

AG ANADOLU GRUBU HOLDİNG A.Ş.

ORDINARY GENERAL ASSEMBLY INFORMATION DOCUMENT

ORDINARY GENERAL ASSEMBLY ANNOUNCEMENT

Our Company's 2019 Shareholders General Assembly Meeting will be held to discuss the agenda below on 30 April 2020, Thursday at 2 pm at the address of "Esenkent Mahallesi, Deniz Feneri Sokak, No: 4, Ümraniye, 34776 İSTANBUL".

Our shareholders, whose shares are monitored by the Central Registry Agency in dematerialized form and who have the right to participate the general assembly meeting, may attend the meeting at the above mentioned address in person or through representatives or they may prefer to attend the meeting electronically in person or through representatives by using their secure electronic signature through the Electronics General Assembly System provided by the Central Registry Agency.

Shareholders can authorize their representatives by using Electronics General Assembly System or filling the below proxy form or the proxy form which is available at the Company headquarters and our company's website addressed <http://www.anadolugrubu.com.tr> and notarizing their signature in line with provisions of the Capital Markets Board Communiqué numbered II- 30.1. Shareholders may also represent themselves through submitting signed proxy form with notarized signature circular of the shareholders.

For attending physical General Assembly Meeting;

- Real person shareholders should submit their ID card,
- Legal person shareholders should submit their representatives' ID card and authorization documents,
- Real and legal person's representatives should submit their ID card and representation documents,
- Representatives authorized through the Electronic General Assembly System should submit ID card and should sign the Present List.

Our shareholders, who attend the meeting electronically through the Electronics General Assembly System, can get information about procedures and principles of participation, authorization of representatives, making proposals, explanations and voting from the Central Registry Agency web site <http://www.mkk.com.tr>.

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.

On the other hand, in line with the struggle in Turkey as well as World-wide towards the Coronavirus outbreak, there are several measures announced by Ministry of Commerce, taking into account the number of attendees to the General Assembly of the companies, to prevent the spread of the outbreak.

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Within this context;

- Electronic participation to annual General Assembly rather than physical participation has been recommended for shareholders and companies using electronic General Meeting system or companies planning to make General Assembly should ensure minimum number of physical shareholder attendees to prevent the outbreak.
- We therefore kindly remind our shareholders to be more sensitive and attend 2019 General Assembly Meeting electronically rather than physically within the framework of advice of Ministry of Commerce by completing the necessary actions to attend the meeting electronically.

The Financial Statements, The Board of Directors' and Independent Audit Reports, Profit Distribution Proposal of the Board of Directors and Information Document Regarding General Assembly Meeting for the year 2019 are made available for the shareholders examination at the Electronic General Assembly System section of the Central Registry Agency web site, at the company web site <http://www.anadolugrubu.com.tr>, at the above address of the Shareholders Relation Service of our Company at least 3 weeks before the meeting.

Our Shareholders are requested with respect to honor the meeting preferably in electronic environment on mentioned day and time.

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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:

Anadolu Grubu Holding Shreholding Structure	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 (*)	47,211	19.39	47,211	19.39
Özilhan Family (*)	24,293	9.98	24,293	9.98
Azimut Portföy SKY Serbest Özel Fon (*) (****)	18,772	7.71	18,772	7.71
Free Float (**)	34,553	14.19	34,553	14.19
Others (***)	232	0.08	232	0.08
Total	243,535	100.00	243,535	100.00

(*)28,65% of AG Sınai Yatırım ve Yönetim A.Ş. shares amounting TRL 69.767 and all of the shares of other Yazıcı Family Members, Özilhan Family, Azimut Portföy SKY Serbest Özel Fon and other are publicly issued and 16,76% of them amounting TRL 40.807 are traded on the stock exchange.

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

(***) TRL 218 of TRL 232 belongs to Anadolu Ecopack Üretim ve Pazarlama A.Ş.. Anadolu Ecopack Üretim ve Pazarlama A.Ş.'s 100,00% shares belong to Süleyman Kamil Yazıcı and his Family.

(****) Süleyman Kamil Yazıcı and his daughters (Fazilet Yazıcı, Gülten Yazıcı, Gülşen Yazıcı, Nilgün Yazıcı, Hülya Elmaloğlu) are the Qualified Investors of Azimut Portföy SKY Serbest Özel Fon and the shares of the fund have been allocated only to these mentioned individuals as predetermined.

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.

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Anadolu Grubu Holding Share Class	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

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 2019 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 2019;

Pursuant to the relevant regulations, Annual Report of Board of Directors for fiscal year 2019 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.

3) Reading out of the report of the Independent Audit Company for the Jan. 1, 2019– Dec.31, 2019 period;

Pursuant to the relevant regulations, the report of the Independent Audit Company for the fiscal year 2019 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.

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4) Reading out, discussion and approval of the consolidated financials for 2019 pursuant to CMB regulations;

Pursuant to the relevant regulations, 2019 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 .

5) Acquittal of the Board of Directors separately regarding their activities in 2019;

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 2019 will be submitted for the approval of the General Assembly.

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

Pertaining to our 2019 fiscal year, as there is a profit in independently audited consolidated financial statements and loss recorded in annual statutory records prepared consistent with the TAS/IFRS and also fiscal accounts our dividend distribution proposal from previous years' earnings corresponding to gross dividends of 12.32% is presented in Annex-1 on page 6 of this information document and is available at our website www.anadolugrubu.com.tr .

If approved at the General Assembly, for TL 1 nominal shares dividend ratio of 12.32%,

- Resident Corporate Shareholders will be paid cash dividends of gross TL 0.12319,
- Real person shareholders will be paid cash dividends of gross TL 0.12319 per each share

corresponding to a total TL 30,000,000 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 3, 2020 and approved at the Board of Directors meeting held on February 3, 2020, 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 3, 2020. Each independent Board of Directors member candidate provided in a written declaration to the

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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 February 3, 2020 to take the opinion of CMB. According to CMB's written response dated February 28, 2020, there is no objection received from CMB regarding the independent member candidates.

CVs of Board of Directors' are available at Page 10, 11, 12 and 13 in Annex-3 of the document and their declarations of independence are available on Page 14, 15, 16 and 17 in Annex-4.

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.

8) Provided all the necessary permissions from Capital Markets Board and Ministry of Commerce, amendment in Annex-1 to Articles of Association regarding the addition of article number 27 titled "Issuance of Securities and Other Debt Instruments" will be discussed and decided;

With the addition of the article titled "Issuance of Securities and Other Debt Instruments" to the Articles of Association, The company in accordance with the Capital Markets Law, Turkish Commercial Code and related legislations has the right to ISSUE all kinds of simple bonds, replacement bonds, gold/silver/platinum bonds, asset backed securities, financing bonds, profit loss partnership certificate, participation certificate, or all other types of debt instruments that are based to profit sharing, convertible or discounted bonds VTO domestic and international corporate and individual investors.

9) 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 Bađımsız Denetim ve Serbest Muhasebeci Mali Müřavirlik A.ř. (Deloitte)" as the independent auditor firm for the fiscal year 2020. This decision of the Board of Directors will be submitted for the approval of the General Assembly.

10) Information to shareholders regarding donations made in 2019 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.

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While consolidated donations of the Group is TL 4,687,797 Holding-only donations stand at TL 8,250. Detailed information about donations is available on Page 18 in Annex-5.

11) 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.

12) 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 informed of the absence of any such transaction in 2019 as depicted in the related item above.

13) 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.

14) Closing.

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ANNEX 1 – AG ANADOLU GRUBU HOLDİNG A.Ş. AMENDMENT TO ARTICLES OF ASSOCIATION

OLD VERSION	NEW VERSION
	<p><u>Article 27- ISSUANCE OF SECURITIES AND OTHER DEBT INSTRUMENTS</u></p> <p>The company in accordance with the Capital Markets Law, Turkish Commercial Code and related legislations has the right to ISSUE all kinds of simple bonds, replacement bonds, gold/silver/platinum bonds, asset backed securities, financing bonds, profit loss partnership certificate, participation certificate, or all other types of debt instruments that are based to profit sharing, convertible or discounted bonds VTO domestic and international corporate and individual investors. In line with this article, the Board of Directors is indefinitely authorized to determine the kind, total size, upper limits, maturity date, interest rates, and all terms of the offering and mandate the executive committee regarding the issuance. All of the offerings will be totally in accordance with the Capital Markets Laws and related legislations.</p>

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ANNEX 2 – 2019 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
		According to CMB	According to Legal Records
3.	Profit for the Fiscal Period	1.052.531.000,00	-141.340.670,61
4.	Tax Payable (-)	508.762.000,00	0
5.	Net Profit for the Fiscal Period (=)	543.769.000,00	-141.340.670,61
6.	Losses for the Previous Years (-)	0	553.420.449,07
7.	First Scheme Legal Reserve (-)	0	0
8.	NET DISTRIBUTABLE PROFIT FOR THE FISCAL PERIOD (=)	543.769.000,00	-694,761,119.68
9.	Donations made during the year (+)	4,687,797.00	0
10.	Net Distributable period profit in which the donations are added to the primary dividend	548,456,797.00	
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	
19.	EXCESS RESERVE	543.769.000,00	0
20.	Other Sources Proposed to be Distributed	30.000.000,00	30.000.000,00
	Profit for the Previous Year	0	0
	Extraordinary Reserves	30.000.000,00	30.000.000,00
	Other Reserves Distributed According to the Law and Articles of Association	0	0

Total Dividend to be Distributed	30.000.000,00	30.000.000,00
Dividend to equity	12,32%	12,32%

Dividend corresponding to TL 1 Nominal Value Share	Net (TL)	Gross (TL)
Corporate Resident Shareholders	0,1231858	0,1231858
Real Person	0,1231858	0,1231858

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	24.000.000,00	0.00		0,1231858	12,32
	B	5.000.000,00	0.00		0,1231858	12,32
	Total	30.000.000,00	0.00			

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ANNEX 3 – 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.

Tevfik Bilgin

Tevfik Bilgin graduated from Middle East Technical University, Faculty of Economics and Administrative Sciences, Department of Public Administration. He holds a MBA degree from the University of Iowa in USA. Between 1992 and 1995, he worked as a Sworn Auditor Assistant at the Prime Ministry Undersecretariat of Treasury, between 2007 and 2001, he was a Sworn Auditor at Banks. Between 2001 and 2003, he worked as Financial Affairs Coordinator at Anadolu Endüstri Holding. He became the General Manager of T. Halk Bank in 2003 and was elected as the chairman of the BRSA and the SDIF in December 2003. He was elected as the BRSA chairman for 6 years again in 2006 and continued his duty until 2012.

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 Beer Group in June 2008. In November 2011, he was appointed as Efes Turkey Managing Director and

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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.

Mustafa Ali Yazıcı

Mustafa Ali Yazıcı graduated from Galatasaray High School in Istanbul and received his bachelor's degree in finance from Georgetown University in Washington D.C. After working at Morgan Stanley's London office as a financial analyst, he served as managing director of a firm specializing in e-commerce from 2005 to 2010. He served as managing director of Cloudturk, a firm that he co-founded, which specializes in cloud computing and fintech industries from 2011-2017. Since 2017, he has been serving as a board member of Anadolu Group and its subsidiary companies.

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 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 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

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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 İçki, which was founded after Tekel Alcoholic Beverages section has been privatized in December 2003. He continued to work as CEO of Mey İçki / 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 1987. 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.

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

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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 Eğılmez), “Ekonomi Politikası: Teori ve Türkiye Uygulaması” (Economic Policy: Theory and Practice in Turkey) (with Mahfi Eğılmez), “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 4 – 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: 03.02.2020

Name – Surname:

Ali Galip Yorgancıoğlu

AG ANADOLU GRUBU HOLDİNG A.Ş.

ORDINARY GENERAL ASSEMBLY INFORMATION DOCUMENT

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Date: 03.02.2020

Name – Surname:

Uğur Bayar

AG ANADOLU GRUBU HOLDİNG A.Ş.

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Date: 03.02.2020

Name – Surname:

Mehmet Ercan Kumcu

AG ANADOLU GRUBU HOLDİNG A.Ş.

ORDINARY GENERAL ASSEMBLY INFORMATION DOCUMENT

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Date: 03.02.2020

Name – Surname:

Fatma Aslı Başgöz

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

ANNEX 5 – 2019 CONSOLIDATED DONATIONS

Donator Company/ Subsidiary	Amount (TL)	Donated to
AG Anadolu Grubu Holding A.Ş.	6.300	Anadolu Eğitim Sosyal Yardım Vakfı
AG Anadolu Grubu Holding A.Ş.	1.250	Mehmetçik Vakfı
AG Anadolu Grubu Holding A.Ş.	200	Türk Eğitim Vakfı
AG Anadolu Grubu Holding A.Ş.	500	Türk Eğitim Vakfı (Çelenk)
AEH Sigorta Acenteliği A.Ş.	86.441	Koç Üniversitesi
Anadolu Restoran İşletmeleri Ltd. Şti.	150.000	Şişli Polis Hizmetleri Geliştirme ve Destekleme Derneği
AND Anadolu Gayrimenkul Yatırımları A.Ş.	30.000	Kartal Spor Kulübü
AND Anadolu Gayrimenkul Yatırımları A.Ş.	2.250	TEGV
AND Anadolu Gayrimenkul Yatırımları A.Ş.	3.669	Foundation for the Global Compact
AND Kartal Gayrimenkul Yatırımları A.Ş.	1.200	Türkiye Halkla İlişkiler Derneği (Tühid)
AND Kartal Gayrimenkul Yatırımları A.Ş.	2.250	TEGV
Anadolu Isuzu Otomotiv Sanayi ve Ticaret A.Ş.	3.700	1914 Edirnegücü Spor Derneği
Anadolu Isuzu Otomotiv Sanayi ve Ticaret A.Ş.	100	Türkiye Eğitim Vakfı
Anadolu Isuzu Otomotiv Sanayi ve Ticaret A.Ş.	230	TEMA Vakfı
Anadolu Isuzu Otomotiv Sanayi ve Ticaret A.Ş.	10.000	Sabancı Üniversitesi
Anadolu Isuzu Otomotiv Sanayi ve Ticaret A.Ş.	1.650	TEV
Anadolu Isuzu Otomotiv Sanayi ve Ticaret A.Ş.	15.000	İTÜ VAKFI
Anadolu Isuzu Otomotiv Sanayi ve Ticaret A.Ş.	2.400	Cemil Türker Okul Aile Birliği
Çelik Motor Ticaret A.Ş.	7.334	Samandıra Anadolu Tekn.Ve End.Meslek Lisesi
Çelik Motor Ticaret A.Ş.	80	Atatürk Havalimanı Hava Güvenliği Dest.Ve Gel.
Coca-Cola İçecek A.Ş.	1.800	LÖSEV
Coca-Cola İçecek A.Ş.	1.500	Türk Eğitim Vakfı
Coca-Cola İçecek A.Ş.	1.075	Bornova Anadolu Lisesi Eğitim Vakfı
Coca-Cola İçecek A.Ş.	1.485	Türkiye Spastik Çocuklar Vakfı
Coca-Cola Satış ve Dağıtım A.Ş.	50.109	Reklam Üssü Reklam Ajansı
Coca-Cola Satış ve Dağıtım A.Ş.	100	LÖSEV
Coca-Cola Satış ve Dağıtım A.Ş.	200	Bornova Anadolu Lisesi Eğitim Vakfı
Coca-Cola Satış ve Dağıtım A.Ş.	1.000	Doğal Hayatı Koruma Vakfı
Coca-Cola Satış ve Dağıtım A.Ş.	5.260	Ege Orman Vakfı
Coca-Cola Satış ve Dağıtım A.Ş.	4.000.000	Anadolu Eğitim ve Sosyal Yardım Vakfı
Efes Pazarlama ve Dağıtım Ticaret A.Ş.	9.000	Kahramankazan Belediyesi
Migros Ticaret A.Ş.	100.000	Anadolu Eğitim ve Sosyal Yardım Vakfı
Migros Ticaret A.Ş.	81.358	Koç Üniversitesi
Migros Ticaret A.Ş.	37.250	Deniztemiz Derneği - TURMEPA
Migros Ticaret A.Ş.	15.000	İzmir Gazeteciler Cemiyeti Derneği
Migros Ticaret A.Ş.	9.224	Menderes Belediyesi
Migros Ticaret A.Ş.	8.910	T.C. Tarım ve Orman Bakanlığı (Fidan Bağış Bedeli)
Migros Ticaret A.Ş.	8.500	Çiğli Fen Lisesi
Migros Ticaret A.Ş.	8.200	Türk Eğitim Vakfı
Migros Ticaret A.Ş.	5.750	Türkiye Eğitim Gönüllüleri Vakfı
Migros Ticaret A.Ş.	5.000	İstanbul Teknik Üniversitesi Vakfı
Migros Ticaret A.Ş.	4.060	TEMA Türkiye Ereyonla Mücadele Ağaçlandırma ve Doğal Varlıkları Koruma Vakfı
Migros Ticaret A.Ş.	2.550	VAN Kahraman Çocuklar BİST İlkokulu
Migros Ticaret A.Ş.	2.200	ALİDAM Ortaokulu Müdürlüğü
Migros Ticaret A.Ş.	2.200	Şarköy Mesleki ve Teknik Anadolu Lisesi
Migros Ticaret A.Ş.	1.500	Uludağ Üniversitesi Güçlendirme Vakfı
Migros Ticaret A.Ş.	12	İstanbul İl Millî Eğitim Müdürlüğü
Total	4.687.797	