

# **AG ANADOLU GRUBU HOLDİNG A.Ş.**

## **ORDINARY GENERAL ASSEMBLY INFORMATION DOCUMENT**

### **ORDINARY GENERAL ASSEMBLY ANNOUNCEMENT**

Ordinary General Assembly Meeting shall be convened on May 6, 2019 Monday at 14:00 at the address of "Esenkent Mahallesi, Deniz Feneri Sokak, No: 4, Ümraniye, 34776 ISTANBUL". At the meeting, the activities of the Company for the fiscal year 2018 will be reviewed, the following agenda will be discussed and a resolution regarding the agenda will be reached.

Our shareholders who have the right to participate in the Ordinary General Assembly may attend the meeting personally, by proxy or by proxy in electronic environment over the Electronic General Meeting System ("e-GEM") provided by the Central Registry Agency ("CRA"), by using their safe electronic signatures, if they wish. Shareholders who wish to participate Ordinary General Assembly via Electronic General Meeting System should have their safe electronic signatures and register to the e-CRA Information Portal.

Shareholders or representatives who wish to attend the Ordinary General Assembly in electronic environment should fulfill their obligations published on the Official Gazettes dated 28 August 2012, with no: 28395 "*Regulation for the Ordinary General Meeting for Incorporated Companies in Electronic Environment*" and dated 29 August 2012, with no: 28396 "*Official Statement on Electronic Ordinary General Meeting system to be applied for General Meeting of Incorporated Companies*". Our shareholders who will attend the Ordinary General Assembly in electronic environment over e-GEM may obtain information on procedures and principles about attendance, assigning proxy, making suggestions, expressing opinions and voting, from [www.mkk.com.tr](http://www.mkk.com.tr) link which is the website of CRA.

Shareholders who will attend Ordinary General Assembly physically may attend by submitting their identity cards. Shareholders who will not attend the meeting shall prepare their proxy documents in accordance with the legal requirements, or shall obtain a proxy sample form from below, (or from the corporate website at [www.anadolugrubu.com.tr](http://www.anadolugrubu.com.tr)) and shall submit to the Company the notarized proxy documents issued in accordance with the requirements of the Communiqué No. II-30.1, Use of Proxy Vote and Proxy Collection through Invitation, enacted on 24 December 2013 and published in Official Gazette No. 28861.

***We request our shareholders to attend the meeting physically or by proxy.***

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### ADDITIONAL EXPLANATIONS UNDER CAPITAL MARKETS BOARD (CMB) REGULATIONS

The notifications and explanations required by the “Communiqué on Principles for Corporate Governance” No: II-17.1 of the Capital Market Board regarding the agenda items are specified under the related agenda item. Other general explanations are also presented in this document for the attention of shareholders:

#### 1. Capital Structure and Voting Rights

Shareholders of Anadolu Grubu Holding A.Ş. are provided in the following table as of April 9, 2019.

Anadolu Grubu Holding Shreholding Structure (09.04.2019)	Share in Capital ('000 TL)	Share in Capital (%)	Voting Right ('000 TL)	Voting Right (%)
AG Sınai Yatırım ve Yönetim A.Ş.	118,474	48.65	118,474	48.65
Other Yazıcı Family Members	47,287	19.42	47,287	19.42
Özilhan Family	24,293	9.97	24,293	9.97
Süleyman Kamil Yazıcı and Family *	19,000	7.80	19,000	7.80
Free Float **	34,480	14.16	34,480	14.16
Others	1	0.00	1	0.00
Total	243,535	100.00	243,535	100.00

(\*) TL 218 of TL 19,000 belongs to Anadolu Ecopack Üretim ve Pazarlama A.Ş.. Anadolu Ecopack Üretim ve Pazarlama A.Ş.'s 100.0% shares belong to Süleyman Kamil Yazıcı and Family.

(\*\*) The shares only consist of the shares traded on the stock exchange which do not belong to family members.

Shareholders of AG Sınai Yatırım ve Yönetim A.Ş. are Kamil Yazıcı Yönetim ve Danışma A.Ş. (with ultimate control of S. Kamil Yazıcı Family) and İzzet Türkan Özilhan Yönetim ve Danışmanlık A.Ş. (with ultimate control of Özilhan Family) by 50% share each and AG Sınai is indirectly managed by S. Kamil Yazıcı Family and İzzet Özilhan Family through equal shareholding and equal representation principle.

Anadolu Grubu Holding's common shares are divided into two classes as A and B with each class of shares having equal rights on all matters except for the privilege to nominate 6 of the 12 members of the Board of Directors recognized for Class B.

Information regarding these two type of shares have been provided in the following table as of April 9, 2019.

Anadolu Grubu Holding Share Class (09.04.2019)	Right to Nominate	Share in Capital (000 TL)	Share in Capital (%)	Voting Right (000 TL)	Voting Right (%)
A (Bearer)	-	194,828	80.00	194,828	80.00
B (Registered)	6	48,707	20.00	48,707	20.00
Total	-	243,535	100.00	243,535	100.00

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### **2. Information on Requests by Shareholders to Include Items on the Agenda:**

There was no request received from shareholders to add an additional item to the 2018 agenda of General Assembly.

### **3. Information about significant managerial and operational changes that affected our Company's operations in the past fiscal period and the changes that are planned in the following fiscal periods and the reasons behind these changes:**

There are no significant managerial or operational changes that have affected the Company's operations in the previous fiscal period or planned for the upcoming fiscal periods.

## **ANNUAL ORDINARY GENERAL ASSEMBLY AGENDA ITEMS AND RELATED EXPLANATIONS**

### **1) Opening and the establishment of the Board of Assembly;**

The board of the Assembly will be established pursuant to the regulations of the Turkish Commercial Code (TCC) and the Regulation regarding General Assembly Meetings of Capital Companies and the Commissioner of the Ministry of Industry and Commerce ("Regulation").

### **2) Reading out and discussion of the reports of the Board of Directors (Annual Report) for 2018;**

Pursuant to the relevant regulations, Annual Report of Board of Directors for fiscal year 2018 will be read, discussed and submitted to approval of our shareholders. The above mentioned report has been made available for reviews of our shareholders at the Company Head Office and our website at [www.anadolugrubu.com.tr](http://www.anadolugrubu.com.tr) .

### **3) Reading out of the report of the Independent Audit Company for the Jan. 1, 2018– Dec.31, 2018 period;**

Pursuant to the relevant regulations, the report of the Independent Audit Company for the fiscal year 2018 will be read out in the General Assembly Meeting. The report has been made available for review of our shareholders at the Company Head Office and our website at [www.anadolugrubu.com.tr](http://www.anadolugrubu.com.tr) .

### **4) Reading out, discussion and approval of the consolidated financials for 2018 pursuant to CMB regulations;**

Pursuant to the relevant regulations, 2018 Financial Statements will be read out, discussed in the General Assembly Meeting and submitted to approval of our shareholders. The documents have been made available for review of our shareholders at the Company Head Office and our website at [www.anadolugrubu.com.tr](http://www.anadolugrubu.com.tr) .

### **5) Acquittal of the Board of Directors separately regarding their activities in 2018;**

Pursuant to the provisions of the TCC and the Regulation, the acquittal of the members of the Board of Directors for their activities, procedures and accounts for the year 2018 will be submitted for the approval of the General Assembly.

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### **6) Discussion of the proposal of the Board of Directors regarding dividend distribution and determining the dividend rate;**

Pertaining to our 2018 fiscal year, as there is a loss in “Net Distributable Income” calculated both in our financial statements prepared consistent with the TAS/IFRS and also fiscal accounts, there will be no dividend distribution based on 2018 operations. However, our dividend distribution proposal from previous years’ earnings corresponding to gross dividends of 10.27% is presented in Annex-1 on page 6 of this information document and is available at our website [www.anadolugrubu.com.tr](http://www.anadolugrubu.com.tr) .

If approved at the General Assembly, for TL 1 nominal shares dividend ratio of 10.27%,

- Resident Corporate Shareholders will be paid cash dividends of gross TL 0.10265,
- Real person shareholders will be paid cash dividends of gross TL 0.10265 per each share

corresponding to a total TL 25,000,000 dividends.

### **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;**

According to the Corporate Governance Communique (II-17.1.) of the Capital Markets Board; appointment of the Board members and 4 independent members will be made for Board of Directors.

As proposed at the Corporate Governance Committee meeting held on February 1, 2019 and approved at the Board of Directors meeting held on March 1, 2019, Ali Galip Yorgancıođlu, Uđur Bayar, Fatma Aslı Bařgöz and Mehmet Ercan Kumcu are nominated as independent members.

Corporate Governance Committee evaluated all proposed candidates for independent Board of Directors membership, whether they fulfill the independence criteria or not, prepared a report on this issue and submitted this report to the Board of Directors on February 1, 2019. Each independent Board of Directors member candidate provided in a written declaration to the Corporate Governance Committee that he/she is independent within the framework of the legislation, articles of association and the criteria stated in the Corporate Governance Principles.

Board of Directors decided to elect Mr. Ali Galip Yorgancıođlu, Mr. Uđur Bayar, Mrs. Fatma Aslı Bařgöz and Mr. Mehmet Ercan Kumcuođlu as independent member candidates within the scope of Corporate Governance Committee’s report and sent this list to the CMB on March 4, 2019 to take the opinion of CMB. According to CMB’s written response dated March 21, 2019, there is no objection received from CMB regarding the independent member candidates.

CVs of Board of Directors’ are available at Page 7, 8, 9 and 10 in Annex-2 of the document and their declarations of independence are available on Page 11, 12, 13 and 14 in Annex-3.

In addition, the remuneration of the Board of Directors will also be determined in the General Assembly pursuant to the regulations of the Turkish Commercial Code and CMB’s Corporate Governance Principles.

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#### **8) Approval of the independent audit company selected by Board of Directors in accordance with the Turkish Commercial Code and Capital Markets Law;**

In accordance with the CMB's II-17.1 communiqué published at the Official Gazette dated 03.01.2014 no 28871, about Corporate Governance Principles no 4.5.9 and 397th item of TCC, the Board of Directors resolved to select "DRT Bağımsız Denetim ve Serbest Muhasebeci Mali Müşavirlik A.Ş. (Deloitte)" as the independent auditor firm for the fiscal year 2019. This decision of the Board of Directors will be submitted for the approval of the General Assembly.

#### **9) Information to shareholders regarding donations made in 2018 in accordance with the Turkish Commercial Code;**

According to the article 6 of the Capital Markets Board Communiqué numbered II-19.1, the information regarding the donations made during the year must be submitted to the General Assembly. This article is not for the approval of the General Assembly, the purpose is only to inform the General Assembly.

While consolidated donations of the Group is TL 44,868,322, Holding-only donations stand at TL 21,349. Detailed information about donations is available on Page 15 and 16 in Annex-4.

#### **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;**

There is no surety ship and guarantees granted or pledges including mortgages instituted by the Company in favor of third parties; Pursuant to Article 12/4 of the Capital Markets Board Corporate Governance Communiqué No. II-17.1, shareholders will be informed accordingly.

#### **11) Informing the General Assembly of the transactions, if any, within the context of Article 1.3.6. of the Corporate Governance Communiqué (II-17.1.) of the Capital Markets Board;**

The shareholders will be informed of the absence of any such transaction in 2018 as depicted in the related item above.

#### **12) Authorization of the members of the Board of Directors as per Articles 395 and 396 of the Turkish Commercial Code;**

As the performance of transactions by the members to the Board of Directors, under Article 395 of the TCC, titled "Prohibition of Transactions and Borrowing with Company" and Article 396, titled "Non-Competition," may only be possible with the approval of the General Assembly, the issuance of the authorization in question will be presented for approval of our shareholders in the General Assembly.

#### **13) Closing.**

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### ANNEX 1 – 2018 DIVIDEND DISTRIBUTION TABLE

1.	Paid / Issued Capital		243,534,517.96
2.	Total Reserve Funds (According to Legal Records)		89,843,573.57
According to the Articles of the Association, if there is any privilege in the profit distribution, information related with the mentioned privilege			NONE
		<b>According to CMB</b>	<b>According to Legal Records</b>
3.	Profit for the Fiscal Period	-789,064,000.00	-196,119,650.45
4.	Tax Payable (-)	324,991,000.00	0
5.	Net Profit for the Fiscal Period (=)	-1,114,055,000.00	-196,119,650.45
6.	Losses for the Previous Years (-)	0	289,698,284.31
7.	First Scheme Legal Reserve (-)	0	0
<b>8.</b>	<b>NET DISTRIBUTABLE PROFIT FOR THE FISCAL PERIOD (=)</b>	<b>-1,114,055,000.00</b>	<b>-485,817,934.76</b>
9.	Donations made during the year (+)	44,868,322.00	0
<b>10.</b>	<b>Net Distributable period profit in which the donations are added to the primary dividend</b>	<b>-1,069,186,678.00</b>	
11.	Primary Dividend to the Shareholders'	0	
	Cash	0	
	Bonus Shares	0	
	Total	0	
12.	Dividend Distributed to the Privileged Shareholders	0	
13.	Other Distributed Profit	0	
	Board Members	0	
	Employees	0	
	People other than shareholders	0	
14.	Dividend distributed to Founder Shares	0	
15.	Secondary Dividend to the Shareholders'	0	
16.	Second Scheme Legal Reserve Fund	0	
17.	Statutory Reserves	0	
18.	Special Reserve Account	0	
<b>19.</b>	<b>EXCESS RESERVE</b>	<b>0</b>	<b>0</b>
20.	Other Sources Proposed to be Distributed	25,000,000.00	25,000,000.00
	Profit for the Previous Year	0	0
	Extraordinary Reserves	25,000,000.00	25,000,000.00
	Other Reserves Distributed According to the Law and Articles of Association	0	0
<b>Total Dividend to be Distributed</b>		<b>25,000,000.00</b>	<b>25,000,000.00</b>
Dividend to equity		10.27%	10.27%

<b>Dividend corresponding to TL 1 Nominal Value Share</b>	Net (TL)	Gross (TL)
Corporate Resident Shareholders	0.1026549	0.1026549
Real Person	0.1026549	0.1026549

### Profit Distribution Table

	Class	Total Dividend Amount		Total Dividend / Net Distributable Profit	Dividend Corresponding to TL 1 Nominal Share Value	
		Cash (TL)	Bonus (TL)	Percentage (%)	Amount (TL)	Percentage (%)
NET	A	20,000,000.00	0.00		0.1026549	10.27
	B	5,000,000.00	0.00		0.1026549	10.27
	<b>Total</b>	<b>25,000,000.00</b>	<b>0.00</b>			

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### **ANNEX 2 – CV'S OF BOARD MEMBER CANDIDATES**

#### **Tuncay Özilhan**

Tuncay Özilhan was born in Kayseri. He studied in Saint-Joseph High School, then graduated from the Faculty of Economics of İstanbul University. He received his MBA degree from Long Island University in the United States. He has undertaken responsibilities such as General Director of Erciyas Brewery, Coordinator of the Beer Group and General Coordinator of Anadolu Group. Tuncay Özilhan acted as the CEO of Anadolu Group from 1984 to February 2017. He is the Chairman of Anadolu Group since May 2007. He has also been serving as Chairman of Anadolu Foundation as well as various Group companies.

Özilhan served as the Chairman of TÜSİAD (Turkish Industrialist's and Businessmen's Association) from 2001 to 2003 and he is currently Chairman of its High Advisory Council. His other responsibilities include; Member of The Board and Chairman of the Turkish – Russian Business Council at the Foreign Economic Relations Board (DEİK), Honorary Consul for the Republic of Estonia and President of Anadolu Efes Sports Club. Tuncay Özilhan holds Ministerial Medal by the Ministry Foreign Affairs of the Republic of Estonia and “The Order of the Rising Sun, Gold and Silver Star”, constituting one of the most important orders awarded by Japanese government.

#### **Kamilhan Süleyman Yazıcı**

Kamilhan Yazıcı holds a bachelor's degree in business administration from Emory University in USA, an MBA degree from AIBEC (American Institute of Business and Economics) in Russia and has completed the GMP program at Harvard Business School. Starting his career in Anadolu Group Finance Department in 2000, Yazıcı later worked in Anadolu Efes Russia Marketing Department between 2003-2005 and was appointed New Product Development Manager in 2005. Continuing his career in Russia as Logistic Systems Manager during 2006-2008, Yazıcı was appointed as Supply Chain Director in 2008 and as Development Director in 2010. Yazıcı assumed the role of Anadolu Efes Moldova Managing Director between 2011-2014 and was later appointed as Market Development Director in Anadolu Efes Headquarters, a position held until April 2017. Yazıcı currently serves as Board Member and Vice-Chairman in Anadolu Group companies.

#### **Salih Metin Ecevit**

Metin Ecevit graduated from Faculty of Political Sciences in 1967. He also received a master's degree from Syracuse University in Economics in 1976. From 1967 to 1980, he worked as a Government Auditor and served as Deputy General Manager of General Directorate of Revenues at the Ministry of Finance. Ecevit joined Anadolu Group in 1980 and worked in various roles, serving as General Manager, Board Member and Chairman in automotive companies of Anadolu Group. He retired in 2006, while he was serving as Automotive Group President, owing to the retirement age limit regulations of the Group. He served as Board Member and Chairman of the Association of Imported Car Distributors in Turkey from 1992 to 2004. He holds board member positions in various Anadolu Group companies.

#### **Talip Altuğ Aksoy**

Talip Altuğ Aksoy received his bachelor's degree in economics from Oglethorpe University in USA. He began his career as Finance Assistant Specialist at Anadolu Group in 1995 and was appointed as a Finance Specialist in 1996. Aksoy worked as Human Resources and Treasury Specialist from 1998 to 2000. He served as Director of Sales and Marketing at Efes Invest from 2000 to 2003 and was appointed as the Director of Trade and Export at Efes Beer Group in January 2003. Continuing his career at the Group as the Director of Purchasing and Logistics from 2006, Aksoy was appointed Director of Supply Chain of Efes

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Beer Group in June 2008. In November 2011, he was appointed as Efes Turkey Managing Director and served in this position until January 2017. Aksoy still continues to serve as a Board Member in various Anadolu Group companies.

#### **Tuğban İzzet Aksoy**

Tuğban İzzet Aksoy graduated from the Management and International Finance Department of the University of Oglethorpe in the USA, following his education at the Austrian High School. He began his professional career as an Assistant Expert in the Financial Affairs Directorate at Anadolu Endüstri Holding, in 1996. In December 1998 he was appointed as a Senior Broker at the Alternatifbank Treasury Department. Following five years in this role, Aksoy took on the role of Corporate Finance and Risk Manager at the Treasury and Risk Management Department of Anadolu Endüstri Holding A.Ş. in June 2003. In April 2008, he became Assistant Coordinator at Business Development Directorate, and between 2009-April 2019, he worked as Anadolu Group Energy Sector Coordinator. He continues to serve as Board Member in various Anadolu Group companies.

Aksoy, who has participated in professional training and seminars in his field, is member of energy groups of TÜSİAD, TOBB and DEİK. Meanwhile, he has been an honorary consul of Georgia since 2016.

#### **Efe Yazıcı**

Efe Yazıcı received his undergraduate degree in Management from George Washington University in 1999 and his MBA from Sabancı University in 2003. Her worked as Assistant Fund Manger in Merrill-Lynch between 1997-1999 and joined Anadolu Group in 1999. During 1999-2002 period, he assumed various positons in Abank, Anadolu Endüstri Holding, TurkeCom, Anadolu Efes and Efes Moscow. Efe Yazıcı worked in Anadolu Isuzu Otomotiv Sanayi ve Ticaret A.Ş. during 2003-2014, overtaking positions of Export Specialist, Export Executive, Marketing Executive, Marketing Manager, Sales Manager and Exports Manager in order.

Efe Yazıcı has been working as the General Manager of Antgıda A.Ş. since 2015; he is also the board member of Billurtuz A.Ş.

#### **Rasih Engin Akçakoca**

R. Engin Akçakoca received his undergraduate degree from Middle East Technical University in Management and started his career in banking in 1974. He assumed Deputy General Manager position in Koç-Amerikan Bank during 1986 and 1991 and General Manager position in Koçbank A.Ş. during 1991 and 2000.

He was appointed as the Chairman of the Banking Regulation and Supervision Agency and the Savings Deposit Insurance Fund in 2001 responsible for a large-scale banking sector restructuring program held in Turkey. Akçakoca has been working as a a consultant since 2004; he holds board member positions in various Anadolu Group companies.

#### **Dr. Yılmaz Argüden**

Dr. Argüden is the Chairman of ARGE Consulting, a globally recognized Turkish management consulting firm known for value creating strategies, governance, and sustainability. He is also the Chairman of Rothschild investment bank in Türkiye. His career spans the private sector, public sector, multinational institutions, NGOs, and academia. Dr. Argüden served on the boards of more than 60 national and international corporations. He is an adjunct Professor of Business Strategy, an author of numerous books and a columnist focusing on business and strategy issues. He is a renowned governance expert and has

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been selected as a member of the Private Sector Advisors of the IFC's Global Corporate Governance Group; he is also the Vice-Chairman of the Governance Committee of the Business at OECD and the Chairman of Trustees of the Argüden Governance Academy. As the elected Global Chair of the National Networks, he has served on the Board of the UN Global Compact, the world's largest sustainability platform. He is an Eisenhower Fellow, a recipient of numerous leadership, distinguished citizenship and career awards, and was selected by the World Economic Forum as a "Global Leader for Tomorrow" for his commitment to improving the state of the world.

#### **Ali Galip Yorgancıođlu**

Galip Yorgancıođlu graduated from Galatasaray High School and then he studied at the Faculty of Business Administration at Bođaziçi University. He started his professional life at Phillip Morris as Marketing Manager of Marlboro Cigarettes. Later on, he worked as South East European Marketing Director at Diageo, Turkey and Eurasia Marketing Director at Coca-Cola, and then as Turkey General Manager at Burger King. In April 2004, he started to work as CEO of Mey İçi, which was founded after Tekel Alcoholic Beverages section has been privatized in December 2003. He continued to work as CEO of Mey İçi / Diageo Turkey until he retired on 30 September 2017.

Yorgancıođlu complies with all of the independent member requirements, defined in the Capital Markets Board (CMB) Corporate Governance Principles.

#### **Uđur Bayar**

Uđur Bayar received his Bachelor of Science degree in Applied Mathematics and Statistics from the State University of New York in 1997. Bayar began his career at Citibank Turkey in 1987, taking various positions at the treasury of the bank until 1992, when he moved to public service. Between 1992 and 1997, he served as Vice President of Public Partnership Administration of the Prime Ministry of Turkey and between 1997 and 2002 as President of Privatization Administration of the Prime Ministry of Turkey. During this period, he served as Chairman of the board of Erdemir and Petrol Ofisi and a board member of Turkish Airlines and Türk Telekom. Bayar joined Credit Suisse in 2004 and worked as Turkey's Chief Executive Officer and Head of Investment Banking until 2017. In addition, Bayar serves as Chairman of WWF Turkey (World Wildlife Foundation) while he serves as board member at Tekfen Teknoloji Yatırım ve Tic. A.Ş and at SAMUMED Biotechnology Company, based in San Diego.

Bayar complies with all of the independent member requirements, defined in the Capital Markets Board (CMB) Corporate Governance Principles.

#### **Fatma Aslı Bařgöz**

Aslı Bařgöz graduated from the Department of Economics and Politics from Indiana University and received her law degree from the Law Department of Michigan University. Being a member of Bar of New York, she was the first member of Global Executive Committee of White&Case LLP between 2007-2011 in its 100-year history. Bařgöz works intensively in mergers and acquisitions. She has a vast experience of 35 years in merger, acquisitions and JV projects of many domestic and international companies from several sectors such as; banking and finance, energy and infrastructure, production, health and retail. She also has experience in project finance, international public offerings and international finance transactions. Bařgöz is also a Board member of the International Investors Association (YASED), advisory board member of Financial Literacy and Inclusion Association (FODER). She is a member of the Turkish Industry and Business Association (TÜSİAD) and founding member of Global Relations Forum.

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Başgöz complies with all of the independent member requirements, defined in the Capital Markets Board (CMB) Corporate Governance Principles.

#### **Mehmet Ercan Kumcu**

Mehmet Ercan Kumcu graduated from Boğaziçi University Department of Economics and received his doctorate degree from Boston College, Department of Economics. He was a university lecturer in Boston College, Eastern Michigan University and State University of New York giving lectures about macroeconomics, theory of money, international economics and finance. Prior to his career at the Central Bank of Turkey, he worked as a guest researcher, general secretary and finally as Vice President between 1988-1993. Serving still at the Board of Directors of Tekfen Holding, Dr. Kumcu worked both as the Vice Chairman and later as the Chairman of Tekfenbank (Eurobank Tekfen) between 1995-2008. Dr. Kumcu gives lectures Kadir Has University and he has published many articles. He is the author of the books “İstikrar Arayışları” (In Pursuit of Stability) “Krizleri Nasıl Çıkardık?” (How Did We Create Crises) (with Mahfi Eğilmez), “Ekonomi Politikası: Teori ve Türkiye Uygulaması” (Economic Policy: Theory and Practice in Turkey) (with Mahfi Eğilmez), “Kadın Matematikçiler” (Female Mathematicians) and “Krizler, Para ve İktisatçılar” (Crises, Money and Economists).

Kumcu complies with all of the independent member requirements, defined in the Capital Markets Board (CMB) Corporate Governance Principles.

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### ANNEX 3 – DECLARATION OF INDEPENDENCE BY INDEPENDENT BOARD MEMBER CANDIDATES

**I hereby declare that, with respect to AG Anadolu Grubu Holding A.Ş.;**

- No employment relationship has been established during the last five years between me, my spouse and my relatives by blood or marriage up to second degree and the company, partnerships which the company controls the management of or has material influence over or shareholders who control the management of or have material influence over the company and legal entities which these shareholders control the management of, which has caused me to assume important duties and responsibilities in an executive position nor have I/we individually or jointly held more than 5% of the capital or voting rights or privileged shares in or established a material business relationship with the same,
- I was not a shareholder of (%5 and more) nor held an executive position which would cause me to assume important duties and responsibilities or officiated as a board member, during the last five years, in any company from or to which the company purchases or sells a substantial quantity of services or products based on agreements made, during the periods these services or products were sold or purchased including especially those companies which carry out audit (including tax audits, legal audits, internal audits), rating and consultancy services for the company,
- I have the professional education, knowledge and experience necessary to duly carry out the duties which I shall assume due to my position as an independent board member,
- I am not a full time employee with any public entity or organization following my election as a member with the exception of employment as a university professor provided that such employment is in compliance with the laws and regulations that are applicable to universities,
- I am assumed to be a resident in Turkey in accordance with the Income Tax Law dated 31.12.1960, numbered 193,
- I have strong ethical standards, professional reputation and experience that shall allow me to contribute positively to the activities of the company, maintain partiality in conflicts of interests between the company and its shareholders and decide freely by taking into account the rights of beneficiaries;
- I am able to dedicate a sufficient amount of time to the affairs of the company in a manner to follow up the conduct of company activities and duly perform the duties I have assumed,
- I did not officiate as a board member at the board of directors of the company for longer than 6 years during the last ten years,
- I am not officiating as an independent board member with more than three of the companies which the company controls or shareholders that control the management of the company control the management and in total more than five of the companies which are traded on the stock exchange and that therefore, I will serve in my position as a member of the Company's Board of Directors as an independent board member,
- I have not been registered and announced as a board member representing the legal entity for which I will be elected.

Date: 01.02.2019

Name – Surname:

Ali Galip Yorgancıođlu

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## ORDINARY GENERAL ASSEMBLY INFORMATION DOCUMENT

**I hereby declare that, with respect to AG Anadolu Grubu Holding A.Ş.;**

- No employment relationship has been established during the last five years between me, my spouse and my relatives by blood or marriage up to second degree and the company, partnerships which the company controls the management of or has material influence over or shareholders who control the management of or have material influence over the company and legal entities which these shareholders control the management of, which has caused me to assume important duties and responsibilities in an executive position nor have I/we individually or jointly held more than 5% of the capital or voting rights or privileged shares in or established a material business relationship with the same,
- I was not a shareholder of (%5 and more) nor held an executive position which would cause me to assume important duties and responsibilities or officiated as a board member, during the last five years, in any company from or to which the company purchases or sells a substantial quantity of services or products based on agreements made, during the periods these services or products were sold or purchased including especially those companies which carry out audit (including tax audits, legal audits, internal audits), rating and consultancy services for the company,
- I have the professional education, knowledge and experience necessary to duly carry out the duties which I shall assume due to my position as an independent board member,
- I am not a full time employee with any public entity or organization following my election as a member with the exception of employment as a university professor provided that such employment is in compliance with the laws and regulations that are applicable to universities,
- I am assumed to be a resident in Turkey in accordance with the Income Tax Law dated 31.12.1960, numbered 193,
- I have strong ethical standards, professional reputation and experience that shall allow me to contribute positively to the activities of the company, maintain partiality in conflicts of interests between the company and its shareholders and decide freely by taking into account the rights of beneficiaries;
- I am able to dedicate a sufficient amount of time to the affairs of the company in a manner to follow up the conduct of company activities and duly perform the duties I have assumed,
- I did not officiate as a board member at the board of directors of the company for longer than 6 years during the last ten years,
- I am not officiating as an independent board member with more than three of the companies which the company controls or shareholders that control the management of the company control the management and in total more than five of the companies which are traded on the stock exchange and that therefore, I will serve in my position as a member of the Company's Board of Directors as an independent board member,
- I have not been registered and announced as a board member representing the legal entity for which I will be elected.

Date: 01.02.2019

Name – Surname:

Uğur Bayar

# **AG ANADOLU GRUBU HOLDİNG A.Ş.**

## **ORDINARY GENERAL ASSEMBLY INFORMATION DOCUMENT**

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Date: 01.02.2019

Name – Surname:

Mehmet Ercan Kumcu

# AG ANADOLU GRUBU HOLDİNG A.Ş.

## ORDINARY GENERAL ASSEMBLY INFORMATION DOCUMENT

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- I have the professional education, knowledge and experience necessary to duly carry out the duties which I shall assume due to my position as an independent board member,
- I am not a full time employee with any public entity or organization following my election as a member with the exception of employment as a university professor provided that such employment is in compliance with the laws and regulations that are applicable to universities,
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- I have not been registered and announced as a board member representing the legal entity for which I will be elected.

Date: 01.02.2019

Name – Surname:

Fatma Aslı Başgöz

**AG ANADOLU GRUBU HOLDİNG A.Ş.**  
**ORDINARY GENERAL ASSEMBLY INFORMATION DOCUMENT**

**ANNEX 4 – 2018 CONSOLIDATED DONATIONS**

<b>Donator Company/Subsidiary</b>	<b>Donation amount (TL)</b>	<b>Donated to</b>
AG Anadolu Grubu Holding A.Ş.	12,500	İktisadi Kalkınma Vakfı
AG Anadolu Grubu Holding A.Ş.	5,249	Beykoz Nüfus Müdürlüğü
AG Anadolu Grubu Holding A.Ş.	3,500	Türkiye Etik ve İtibar Derneği
AG Anadolu Grubu Holding A.Ş.	100	Türk Eğitim Vakfı
Efes Pazarlama ve Dağıtım Ticaret A.Ş.	2,500,000	Anadolu Eğitim Sosyal Yardım Vakfı
Coca Cola İçecek A.Ş.	291,380	Koç Üniversitesi
Coca Cola Satış ve Dağıtım A.Ş.	119,751	Reklam Üssü Reklam Ajansı
Anadolu Efes Biracılık ve Malt Sanayi A.Ş.	43,610	Türkiye Korunmaya Muhtaç Çocuklar Vakfı
Efes Pazarlama ve Dağıtım Ticaret A.Ş.	5,900	Profesyonel İş Kadınları Derneği
Anadolu Efes Biracılık ve Malt Sanayi A.Ş.	5,000	Kahramankazan 15 Temmuz Demokrasi Gazileri Yardımlaşma
Anadolu Efes Biracılık ve Malt Sanayi A.Ş.	5,314	Diğer
Anadolu Efes Biracılık ve Malt Sanayi A.Ş.	5,000	Türk Sanayicileri ve İş İnsanları Derneği
Coca Cola Satış ve Dağıtım A.Ş.	4,500	Sabancı Üniversitesi
Coca Cola İçecek A.Ş.	4,175	Bornova Anadolu Lisesi
Coca Cola Satış ve Dağıtım A.Ş.	2,110	Türk Eğitim Vakfı
Coca Cola İçecek A.Ş.	1,400	Lösemili Çocuklar Sağlık ve Eğitim Vakfı
Coca Cola Satış ve Dağıtım A.Ş.	560	Lösemili Çocuklar Sağlık ve Eğitim Vakfı
Coca Cola İçecek A.Ş.	300	Türk Eğitim Gönüllüleri Vakfı
Anadolu Isuzu Otomotiv San. ve Tic. A.Ş.	20,000	İTÜ Geliştirme Vakfı
Anadolu Isuzu Otomotiv San. ve Tic. A.Ş.	12,000	Cemil Türker İlköğretim Okulu
Anadolu Isuzu Otomotiv San. ve Tic. A.Ş.	1,750	Türkiye Eğitim Vakfı
Anadolu Isuzu Otomotiv San. ve Tic. A.Ş.	500	Lösemili Çocuklar Sağlık ve Eğitim Vakfı
Çelik Motor Ticaret A.Ş.	23,012,595	Anadolu Eğitim Sosyal Yardım Vakfı
Çelik Motor Ticaret A.Ş.	1,000	Samandıra Anadolu Teknik ve Endüstri Meslek Lisesi
Çelik Motor Ticaret A.Ş.	395	Atatürk Havalimanı Hava Güvenliği Destek ve Gel.
Çelik Motor Ticaret A.Ş.	20	Adnan Menderes Havalimanı Hava Güvenliği Destek ve Gel.
Anadolu Motor Üretim ve Pazarlama A.Ş.	1,330	Hayata Destek Derneği
Anadolu Motor Üretim ve Pazarlama A.Ş.	1,000	Şekerpınar Eğitim Çağ.Talb.Yardım Derneği
Anadolu Motor Üretim ve Pazarlama A.Ş.	635	Türk Eğitim Gönüllüleri Vakfı
Anadolu Motor Üretim ve Pazarlama A.Ş.	200	TAREKSAV Eğitim Kültür ve Sağlık Vakfı
Anadolu Motor Üretim ve Pazarlama A.Ş.	100	Türkiye Eğitim Vakfı
Adel Kalemçilik Ticaret ve Sanayi A.Ş.	1,400,000	Anadolu Eğitim Sosyal Yardım Vakfı
Adel Kalemçilik Ticaret ve Sanayi A.Ş.	37,923	Çaba Derneği
Anadolu Restoran İşletmeleri Ltd.Şti.	150,000	Beşiktaş Belediyesi
Anadolu Restoran İşletmeleri Ltd.Şti.	16,575	Beyoğlu Refia Ögünç Olgunlaştırma Enstitüsü
Anadolu Restoran İşletmeleri Ltd.Şti.	10,800	Amerikan Şirketler Derneği
Anadolu Restoran İşletmeleri Ltd.Şti.	5,000	Eyüp Belediyesi
Anadolu Restoran İşletmeleri Ltd.Şti.	1,050	Beyoğlu Emniyet Derneği
Anadolu Restoran İşletmeleri Ltd.Şti.	320	Türk Eğitim Vakfı
AND Anadolu Gayrimenkul Yatırımları A.Ş.	8,495	Çağdaş Yaşamı Destekleme Derneği
AND Anadolu Gayrimenkul Yatırımları A.Ş.	2,000	Tema Vakfı
AND Kartal Gayrimenkul Yatırımları A.Ş.	16,000,000	Anadolu Eğitim Sosyal Yardım Vakfı
AND Kartal Gayrimenkul Yatırımları A.Ş.	1,027,981	Şahkulu Vakfı

**AG ANADOLU GRUBU HOLDİNG A.Ş.**  
**ORDINARY GENERAL ASSEMBLY INFORMATION DOCUMENT**

AND Kartal Gayrimenkul Yatırımları A.Ş.	10,000	Korunmaya Muhtaç Çocuklar Vakfı
AEH Sigorta Acenteliği A.Ş.	75,160	Koç Üniversitesi
AEH Sigorta Acenteliği A.Ş.	60,000	Anadolu Eğitim Sosyal Yardım Vakfı
Georgia Urban Enerji Ltd.	1,144	Aspindza Municipality
<b>Toplam</b>	<b>44,868,322</b>	