



DOĞAN ŞİRKETLER GRUBU HOLDİNG A.Ş.

INFORMATION DOCUMENT REGARDING THE EXTRAORDINARY GENERAL ASSEMBLY TO BE HELD ON JUNE 12, 2023

INTRODUCTION and GENERAL INFORMATION

Our Company's Extraordinary General Assembly for the fiscal period shall be held on **June 12, 2023 at 10:00 at the company's headquarter located at the address of Burhaniye Mahallesi, Kısıklı Caddesi, No:65, 34676, Üsküdar, İstanbul** in order to discuss and resolve on the following agenda items.

Annual Report of the Board of Directors, Financial Statements and Footnotes (collectively "Financial Report") for the fiscal period January 1, 2022 – December 31, 2022, Independent Audit Firm's Opinion, Board of Directors' proposal on Dividend Distribution, Corporate Governance Principles Compliance Report, Information on Independent Board Member candidates, General Assembly Information Document, General Assembly Participation Procedure and Power of Attorney Form, and information notes containing the necessary explanations within the scope of the Capital Market Board's ("CMB") Corporate Governance Communiqué II-17.1 shall be available at our Company Headquarters, and our Company's corporate website at www.doganholding and on Electronic General Assembly System ("e-GAS") of Central Registry Agency ("CRA") three weeks before the meeting for the review of our shareholders.

PROCEDURE TO PARTICIPATE THE GENERAL ASSEMBLY

Our shareholders may participate physically as well as online through the **Electronic General Assembly System ("e-GAS") of the Central Registry Agency ("CRA")** as per the article 1527 of the Turkish Commercial Code ("TCC") no.6102. **Shareholders or their representatives who shall participate the General Assembly online should have Electronic Signature Certificate.**

Our shareholders who owns "electronic signature certificate" and who shall participate the General Assembly online are required to complete necessary processes in line with the provisions of "*The Regulation on General Assemblies to be Held Electronically in Joint Stock Companies*" published in the Official Gazette no.28395, dated August 28, 2012 and "*The Communiqué on the Electronic General Assembly System to be Implemented in the General Assembly of Joint Stock Companies*" published in the Official Gazette no. 28396, dated August 29, 2012. **Otherwise, our shareholders cannot attend the General Assembly online.** Our shareholders may gather required information from CRA or CRA's corporate website at "www.mkk.com.tr".

Pursuant to the 4th paragraph of Article 415 of the Turkish Commercial Code No. 6102 and the 1st paragraph of Article 30 of the Capital Markets Law ("CML"), the right to attend the general assembly meeting and voting rights shall not be conditional on depositing the share certificates. Accordingly, **shareholders participating in the General Assembly do not need to block their shares.**

Our shareholders who shall attend the Ordinary General Assembly **shall complete procedures announced by CRA. Shareholders whose names are included in the list of attendees prepared by taking into account the "shareholders list" provided by CRA may attend the Ordinary General Assembly.** Shareholding status of individuals who shall attend the Ordinary General Assembly physically shall be controlled based on the abovementioned list.



In order for our shareholders, who cannot attend the meeting in person, to exercise their voting rights by proxy, provided that their rights and obligations regarding electronic participation in the Ordinary General Assembly Meeting are reserved, their proxy should be prepared in accordance with the example below and by fulfilling the other issues stipulated in the Capital Markets Board (“CMB”) II-30.1 “Communiqué on Voting by Proxy and Proxy Collection by Call”, which was published in the Official Gazette dated 24.12.2013 and numbered 28861 and entered into force. It is required to submit the Proxy to our Company with its signature approved by a notary public. Proxy document can be obtained at our Company’s headquarters and on our corporate website at www.doganholding.com.tr. In case the authorization was made on e-GAS, the name and surname of the attorney (representative) must be in the list obtained from CRA. If the authorization has not been made on e-GKS, a legal power of attorney must be submitted. It is not necessary to submit a power of attorney of the attorney who has been appointed electronically on e-GAS. **Powers of attorney, which are obligatory in the CMB's Communiqué II-30.1 and which do not comply with the below power of attorney sample, shall not be accepted due to our legal responsibility.**

According to Article 19 of our Company’s Articles of Association;

“The following principles pertain to our General Assembly.

- a) **Method of Invitation:** *General Assemblies may be ordinary or extraordinary. Invitations to these meetings are subject to the Turkish Commercial Code, Capital Markets Law, Capital Markets Board regulations and related regulations in force.*

Announcements regarding the general assembly meetings, in addition to the procedures stipulated by the legislation, all manner of communication, including electronic communication, will enable reaching the largest number of shareholders. This will be realized at least three weeks before the date of the general assembly meeting.

In addition to the notifications and explanations that the Company must make in accordance with the legislation, with the announcement of the general assembly meeting, the Capital Markets Law, Capital Markets Board regulations and other applicable legislation, notifications and explanations, are also included.

- b) **Time of Meeting:** *The Ordinary General Assembly convenes at least once a year. At these meetings, matters that need to be discussed in accordance with the agenda are examined and resolved. Extraordinary General Assembly is called in cases and times required by the Company's business in accordance with the Turkish Commercial Code, Capital Markets Law, Capital Markets Board regulations and this Articles of Association.*
- c) **Meeting Place:** *For General Assemblies, the meeting place is the company headquarters or a location to be determined by the Board of Directors that must be in the same city where the Company's headquarters is located.*
- d) **Representation:** *Shareholders attend the General Assembly meetings, whether or not they are shareholders as they may be represented by a proxy. Voting by proxy will be in compliance with the Turkish Commercial Code, Capital Markets Law, Capital Markets Board regulations and other legislation.*
- e) **Attendance to the Meeting** *At least the members of the Executive Board of Directors attend the General Assembly meetings. It is essential that a member of the Board of Directors and an Independent Auditing Company member also attend. In addition, those who have responsibilities*



regarding the issues on the agenda to provide explanations are legally required to attend the meeting. If they are unable to attend they must submit justifications for their absence to the chairman of the General Assembly.

In accordance with Turkish Commercial Code, Capital Markets Law, Capital Markets Board and Central Registry Agency Inc. regulations and other applicable legislation, shareholders attend the general assembly meeting. It is not possible to allow the participation and/or voting by the shareholder and/or his/her proxy who have not obtained the proper entry certificate in accordance with the relevant legislation.

- f) **Meeting Presidency:** A shareholder elected by the General Assembly is responsible to chair the General Assembly meetings. If the President deems it necessary, he/she may select a Vice President for the meeting and choose a reporting clerk and also appoint a vote collector.
- g) **Ministry Representative:** In both ordinary and extraordinary general assembly meetings, a representative of the Ministry of Customs and Trade must be present at the meeting, in accordance with the Turkish Trade Law, relevant Ministry regulations and other legislation provisions.
- h) **Voting Rights and Usage:** Each share has one voting right at the General Assembly meetings.
Physical votes are cast by raising hands in General Assembly meetings. One-twentieth of the shareholders represented at the meeting may request a secret ballot.
Shareholders at the meeting may agree among themselves that the usufruct right of a share and the right of disposition of the share belonging to others present at the meeting may be transferred to one or another among themselves.
- i) **Meeting and Decision Quorum:** Meeting and decisions at all General Assembly meetings of the company are subject to the provisions of the Capital Markets Law and the Turkish Commercial Code
- j) **Internal Directive:** The Board of Directors, in accordance with the relevant provisions of the Turkish Commercial Code and regulations and communiqués issued within the framework of the General Assembly, prepares an internal directive containing the rules on the principles of the General Assembly and submits it to the approval of the General Assembly. The internal directive approved by the General Assembly is registered and announced in the Trade Registry.
- k) **Electronic Participation in the General Assembly Meeting:** Participation in the company's general assembly meetings as per Article 1527 of the Turkish Commercial Code, may also participate electronically. The electronic general assembly system will allow such shareholders to be present and vote. The electronic system is established in accordance with the provisions of the articles of association and is available for all general assembly meetings. It is ensured that shareholders and their representatives can exercise their rights through this system.

ADDITIONAL INFORMATION IN ACCORDANCE WITH CAPITAL MARKETS BOARD REGULATIONS

In addition to the notifications and explanations required by our company in accordance with the relevant legislation, additional explanations required to be made in accordance with the regulations of the Capital Markets Board (“CMB”) numbered II-17.1 “Corporate Governance Communiqué” are presented below for the information of our shareholders:

a) Information on Shareholding Structure of Our Company, Shares Representing the Capital and Voting Rights

Information on our Company’s shareholding structure is presented below:

<i>SHAREHOLDER TITLE / NAME</i>	<i>Total (TL)</i>	<i>Stake (%)</i>
Adilbey Holding A.Ş.	1,299,679,019.428	49.66
DOĞAN Family	378,626,529.184	14.47
Doğan Şirketler Grubu Holding A.Ş. (Buyback Shares)	26,902,838.000	1.03
Portion traded on Borsa İstanbul and Other Shareholders	911,729,901.388	34.84
<i>Total</i>	<i>2,616,938,288.000</i>	<i>100.00</i>

Information on the shares reflecting the shareholding structure of our company is given below:

<i>Total Number of Shares</i>	2,616,938,288
<i>Total number of Voting Shares</i>	2,616,938,288
<i>Total Number of Buyback Shares</i>	26,902,838
<i>Preferred Shares</i>	NONE

b) Information on Management and Operational Changes significantly affecting operations

Non-existent

c) If there is a dismissal, replacement or election of the members of the board of directors in the agenda of the general assembly meeting, the grounds for dismissal and replacement, information about the persons whose nominations for the members of the board of directors have been communicated to our company:

Non-existent

d) Shareholders' Demands Regarding Adding an Item to the Agenda

Non-existent

e) Information on the Amendment of the Articles of Association

Non-existent

AGENDA ITEMS OF THE GENERAL ASSEMBLY AND EXPLANATIONS **REGARDING THE ITEMS**

Our explanations regarding the agenda items are as follows:

DOĞAN ŞİRKETLER GRUBU HOLDİNG A.Ş. **AGENDA ITEMS OF THE GENERAL ASSEMBLY DATED JUNE 12, 2023**

- 1) Opening, formation of Meeting Presidency and authorizing Meeting Presidency to sign Meeting Minutes.

Rationale and Explanations

A chairman and a committee ("*Meeting Presidency*") will be elected to manage the General Assembly in accordance with the framework of the provisions of the Turkish Commercial Code no. 6102 ("*TCC*") and "*the Regulation of the Ministry of Customs and Commerce regarding Principles and Procedures of General Assembly Meetings of Joint Stock Companies and Representatives of the Ministry of Customs and Commerce to be Present in these Meetings*" ("*Regulation*"). The presidency will be authorized to sign meeting minutes.

- 2) Reading, discussing and approving the Board of Director's proposal for additional dividend distribution.

Rationale and Explanations

At our Company's Ordinary General Assembly held on March 30, 2023, the following were approved by our Company's shareholders as part of the Agenda Item-6 "*Reading, discussing and approving the Board of Director's proposal for dividend distribution for the fiscal period January 1, 2022 and December 31, 2022*":

a) A total of TRY 190,000,000.00 ("gross"), and TRY 171,000,000.00 ("net"), corresponding to 7.260% gross and 6.534% net of the "Paid-in Capital", "cash" profit distribution shall be made,

b) Within the framework of the Capital Markets Board ("CMB") and Public Oversight, Accounting and Auditing Standards Authority ("POA") regulations, according to the financial statements prepared in accordance with TAS and TFRS, the undistributed profits amounting to TRY 4,790,056,160.78, shall be classified under "Retained Earnings or Losses" account.

c) According to the Legal Accounting Records, a total of TRY 352,638,553.56 shall be classified under "Extraordinary Reserves" account.

Considering the 'Turkish Commercial Code' No. 6102 ("TCC"), 'Capital Market Law' No. 6362 and Capital Markets Board ("CMB") Regulations, 'Corporate Tax Law No. 5520', 'Income Tax Law No. 193', 'Income Tax Law No. 213' Tax

Procedure Law', other relevant legislation provisions and the relevant provisions of the Company's Articles of Association and the provisions of the "Dividend Distribution Policy" which was publicly announced, the following were resolved by our Company's Board of Directors at its meeting on May 9, 2023 no. 2023/20 to be submitted to the approval of the Extraordinary General Assembly:

- 1) In addition to the total dividend distribution of TRY 190,000,000.00 ("gross"), and TRY 171,000,000.00 ("net"), corresponding to 7.260% gross and 6.534% net of the "Paid-in Capital", which was approved at our Company's Ordinary General Assembly held on March 30, 2023, another dividend distribution of TRY 485,000,000.00 ("gross"), and TRY 436,500,000.00 ("net"), corresponding to 18.533% gross and 16.680% net of the "Paid-in Capital" shall be made,
- 2) "Extraordinary reserves" account shall be used in the additional dividend payment,
- 3) Dividend distribution shall start on August 31, 2023, at the latest.