

EXTRAORDINARY GENERAL ASSEMBLY ANNOUNCEMENT

The Extraordinary General Assembly is to be held on 08.10.2020 Thursday at 14.00 at the address Fatih Sultan Mehmet Mahallesi Balkan Caddesi No:58 Buyaka E Blok 34771 Tepeüstü Ümraniye İstanbul with the agenda below regarding the dividend distribution proposal which is in accordance with the Provisional Article 13/1 of Turkish Commercial Code No. 6102 and Communiqué on the Procedures and Principles Regarding the implementation of the Provisional Article 13 of the Turkish Commercial Code numbered 6102 which was published in the Official Gazette numbered 31130 on 17.05.2020.

Dividend Distribution Proposal along with a General Assembly Meeting Information Document will be available for the review of our shareholders at our Company offices, at the address Fatih Sultan Mehmet Mahallesi Balkan Caddesi No:58 Buyaka E Blok 34771 Tepeüstü Ümraniye İstanbul, our website at www.anadolugrubu.com.tr, at Public Disclosure Platform, Electronic General Assembly System, E-Company Platform, 21 days prior to the meeting.

Shareholders may attend the General Assembly Meeting in person or electronically, by themselves or by proxy. Since having a secure e-signature is a prerequisite for electronic attendance to the General Meeting, the shareholders or their representatives who will attend the meeting electronically through the Electronic General Assembly System ("EGKS") should have a secure e-signature and also be registered with the e-MKK informative portal of Merkezi Kayıt İstanbul A.S. The shareholders or their representatives who do not have secure e-signature or are not registered with the e-MKK informative portal, will not be able to attend the meeting electronically through EGKS

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.

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.

The shareholders attending the General Meeting in person, are requested to present their ID cards or Passports at the venue.

Our shareholders, who cannot physically attend the meeting, without prejudice to the obligations and rights of shareholders who will attend electronically, shall prepare their proxies in line with

the template that is attached (APPENDIX-1) or published at our Company's website addressed www.anadolugrubu.com.tr or available in the Headquarters of our Company. Shareholders shall submit their proxies including their notarized signatures, in accordance with the "Communiqué Regarding Proxy Voting and Call Based Proxy Meetings" numbered II-30.1 that became effective by being published at the Official Gazette dated 24.12.2013 and numbered 28861. A proxy that has been appointed electronically through Electronic General Assembly System is not required to submit a proxy document. Attendance to the General Assembly Meeting will not be possible with proxy documents that are not consistent with the attached sample document which is required by the Communiqué.

Our shareholders who will be voting through the Electronic General Assembly System may refer to the Central Registry Istanbul, <http://www.mkk.com.tr>, in order for them to perform their obligations stipulated in the Regulation regarding Electronic General Assemblies of Joint Stock Companies.

Pursuant to paragraph 4 Article 415 of Turkish Commercial Code number 6102 and paragraph 1 Article 30 of Capital Market Law the right to participate and cast votes in general assemblies is not subject to the condition of depositing share certificates. Accordingly, shareholders are not required to block their shares to attend the General Assembly.

Pursuant to Capital Markets Law, shareholders shall not be further sent a registered letter for those shares that are registered and traded on the Stock Exchange.

Respectfully submitted to the attention of the Shareholders.

EXTRAORDINARY GENERAL ASSEMBLY AGENDA DATED 08.10.2020

- 1) Opening and the establishment of the Board of Assembly;
- 2) Discussion and approval of the proposal of the Board of Directors regarding dividend distribution,
- 3) Closing

PROXY STATEMENT

PROXY FORM FOR THE ORDINARY GENERAL ASSEMBLY MEETING

AG ANADOLU GRUBU HOLDİNG A.Ş.

To the Chair of the General Assembly of Shareholders

I hereby appoint..... as my proxy authorized to represent me, to vote and make proposals in line with the views I express herein below and sign the required papers at the Extraordinary General Assembly of AG Anadolu Grubu Holding A.Ş. that will convene on October 8, 2020 Thursday, at 14:00 at the address “Fatih Sultan Mehmet Mahallesi Balkan Caddesi No:58 Buyaka E Blok 34771 Tepeüstü Ümraniye İstanbul”.

The Attorney's(*);

Name Surname/Trade Name:

TR ID Number/ Tax ID Number, Trade Register and Number and MERSIS (Central Registration System) Number:

(*) Foreign attorneys should submit the equivalent information mentioned above.

A) SCOPE OF REPRESENTATIVE POWER

The scope of representative power should be defined after choosing one of the options (a), (b) or (c) in the following sections 1 and 2.

1. About the agenda items of General Assembly;

- a) The attorney is authorized to vote according to his/her opinion.
- b) The attorney is authorized to vote on proposals of the attorney partnership management.
- c) The attorney is authorized to vote in accordance with the following instructions stated in the table.

Instructions:

In the event that the shareholder chooses the (c) option, the shareholder should mark “Accept” or “Reject” box and if the shareholder marks the “Reject” box, then he/she should write the dissenting opinion to be noted down in the minutes of the general assembly.

Agenda Items (*)	Accept	Reject	Dissenting Opinion
1. Opening and the establishment of the Board of Assembly;			
2. Discussion and approval of the proposal of the Board of Directors regarding dividend distribution,			
3. Closing.			

(*) No voting on the informative items. If the majority has another draft resolution, necessary arrangements should be made to enable them vote by proxy.

2. Special instruction related to other issues that may come up during General Assembly meeting and rights of minority:

- a) The attorney is authorized to vote according to his/her opinion.
- b) The attorney is not authorized to vote in these matters.
- c) The attorney is authorized to vote for agenda items in accordance with the following instructions:

SPECIAL INSTRUCTIONS: The special instructions (if there is any) to be given by the shareholder to the attorney are stated herein.

B) The shareholder specifies the shares to be represented by the attorney by choosing one of the following.

1. I hereby confirm that the attorney represents the shares specified in detail as follows:

- a) Order and Serial (*)
- b) Number / Group (**)
- c) Amount-Nominal Value
- d) Share with voting power or not
- e) Bearer-Registered (*)
- f) Ratio of the total shares/voting rights of the shareholder

* Such information is not required for the shares which are followed up electronically.

** For the shares which are followed up electronically, information related to the group will be given instead of number.

2. I hereby confirm that the attorney represents all my shares on the list, prepared by MKK (Central Registry Agency) the day before the Meeting, concerning the shareholders who could attend the General Assembly Meeting

NAME SURNAME OR TITLE OF THE SHAREHOLDER (*)

TR ID Number/Tax ID Number, Trade Register and Number and MERSIS Number:

Address:

(*)Foreign attorneys should submit the equivalent information mentioned above.

Signature: