



AG Anadolu Grubu Holding A.Ş. Supplementary ESG Disclosures

Shareholders Approval Stock Compensation Plan

Turkish Commercial Code:

Article 421 - (1) Unless there is a contrary provision in the law or the articles of association, resolutions amending the articles of association are taken with the majority of the votes present at the general assembly, where at least half of the company's capital is represented. If the meeting quorum stipulated in the first meeting is not achieved, a second meeting can be held within one month at the latest. The meeting quorum for the second meeting is that at least one third of the company's capital is represented at the meeting. The provisions of the articles of association that reduce the quorums stipulated in this paragraph or stipulate the relative majority are invalid.

(2) The following resolutions on amendments to the articles of association are taken unanimously by the owners or representatives of the shares constituting the entire capital:

a) Decisions that impose liability and subsidiary liability to cover balance sheet losses.

b) Decisions regarding the relocation of the company's headquarters abroad.

(3) The following resolutions on amendments to the articles of association are taken with the affirmative votes of the owners or representatives of the shares constituting at least seventy-five percent of the capital:

a) Changing the business subject of the company completely.

b) Creation of privileged shares.

c) Limitation of the transfer of registered shares.

(4) If the quorums stipulated in the second and third paragraphs are not reached in the first meeting, the same quorum is sought in the following meetings.

(5) For companies whose shares are traded on stock exchanges, the meeting quorum in Article 418 shall be applied at the general assembly meetings to be held in order to take decisions on the following issues, unless there is a contrary provision in their articles of association:

a) Changes in the articles of association regarding capital increase and raising the registered capital ceiling.

b) Decisions regarding merger, division and conversion.

(6) Registered shareholders who voted negatively for the general assembly resolution regarding the change of the subject of the business completely or the creation of privileged shares are not bound by the restrictions on the transferability of the shares for six months following the publication of this resolution in the Turkish Trade Registry Gazette.



Although stock compensation plans are not regulated under Turkish Law, in case of an attempt to adopt stock-based compensation plans, it be necessary to obtain shareholder approval before implementation. Decisions regarding stocks require articles of association amendment. This subject is regulated in Article 421 of the Turkish Commercial Code. As per Article 421, articles of association amendments require general assembly decisions, thus shareholder approval.

Unlimited Authorized Capital or Blank Check

Turkish Commercial Code:

Article 332 - (1) The basic capital, which represents the capital fully committed in the articles of association, cannot be less than fifty thousand Turkish Liras, and the initial capital cannot be less than one hundred thousand Turkish Liras in non-public joint stock companies that have accepted the registered capital system showing the ceiling of authority granted to the board of directors in increasing the capital. This minimum capital amount can be increased by the President. (1)

(2) In joint stock companies with registered capital within the meaning of this Law, the initial capital is the compulsory capital to be possessed at the establishment and when the system is first introduced; the issued capital represents the sum of the nominal values of all the issued shares.

(3) Joint stock companies that are not open to the public can leave the registered capital system by obtaining permission from the Ministry of Customs and Trade, if they no longer meet the necessary conditions, and if they lose the required qualifications while being taken into this system, they are removed from the system by the same Ministry even if they do not have a request.

(4) The provisions of Article 12 of the Capital Market Law dated 28/7/1981 and numbered 2499 are reserved.

Article 460 - (1) In a non-public joint stock company, if the authority to increase the capital up to the registered capital ceiling determined in the articles of association is granted to the board of directors, with the original or amended articles of association, this board shall make the capital increase within the framework of the provisions of this Law and stipulated in the articles of association may do so within the limits of its jurisdiction. This authorization can be granted for a maximum of five years.

(2) In order for the capital to be increased, the board of directors shall provide the capital provisions of the articles of association with the permission of the Ministry of Customs and Trade, if required in accordance with Article 333, its decision on increasing the capital, the limitations on privileged shares and pre-emptive rights, the records regarding premium and its announces the rules on its implementation as stipulated in the articles of association and publishes it on its website. The board of directors, in this decision; It specifies the amount of the increased capital, the nominal values of the new shares to be issued, their number, type, whether they are premium or privileged, whether the priority right is limited, the terms and duration of use, and informs about these matters and other matters required in accordance with the principle of public disclosure.



(3) The provisions of Article 459 are applied by analogy regarding the commitment of new shares to be issued, the minimum amount of cash to be paid, capital in kind and other issues.

(4) The board of directors must be authorized by the articles of association in order to issue privileged shares or above their nominal value and to limit the rights of the shareholders to purchase new shares.

(5) Against the decisions of the board of directors, shareholders and members of the board of directors may file an action for annulment within one month from the date of the announcement of the decision, in case of existence of the reasons set forth in Article 445. Articles 448 to 451 are applied by analogy to this case.

Fair Price Provision

According to the relevant capital markets communiqué, shareholders are entitled to a fair price for their shares in the event of change in control (as described in the relevant communiqué), where the acquirer must offer the other shareholders to buy (mandatory tender offer) their shares in an amount no less than the daily adjusted weighted average market prices in the 6-month period preceding the date of public announcement of the change of control.

Shareholder Rights and General Assembly Practices

At Anadolu Group, we are committed to conducting our governance processes transparently and in line with regulatory frameworks and best practices. The Board of Directors holds principal authority in decisions involving mergers, acquisitions, and other strategic investments. Nonetheless, transactions of substantial significance may be presented to the General Assembly for approval, in accordance with the legal requirements or the specific characteristics of the transaction. In the case of a merger or acquisition, shareholder rights - including exit rights or to receive a mandatory tender offer - are governed by the relevant legal and regulatory provisions. We ensure full compliance with these provisions and provide timely and transparent communication to our shareholders. The agenda of the General Assembly is determined by the Board of Directors and publicly disclosed at least 3 weeks prior to the meeting date. Shareholders also have the right to propose additional agenda items during the General Assembly, within the scope of relevant laws and regulations. Prior to the General Assembly, an Information Document is prepared and made publicly available to all shareholders, providing comprehensive explanations to each agenda item to support informed and transparent decision-making. In making decisions concerning investments, operations, or financial transactions, we adopt a comprehensive evaluation approach that considers the interests of all stakeholders. This approach ensures alignment with our long-term value creation goals and sustainability commitments.