

AG ANADOLU GRUBU HOLDİNG A.Ş.

ORDINARY GENERAL ASSEMBLY INFORMATION DOCUMENT

ORDINARY GENERAL ASSEMBLY ANNOUNCEMENT

Ordinary General Assembly Meeting shall be convened on April 24, 2018 Tuesday at 11:00 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 2017 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 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) 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 March 28, 2018.

Anadolu Grubu Holding Shareholding Structure (28.03.2018)	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	47,443	19.48	47,443	19.48
Özilhan Family	24,293	9.98	24,293	9.98
Süleyman Kamil Yazıcı and Family *	18,988	7.80	18,988	7.80
Free Float **	34,332	14.10	34,332	14.10
Others	5	0.00	5	0.00
Total	243,535	100.00	243,535	100.00

(*) TL 218 of TL 18.988 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 March 28, 2018.

Anadolu Grubu Holding Share Class (28.03.2018)	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 2017 agenda of General Assembly.

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

As disclosed in our material event disclosure dated February 24, 2017, negotiations held between Kamil Yazıcı Yönetim ve Danışma A.Ş. ("KYYDAŞ") and Özilhan Sinai Yatırım A.Ş. ("ÖSYAŞ"), Yazıcılar Holding A.Ş. ("Yazıcılar Holding") and (C) and (D) group privileged shareholders of Yazıcılar Holding regarding the merger of ÖSYAŞ and AEH under Yazıcılar Holding (i.e. Anadolu Group Merger), had resulted in the signing of binding agreements between the related parties as of July 29, 2017 and the Merger was approved in the general assemblies of the forementioned companies held on December 26, 2017. Following the registration on December 27, 2017 Yazıcılar Holding was merged with AEH and ÖSYAŞ and its title was changed into AG Anadolu Grubu Holding A.Ş.

The merger was conducted based on financial statements as of June 30, 2017 and in accordance with the Board Decision of our Company dated August 18, 2017, "Expert report about the merger of Yazıcılar Holding A.Ş., Özilhan Sinai Yatırım A.Ş. ve Anadolu Endüstri Holding A.Ş." was prepared by İş Yatırım Menkul Değerler A.Ş. as of August 25, 2017 in line with the CMB's realated communique.

Final step for the merger was completed at the general assemblies of AG Sinai Yatırım ve Yönetim A.Ş. (AG Sinai) and AEP Anadolu Etap Penkon Pazarlama Ltd. Şti. (Anadolu Etap Penkon), dated March 19, 2018, as the merger of AG Sinai and Anadolu Etap Penkon was approved. As it has been disclosed on November 20, 2017 in the CMB approved Announcement Letter related with the Merger, following the trade registry, shareholders of AG Sinai are KYYDAŞ (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 Sinai will be indirectly managed by S. Kamil Yazıcı Family and İzzet Özilhan Family through equal shareholding and equal representation principle. Thus, all envisaged structural arrangements have been completed related with the Anadolu Group Merger process.

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").

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2) Reading out and discussion of the reports of the Board of Directors (Annual Report) for 2017;

Pursuant to the relevant regulations, Annual Report of Board of Directors for fiscal year 2017 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, 2017– Dec.31, 2017 period,

Pursuant to the relevant regulations, the report of the Independent Audit Company for the fiscal year 2017 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.

4) Reading out, discussion and approval of the consolidated financial for 2017;

Pursuant to the relevant regulations, 2017 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 members of the Board of Directors separately regarding their activities in 2017,

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 2017 will be submitted for the approval of the General Assembly.

6) Discussion and approval of the proposal of the Board of Directors regarding the revision in Dividend Distribution Policy,

In accordance with the Board of Directors' resolution dated February 23, 2018; dividend distribution policy has been revised and will be submitted to the approval of the shareholders in the General Assembly.

DIVIDEND DISTRIBUTION POLICY

In accordance with the Turkish Commercial Code, Capital Markets Board regulations, tax regulations and other related regulations together with provisions regarding dividend distribution in our Company's Articles of Association;

(i) During the first 5 years following the Merger registered on December 27, 2017; at least, the higher of the below will be paid in cash;

a) 25% of the distributable income based on unconsolidated financial statements of our Company,

b) 50% of the distributable income of our Company for the related period, except for special conditions caused by investment and other funding requirements necessary for the long-term growth of the Company as well as extraordinary developments in economic conditions.

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(ii) During years, following the 5th year of the Merger registered on December 27, 2017; at least, the higher of the below will be paid in cash;

a) 25% of the distributable income based on unconsolidated financial statements of our Company,

b) 50% of the distributable income of our Company for the related period, except for special conditions caused by investment and other funding requirements necessary for the long-term growth of the Company as well as extraordinary developments in economic conditions.

Nonetheless; in case of the disallowance of cash dividend payments, the prohibition of cash dividend payments, the obligations of the company to pay less or more than the approved amount or to issue shares to take place of cash payment or the evaluation of the distributable dividends as "withdrawal of cash" partially or completely due to tax regulations, by Capital Markets Board or another official institution, administrative or legal regulation for whatever reason; the abovementioned regulations will be in place and according to these circumstances company does not pay dividends in cash or does not pay cash dividends in the amounts specified above

7) Discussion on the proposal of the Board of Directors regarding the distribution of dividends; decision for the dividend to be distributed,

Pertaining to our 2017 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 2017 operations. However, our dividend distribution proposal from previous years' earnings corresponding to gross dividends of 10.27% is presented in Annex-1 on page 8 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 10.27%,

- Resident Corporate Shareholders will be paid cash dividends of gross TL 0.1026548,
- Real person shareholders will be paid cash dividends of gross TL 0.0872566 per each share

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

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,

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, 2018 and approved at the Board of Directors meeting held on March 20, 2018, Ali Galip Yorgancıoğlu, Uğur Bayar, Fatma Aslı Başgöz 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

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on this issue and submitted this report to the Board of Directors on February 1, 2018. 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 Yorgancıoğlu, Mr. Uğur Bayar, Mrs. Fatma Aslı Başgöz and Mr. Mehmet Ercan Kumcuoğlu as independent member candidates within the scope of Corporate Governance Committee's report and sent this list to the CMB on February 5, 2018 to take the opinion of CMB. According to CMB's written response dated February 22, 2018, there is no objection received from CMB regarding the independent member candidates.

CVs of Board of Directors' are available at Page 9, 10, 11 and 12 in Annex - 2 of this document and their declarations of independence are available at Page 13, 14, 15 and 16 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.

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 Bağımsız Denetim ve Serbest Muhasebeci Mali Müşavirlik A.Ş. (Deloitte)" as the independent auditor firm for the fiscal year 2018. This decision of the Board of Directors will be submitted for the approval of the General Assembly.

10) Information to be given to the shareholders regarding donations made in 2017,

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.

11) Information to be given to the shareholders regarding the revision made in the Disclosure Policy,

Our Disclosure Policy, which is prepared in line with CMB's Corporate Governance Communiqué No II-17.1, has been revised in accordance with the new holding structure as presented in Annex-5 on Page 18. General Assembly will be informed about the subject.

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 favor of third persons,

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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.

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,

The shareholders will informed of the absence of any such transaction in 2017 as depicted in the related item above.

14) 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.

15) Closing.

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ANNEX 1 – 2017 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	-78.834.000	32.153.867
4.	Tax Payable (-)	51.216.000	0
5.	Net Profit for the Fiscal Period (=)	130.050.000	0
6.	Losses for the Previous Years (-)	0	289.698.284
7.	First Scheme Legal Reserve (-)	0	0
8.	NET DISTRIBUTABLE PROFIT FOR THE FISCAL PERIOD (=)	-130.050.000	-257.544.418
9.	Donations made during the year (+)	6.748.595	0
10.	Net Distributable period profit in which the donations are added to the primary dividend	-123.301.405	
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	0	0
20.	Other Sources Proposed to be Distributed	25.000.000	25.000.000
	Profit for the Previous Year	0	0
	Extraordinary Reserves	25.000.000	25.000.000
	Other Reserves Distributed According to the Law and Articles of Association	0	0

Total Dividend to be Distributed	25.000.000,00	25.000.000,00
Dividend to equity	10,27%	10,27%

Dividend corresponding to TL 1 Nominal Value Share	Net (TL)	Gross (TL)
Corporate Resident Shareholders	0,1026548	0,1026548
Real Person	0,0872566	0,1026548

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	17.000.000,00	0,00		0,0872566	0,0872566
	B	5.000.000,00	0,00		0,1026548	0,1026548
	Total	22.000.000,00	0,00			

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ANNEX 2 – CV’S OF BOARD MEMBER CANDIDATES

Tuncay Özilhan

Tuncay Özilhan was born in Kayseri. Mr. Özilhan studied in Saint-Joseph high school then graduated from the Faculty of Economics of İstanbul University. He has 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 the Anadolu Group.

Mr. Özilhan acted as the CEO of the Anadolu Group from 1984 to February 2017. He is the Chairman of the Anadolu Group since May 2007. He has also been serving as Chairman of Anadolu Foundation as well as various Group companies

Mr. Özilhan served as TÜSİAD's (Turkish Industrialist's and Businessmen's Association) Chairman 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 the 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, Mr. 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, Mr. Yazıcı was appointed as Supply Chain Director in 2008 and as Development Director in 2010. Mr. 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. Mr. 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. Mr. 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 is a board member of Anadolu Group companies.

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Talip Altuğ Aksoy

T. 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. Mr. 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, Mr. 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 served in this position until January 2017. Mr. Aksoy still continues to serve as a Board Member in various Anadolu Group companies

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 member of the board of directors of Anadolu Group and its subsidiary companies

Ahmet Boyacıoğlu

Ahmet Boyacıoğlu holds a bachelor's degree in Business Administration from the Middle East Technical University. Mr. Boyacıoğlu began his professional career with the Efes Beverage Group(Anadolu Efes) in 1973. He served in various positions from 1973 to 2005 including Bursa Region Sales Manager, Ege Biracılık ve Malt San. A.Ş. Sales Manager, Güney Biracılık ve Malt San. A.Ş. General Manager, Ege Biracılık ve Malt San. A.Ş. General Manager, Eastern Europe President, International Beer Operations Group President, and Strategy and Business Development Director. Mr. Boyacıoğlu was appointed as the President of the Efes Beer Group in May 2005 and retired on 1 February 2007. Currently, he is board member of some Anadolu Group companies

Dr. Cem M. Kozlu

Cem Kozlu holds a B.A. and an honorary doctorate from Denison University, an MBA from Stanford University, a Ph.D degree in Administrative Sciences from the Bosphorus University. In his earlier professional life, Dr. Kozlu served as Marketing Specialist at National Cash Register Company in US, Managing Director of Komili Company for 12 years, Marketing Manager of Procter & Gamble in Switzerland. He served as CEO and Chairman of Turkish Airlines between 1988-1991 and as President of Association of European Airlines in 1990. Cem Kozlu continued his career in public services as Member of the Parliament between 1991-1995 and as Chairman of the Board of Turkish Airlines between 1997-2003. He has been holding various positions in The Coca-Cola Company since 1996. He still serves as a Board Member of Coca-Cola İçecek A.Ş., Kamil Yazıcı Yönetim ve Danışmanlık A.Ş., Pegasus Hava Yolları, DO & CO Aktiengesellschaft (Vienna). He is at the advisory board of Koç University Denizcilik Forumu and at the Board of Trustees of Anadolu Sağlık Merkezi, İstanbul Modern Sanatlar Vakfı and Chairman of Global İlişkiler Forumu.

Dr. Yılmaz Argüden

Dr. Yılmaz Argüden is a leading strategist, advisor, and board member of major public and private institutions, and NGOs. He is the Founder and Chairman of ARGE Consulting, a leading management

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consulting firm based in Istanbul. ARGE has been recognized at the European Parliament as one of the best three companies “shaping the future” with its commitment to corporate social responsibility. ARGE is the first Turkish signatory of the UN Global Compact and has served as the B20 Governance & Sustainability Knowledge Partner.

He is also the Chairman of Rothschild investment bank in Türkiye. He has served on the boards of more than 50 companies in different jurisdictions; as an adjunct Professor of Business Strategy at the Bogazici University and the Koç University; an author of numerous books and a columnist focusing on business, strategy, and governance issues.

As a social entrepreneur he has founded and led numerous NGOs; initiated the National Quality Movement. As the elected Global Chair of the Local Networks he represented 100+ National Networks on the Board of the UN Global Compact, the world’s largest sustainability platform.

He is a renowned governance expert and served as a member of the Private Sector Advisors of the IFC’s Corporate Governance Group, and as the Vice-Chairman of the Public Governance Committee of the Business at OECD. He is also the founder of the non-profit Argüden Governance Academy operating under the aegis of Bogazici University Foundation.

He has a PhD in policy analysis from the RAND Graduate Institute. He is an Eisenhower, Fulbright, NATO, and Tubitak fellow; and a recipient of numerous leadership, distinguished citizenship, and career awards. He was selected as a Global Leader for Tomorrow, by the World Economic Forum for his commitment to improve the state of the world.

Ali Galip Yorgancıoğlu

A. Galip Yorgancıoğlu graduated from Galatasaray High School and then he studied at the Faculty of Business Administration at Boğaziçi 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 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 September 30, 2017.

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

Uğur Bayar

Uğur 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. Uğur 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.

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

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Fatma Aslı Başgöz

Aslı Başgöz graduated from Department of Economics and Politics from Indiana University and received her law degree from 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 years of history. Aslı Başgöz started Istanbul office with the senior partner of the company back in 1985. Consultancy services of Aslı Başgöz include many international financial and corporate transactions. She has a vast experience in merger, acquisitions and JV projects in 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.

Başgöz is also a Board member of YASED (International Investors Association), advisory board member of FODER. She is a member of TUSIAD and founding member of GIF. Başgöz speaks English and French.

Fatma Aslı 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 Bosphorus University 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 macro economics, theory of money, international economics and finance. Prior to his career in Central Bank, he worked as a guest researcher, general secretary and finally between 1988-1993 as Vice President. Serving still at the Board of Directors of Tekfen Holding, Mr. Kumcu worked both as a Vice Chairman and Chairman of Tekfenbank (Eurobank Tekfen) between 1995-2008.

Still giving lectures at Kadir Has University, Mr. Kumcu published many articles. He is the writer of books; "İstikrar Arayışları", "Krizleri Nasıl Çıkardık?" (with Mahfi Eğilmez), "Ekonomi Politikası: Teori ve Türkiye Uygulaması" (with Mahfi Eğilmez), "Kadın Matematikçiler" and "Krizler, Para ve İktisatçılar"

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

AG ANADOLU GRUBU HOLDİNG A.Ş.

ORDINARY GENERAL ASSEMBLY INFORMATION DOCUMENT

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: 01.02.2018

Name – Surname:

Ali Galip Yorgancıoğlu

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,
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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: 01.02.2018

Name – Surname:

Uğur Bayar

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,
- 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;
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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: 01.02.2018

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: 01.02.2018

Name – Surname:

Fatma Aslı Başgöz

AG ANADOLU GRUBU HOLDİNG A.Ş.

ORDINARY GENERAL ASSEMBLY INFORMATION DOCUMENT

ANNEX 4 – 2017 CONSOLIDATED DONATIONS

Donator Company/Subsidiary	Donation amount (TL)	Donated to
AG Anadolu Grubu Holding A.Ş.	5.000	İstanbul Üniversitesi İktisat Fakültesi
AG Anadolu Grubu Holding A.Ş.	11.000	İktisadi Kalkınma Vakfı
AG Anadolu Grubu Holding A.Ş.	2.500	Türkiye Etik ve İtibar Derneği
AG Anadolu Grubu Holding A.Ş.	50.000	Abank Kulüpler Birliği Vakfı C.Başkanlığı Şehit Yakınları
AG Anadolu Grubu Holding A.Ş.	18.000	Yeni Bir Lider Derneği
AG Anadolu Grubu Holding A.Ş.	350	Türk Eğitim Vakfı
Anadolu Efes Biracılık ve Malt Sanayi A.Ş.	318.744	Koç Üniversitesi
Anadolu Efes Biracılık ve Malt Sanayi A.Ş.	152.225	3.2.1 Başla Projesi
Anadolu Efes Biracılık ve Malt Sanayi A.Ş.	16.110	Doğal Hayatı Koruma Vakfı
Anadolu Efes Biracılık ve Malt Sanayi A.Ş.	2.350	Lösev
Anadolu Efes Biracılık ve Malt Sanayi A.Ş.	2.050	Türk Eğitim Vakfı
Anadolu Efes Biracılık ve Malt Sanayi A.Ş.	760	Omurilik Felçlileri Derneği
Anadolu Efes Biracılık ve Malt Sanayi A.Ş.	3.700.000	Anadolu Vakfı
Anadolu Efes Biracılık ve Malt Sanayi A.Ş.	4.000	Kızılay
Anadolu Efes Biracılık ve Malt Sanayi A.Ş.	5.000	Kazan Belediyesi
Anadolu Isuzu Otomotiv San. ve Tic. A.Ş.	2.460	İTÜ Geliştirme Vakfı
Anadolu Isuzu Otomotiv San. ve Tic. A.Ş.	1.850	TEV
Anadolu Isuzu Otomotiv San. ve Tic. A.Ş.	4.640	Özel Sektör Gönüllüleri Derneği
Anadolu Isuzu Otomotiv San. ve Tic. A.Ş.	42.161	Bodrum Sağlık Vakfı
Anadolu Isuzu Otomotiv San. ve Tic. A.Ş.	1.000	Kartal Atalar M.Lisesi Okul Aile Birliği
Anadolu Isuzu Otomotiv San. ve Tic. A.Ş.	30.000	Türkiye Otobüsçüler Sos.Day.Eğ.Vakfı Ödeme
Anadolu Isuzu Otomotiv San. ve Tic. A.Ş.	2.500	Güç Birliğine İlk Adım Derneği Ödeme
Anadolu Isuzu Otomotiv San. ve Tic. A.Ş.	38.350	İlkim Bilginen Hancı
Çelik Motor Ticaret A.Ş.	42.161	Bodrum Sağlık Vakfı
Çelik Motor Ticaret A.Ş.	2.000	Güçbirliği İlk Adım Vakfı
Çelik Motor Ticaret A.Ş.	50	Adnan Menderes Havalimanı Hava Güvenliği Destek ve Gel.
Anadolu Motor Üretim ve Pazarlama A.Ş.	42.161	Bodrum Sağlık Vakfı
Anadolu Motor Üretim ve Pazarlama A.Ş.	100	Oğuzhan Erdoğan Gebze Mesleki Eğt.
Anadolu Motor Üretim ve Pazarlama A.Ş.	2.000	Güçbirliğine İlk Adım Derneği
Anadolu Motor Üretim ve Pazarlama A.Ş.	50	Mehmet Gülşen Gebze Mesl.Eğt.Merkz
Anadolu Motor Üretim ve Pazarlama A.Ş.	1.000	Şekerpınar Eğitim Çağ.Talb.Yardım Derneği
Adel Kalemçilk Ticaret ve Sanayi A.Ş.	1.631.000	Anadolu Eğitim ve Sosyal Yardım Vakfı
Adel Kalemçilk Ticaret ve Sanayi A.Ş.	3.005	TEMA
Anadolu Restoran İşletmeleri Ltd.Şti.	160	Türk Eğitim Vakfı
AND Anadolu Gayrimenkul Yatırımları A.Ş.	7.000	Çağdaş Yaşamı Destekleme Derneği
AND Anadolu Gayrimenkul Yatırımları A.Ş.	909	Foundation Global Company
AND Anadolu Gayrimenkul Yatırımları A.Ş.	1.000	Türkiye Halkla İlişkiler Derneği
AND Anadolu Gayrimenkul Yatırımları A.Ş.	41.000	Yeni Bir Lider Derneği
AND Anadolu Gayrimenkul Yatırımları A.Ş.	200	Türk Eğitim Vakfı
AND Kartal Gayrimenkul Yatırımları A.Ş.	500.000	Anadolu Eğitim Sosyal Yardım Vakfı
AEH Sigorta Acenteliği A.Ş.	63.749	Koç Üniversitesi
Toplam	6.748.595	

AG ANADOLU GRUBU HOLDİNG A.Ş.

ORDINARY GENERAL ASSEMBLY INFORMATION DOCUMENT

ANNEX 5 – AG ANADOLU GRUBU HOLDİNG A.Ş. DISCLOSURE POLICY

AG Anadolu Grubu Holding A.Ş. Disclosure Policy

I. Purpose

Our Company maintains to act, in the course of disclosure to all our shareholders and other stakeholders, within the principles of equality, accuracy, impartiality, consistency and timing. It is essential to provide such announcement and clarifications under this policy in timely, correct, complete, understandable, analyzable and cost effective manner in strict observance of the rights and interests of our Company as well.

II. Public Disclosure

a. General Principles

The information is immediately disclosed to the public about any development that may bring in a substantial change in the financial status and/or operations of our Company as well as all other matters laid down by the Capital Markets Board Legislation. However, information revealed to the public cannot contain, except for legal requirements, any sort of information that may potentially impede the competitive power thereby leading to detrimental consequences for our Company, shareholders and stakeholders and cannot be in the nature of trade secrets.

Our Company's disclosure policy and any modifications thereto are approved by our Board of Directors, submitted to the information of the General Assembly and announced to the public. The conduct of our Company's disclosure policy is undertaken by the Corporate Governance and Investor Relations Department under the coordination of the Corporate Governance Committee.

The information and meeting requests from shareholders and other stakeholders are processed as per our Company's disclosure policy and any sharing of information is effected with already publicly available content.

Whenever it is necessary to reveal any information that has not already been made public as a reply to any question transmitted by shareholders and other stakeholders regarding all the matters prescribed as per the Capital Markets Board Legislation, a working group comprised of the CEO, CFO and Corporate Governance and Investor Relations Coordinator under the coordination of our Company's Corporate Governance Committee, handles and processes the matter within the framework of our Company's disclosure policy. Questions transmitted to our Company in that manner and the related disclosure can only be made public upon approval of this working group.

The written questions related to the information that is public and directed to Corporate Governance and Investor Relations Department are answered in a written format within two work days, if the data is available. If the requested data should be derived from the existing information, then the question is answered within five work days.

Legal or commercial relationships with other enterprises or individuals with whom there is a direct / indirect managerial, administrative, supervisory or ownership related relationship is disclosed in the financial tables and footnotes.

AG ANADOLU GRUBU HOLDİNG A.Ş.

ORDINARY GENERAL ASSEMBLY INFORMATION DOCUMENT

b. Public Disclosure Tools

In addition to all the information and documentation assembled as per the legislation with respect to the matters to be discussed in ordinary General Assemblies, a General Assembly Information Document, which is developed in line with corporate governance best practices, is also presented to the knowledge of our shareholders. All of these documents are published in our website under the related items of the Corporate Governance section. A presentation relating to the operational results and other developments within the period is prepared and presented at the General Assembly.

Our company releases its financial results and its management report, including the overview of the results of major operations, on a quarterly basis. Our company also publishes an earnings release report simultaneously with financial results each quarter, which evaluates the results to inform the investors and analysts.

The Company participates in domestic and international conferences and other meetings held for the purpose of delivering information to shareholders and investors.

The official web site of our Company currently hosted at www.yazicilarholding.com is prepared and utilized, in both Turkish and English, as a communication channel for shareholders, investors, research analysts and other stakeholders in line with the issues laid down in the CMB's Corporate Governance Principles. A copy of all the announcements and presentations utilized in meetings held for the purpose of giving information are kept in our web site in an updated fashion.

Our company publishes the "Dividend Distribution Policy", "Disclosure Policy", "Remuneration Policy" and "Ethical Rules" in its website as pointed by CMB's Corporate Governance Principles.

Our website is open to everybody and there is no restriction. The visitors of the website are kept confidential, except for legal requirements. Our Information Systems Coordination Office takes all the necessary measures to secure the safety of our website.

In addition to the traditional data transmission channels, various communication facilities provided by information technologies may be employed for public disclosure. Within this framework, announcements made by our Company can be sent directly by e-mail to stakeholders that have delivered their contact information via our web site or other communication channels.

c. Public Disclosure via Press and the Monitoring of News in the Press

Press releases and/or press conferences may also be utilized in disclosing the results of annual operations including the year-end operational results, performance of our Company and other developments within the period and any developments that may have a major impact on the financial status and/or operations of our Company.

Disclosure via press is affected under the coordination of our Company's Corporate Governance Committee and in collaboration with the above mentioned working group and Corporate Communications Coordinator of Anadolu Group. In addition, opinions of specialists, from the Company or from outside, may be utilized when needed. A copy of each published press release is kept updated in our web site.

On the other hand, all news and rumours about the company in TV, print media, internet and radio as well as the news in the local and international press followed by the Company's nominated media monitoring agency are evaluated by the Corporate Governance and Investor Relations Department. In case of unreal news, the above-mentioned working group evaluates the situation and following the information request by BIST or CMB or in necessary circumstances, without the information request by BIST or CMB, the required announcements are made in accordance with Company's disclosure policy.

AG ANADOLU GRUBU HOLDİNG A.Ş.

ORDINARY GENERAL ASSEMBLY INFORMATION DOCUMENT

III. Responsible Persons and Spokesperson of the Company

In our company, the persons with administrative responsibilities include members of the Board of Directors, CEO and directors directly reporting to him.

In all data communication channels including the press and in the meetings with shareholders, investors, research analysts and other stakeholders, Chairman, CEO, CFO and Corporate Governance and Investor Relations Coordinator as well as other managers and members of the Board designated by the Corporate Governance Committee will act in the capacity of spokesperson for and on behalf of our Company within the framework of our Company's disclosure policy.

IV. Precautions Taken to Provide Confidentiality of Material Events Until Public Disclosure

The persons included in the "list of the persons entitled to access inside information" are reminded through personal letters about their responsibilities according to the law due to their inclusion in this list.

In addition, the spokesmen of the Company are obliged to implement the "silent period" two weeks prior to the announcement of financial results each quarter.

The starting and ending dates of the silent period are published in the website under investor calendar section, when the date of the financial results announcement becomes definite. The dates of the financial results announcement and related silent period is announced through investor calendar section at least two weeks prior to the end of the reporting period.

During the silence period, excluding the information that has already been made public, the spokesmen are prohibited to make any comment on the financial position of the Company on behalf of the Company. The questions of the capital markets players like analysts and investors related to the financial position of the company are not answered. However, the silent period does not prohibit the attendance of and speeches by the spokesmen to conferences, panels etc.

As a general principle, the Company and the persons working for and on behalf of the Company can in no means share information that may be regarded as material events which have not been announced to public yet, with third parties. In the event of the realization that such information has been disclosed to third parties by the said persons without their own accord, a special case announcement shall be made immediately in case it is decided that the confidentiality of the information cannot be maintained, in accordance with the regulation of the Capital Markets Board.

If the disclosure of the information is delayed, persons having access to the delayed information at the time of the delay decision are listed and "List of Persons Having Access to Insider Information" is updated within this regard. Necessary precautions shall be taken in order to notify these persons and others having access to the information, by taking required actions.

V. Principles for the Disclosure of the Company Outlook

Our financials are reported based on the consolidation of our participations and subsidiaries and major part of our consolidated assets and revenues are comprised of publicly held companies of the group. Thus, composition of forward looking statements of these public companies may provide a projection for the financial results of our Company. Separately, following the disclosure of the forward looking statements of our public companies, our Company may also provide and disclose forward looking statements of its own as well.

Additionally, in case there happens to be a sizeable non-public subsidiary or participation in our consolidated financials, it is a principle to provide forward looking statements about the company to the public in the annual/interim reports .

AG ANADOLU GRUBU HOLDİNG A.Ş.

ORDINARY GENERAL ASSEMBLY INFORMATION DOCUMENT

Our Board of Directors has authorized the Corporate Governance Committee to determine and announce the Company outlook for a maximum of four times in a year, upon the submittal of such information from the subsidiaries to our Company. If there is a significant deviation between the previously announced outlook and its realization or if there is an important change in the announced outlook, the determination of the additional announcements to be made including the reasons for the deviations are also handled through the written approval of the Corporate Governance Committee.

For the disclosure and monitoring of the forward looking statements of the Company, the same systematic under the written approval of Corporate Governance Committee will be executed as stated above.

VI. Effective Date

This disclosure policy has been discussed and approved in the meeting of the Board of Directors of AG Anadolu Grubu Holding A.Ş. dated March 27, 2018 and put into effect the same day.