

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 6, 2019 Tuesday, at 14:00 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.

Agenda Items	Accept	Reject	Dissenting Opinion
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 2018;			
3. Reading out of the report of the Independent Audit Company for the Jan. 1, 2018– Dec.31, 2018 period;			
4. Reading out, discussion and approval of the consolidated financials for 2018 pursuant to CMB regulations;			
5. Acquittal of the Board of Directors separately regarding their activities in 2018;			
6. Discussion of the proposal of the Board of Directors regarding dividend distribution and determining the dividend rate;			
7. 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;			
8. Approval of the independent audit company selected by Board of Directors in accordance with the Turkish Commercial Code and Capital Markets Law;			
9. Information to shareholders regarding donations made in 2018 in accordance with the Turkish Commercial Code;			
10. 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;			
11. 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;			
12. Authorization of the members of the Board of Directors as per Articles 395 and 396 of the Turkish Commercial Code;			
13. 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.