			
4. Reading out, discussion and approval of the consolidated financial statements for 2017,			
5. Acquittal of the members of the Board of Directors separately regarding their activities in 2017,			
6. Discussion and approval of the proposal of the Board of Directors regarding the revision in Dividend Distribution Policy,			
7. Discussion on the proposal of the Board of Directors regarding the distribution of dividends; decision for the dividend to be distributed,			

8. Election of the members of the Board of Directors and determination of their tenure and remuneration, in compliance with Corporate Governance Principles and assuring the election of independent members,			
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 be given to the shareholders regarding donations made in 2017,			
11. Information to be given to the shareholders regarding the revision made in the Disclosure Policy,			
12. 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 and mortgages in favour of third persons,			
13. Information to be given to the shareholders about the nonexistence of transactions between our Company or our subsidiaries and, controlling shareholders, members of the Board of Directors, members of the management having administrative responsibility or their spouses or relatives up to and including the second degree, that may create conflict of interest, as well as any other instances where any of the foregoing persons engage in competing business on their own account or on the account of others,			
14. Authorization of the members of the Board of Directors as per Articles 395 and 396 of the Turkish Commercial Code,			
15. Closing.			

**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.