

# **AG ANADOLU GRUBU HOLDİNG A.Ş.**

## **ORDINARY GENERAL ASSEMBLY INFORMATION DOCUMENT**

### **ORDINARY GENERAL ASSEMBLY ANNOUNCEMENT**

Our Company’s 2024 Shareholders General Assembly Meeting will be held to discuss and decide on the agenda items specified below on April 21, 2025, Monday at 2 pm at the address of “Fatih Sultan Mehmet Mahallesi, Balkan Caddesi No:58 Buyaka E Blok 34771 Tepeüstü Ümraniye İstanbul”.

Meeting agenda along with General Assembly Meeting Information Document will be available for the review of our shareholders at our Company’s headquarters, at the address of Fatih Sultan Mehmet Mahallesi Balkan Caddesi No:58 Buyaka E Blok 34771 Tepeüstü, Ümraniye, İstanbul, our website at [www.anadolugrubu.com.tr](http://www.anadolugrubu.com.tr), at Public Disclosure Platform, Electronic General Assembly System and 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-Yatırımcı: Yatırımcı Bilgi Merkezi” 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-Yatırımcı: Yatırımcı Bilgi Merkezi”, will not be able to attend the meeting electronically through EGKS.

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 or published at our Company’s website addressed [www.anadolugrubu.com.tr](http://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.

A proxy appointed electronically through the Electronic General Assembly System is not required to submit a power of attorney document. It will not be possible to attend the General Assembly

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

meeting with proxy that do not comply with the proxy sample required by the related Communiqué and is attached herein.

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.

Respectfully submitted to the attention of the Shareholders.

**AG ANADOLU GRUBU HOLDİNG AŞ**  
**BOARD OF DIRECTORS**

**Address** : Fatih Sultan Mehmet Mahallesi, Balkan Caddesi No:58 Buyaka E Blok 34771 Tepeüstü Ümraniye İstanbul

Trade Registry and Number: İstanbul/143399

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

**AGENDA OF THE ORDINARY GENERAL ASSEMBLY  
OF AG ANADOLU GRUBU HOLDİNG A.Ş.  
TO BE HELD ON APRIL 21, 2025**

- 1) Opening and the establishment of the Board of Assembly;
- 2) Reading and discussion of the Annual Report prepared by the Board of Directors for the year 2024,
- 3) Reading the report of the Independent Audit Company for the Jan. 1, 2024– Dec.31, 2024 period;
- 4) Reading, discussion and approval of the consolidated financials for 2024 pursuant to CMB regulations;
- 5) Release of the Board of Directors separately regarding their activities in 2024;
- 6) Discussion of the proposal of the Board of Directors regarding dividend distribution for 2024 and determining the dividend rate;
- 7) Discussing the amendment of Article (7) titled “Capital and Shares” and Article (9) titled “Board of Directors” of the Articles of Association of the Company, as authorized by the Capital Markets Board and the Ministry of Trade. Approval of the new version of Articles (7) and (9) of the Company's Articles of Association,
- 8) 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;
- 9) Approval of the independent audit company selected by Board of Directors in accordance with the Turkish Commercial Code, Capital Markets Board’s and Public Oversight Accounting and Auditing Standards Authority’s regulations;
- 10) Information to shareholders regarding donations made in 2024 in accordance with the Turkish Capital Market Regulations;
- 11) In line with 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;
- 12) Informing the General Assembly of the transactions, if any, within the context of Article 1.3.6. of the Corporate Governance Communique (II-17.1.) of the Capital Markets Board;
- 13) Authorization of the members of the Board of Directors as per Articles 395 and 396 of the Turkish Commercial Code;
- 14) Closing.

# AG ANADOLU GRUBU HOLDİNG A.Ş.

## ORDINARY GENERAL ASSEMBLY INFORMATION DOCUMENT

### 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 with the following table:

Shareholding 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
Azimut Portföy SKY Serbest Özel Fon (*)	17,219	7.07	17,219	7.07
Others (**)	107,842	44.28	107,842	44.28
Total	243,535	100.00	243,535	100.00

(\*) Süleyman Kamil Yazıcı and his family members 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.

(\*\*) Consists of Özilhan and Yazıcı Family members and public shares.

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 are provided in the following table.

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

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

**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 2024 agenda of General Assembly.

**3. Information Regarding the Amendment of the Articles of Association:**

OLD	NEW
<p><b>CAPITAL AND SHARES</b></p> <p><b>ARTICLE 7</b></p> <p>The Company's capital is TL <del>243,534,517.96</del> <b>(two hundred and forty three million five hundred and thirty four thousand five hundred and seventeen Turkish Liras ninety six Kuruş)</b>. This capital has been divided into a total of <del>243,534,517.96</del> <b>(two hundred and forty three million five hundred and thirty four thousand five hundred and seventeen comma ninety six)</b> shares consisting of <del>194,827.614,36</del> <b>194,827.614,36</b> (A) Group non-privileged bearer shares and <del>48,706,903.60</del> <b>48,706,903.60</b> (B) Group privileged registered shares, each with a nominal value of 1 (one) TL.</p> <p>The <del>160,000,000-TL</del> <b>160,000,000-TL</b> portion of this capital has been fully paid free of any collusion.</p> <p>The <del>TL 83,534,517.96</del> <b>(eighty three million five hundred and thirty four thousand and five hundred and seventeen Turkish Lira and ninety six Kuruş)</b> portion is met by the merger of the Company with <del>Özilhan Sınai Yatırım A.Ş., which is registered with İstanbul Trade Registry under no. 142919 and Anadolu Endüstri Holding A.Ş., which is registered with İstanbul Trade Registry under no. 105048, in accordance with the provisions of Article 134 and related articles of the Turkish Commercial Code no. 6102; Articles 19 and 20 of Corporate Tax Law no. 5520; Articles 23 and 24 of the Capital Markets Law no. 6362; Capital Markets Board's "Communiqué on Merger and De-Merger (II-23.2)" and "Communiqué on the Common Principles Regarding Significant Transactions and The Retirement Right (II-23.1)" and other relevant legislation and in accordance with the principles adopted in the Merger Agreement dated 10.11.2017 which is approved by the</del></p>	<p><b>CAPITAL AND SHARES</b></p> <p><b>ARTICLE 7</b></p> <p>The Company's capital is <b>TL 2,435,345,179,60</b> <b>(Two billion, four hundred thirty-five million, three hundred forty-five thousand, one hundred seventy-nine Turkish Liras sixty Kuruş)</b>. This capital has been divided into a total of <b>2.435.345.179,60</b> (Two billion, four hundred thirty-five million, three hundred forty-five thousand, one hundred seventy-nine point sixty.) shares consisting of <b>1.948.276.143,60</b> (A) Group non-privileged bearer shares and <b>487.069.036,00</b> (B) Group privileged registered shares, each with a nominal value of 1 (one) TL.</p> <p>The <del>243,534,517.96</del> <b>243,534,517.96</b> -TL portion of this capital has been fully paid free of any collusion.</p> <p>This time, the entire increased amount of <b>2,191,810,661.64</b> (Two billion, one hundred ninety-one million, eight hundred ten thousand, six hundred sixty-one Turkish Lira and sixty-four kuruş) TL has been covered from internal resources by adding inflation adjustments to the capital.</p> <p>In capital increases, shares must be issued from each group shares so that rate of each group of shares in capital is maintained.</p> <p>The shares representing the capital are dematerialized within the framework of dematerialization principles.</p>

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

~~general assembly of each of merging entities held on 26.12.2017 and acquisition by the Company of all the assets, liabilities, rights and obligations of the said merging entities.~~

In capital increases, shares must be issued from each group shares so that rate of each group of shares in capital is maintained.

The shares representing the capital are dematerialized within the framework of dematerialization principles.

**BOARD OF DIRECTORS**

**ARTICLE 9:** The Board of Directors consists of twelve members. These members shall be elected by the general assembly in accordance with the provisions of the Turkish Commercial Code and the Capital Markets Law where six members shall be elected among the candidates nominated by (B) Group shareholders.

The provisions of the Capital Markets Board with respect to independent board members are reserved.

Provided however, that, the existence of independent board members, required to be elected in accordance with the arrangements of the Capital Markets Board with respect to independent board members, within the six (6) members to be nominated by (B) Group shareholders, cannot be demanded from (B) Group shareholders.

The nominees shall be presented in writing to the presidency of the general assembly meeting in which the election of the board of directors will be made.

Legal entities may also be elected to the board of directors. In this case, together with this legal entity, only one real person to be determined by the legal entity, shall be registered and announced in the name of such

**BOARD OF DIRECTORS**

**ARTICLE 9:** The Board of Directors consists of twelve members. These members shall be elected by the general assembly in accordance with the provisions of the Turkish Commercial Code and the Capital Markets Law where six members shall be elected among the candidates nominated by (B) Group shareholders.

**Unless otherwise decided by the company's general assembly, the upper age limit for the chairman of the board, the vice chairman of the board, and the board members is 75.**

The provisions of the Capital Markets Board with respect to independent board members are reserved.

Provided however, that, the existence of independent board members, required to be elected in accordance with the arrangements of the Capital Markets Board with respect to independent board members, within the six (6) members to be nominated by (B) Group shareholders, cannot be demanded from (B) Group shareholders.

The nominees shall be presented in writing to the presidency of the general assembly meeting in which the election of the board of directors will be made.

Legal entities may also be elected to the board of directors. In this case, together with this legal entity, only one real person to be determined by the legal entity, shall be

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

legal entity; besides the fact that the registration and announcement is made shall immediately be announced in the web site of the Company. Only this registered real person can attend to the meetings and vote in the name of the legal entity.

The Board shall elect each year, from among their members, one chairman and one vice chairman to act as deputy in the absence of the chairman.

The management of the Company and its representation towards third parties belongs to the Board of Directors, with at least two signatures. The Board of Directors is authorized to decide on all matters and transactions except for the matters and transactions granted exclusively to the authority and responsibility of the general assembly by the Turkish Commercial Code, capital markets legislation and these Articles of Association.

The Board of Directors designates the persons empowered in the name of the Company having signature authority under the trade name of the Company and registers to the trade registry and announces the notarized copy of the decision showing such persons and their representation forms.

The empowered persons for representation cannot conduct transactions that do not fall within the purpose and scope stated in article 5 of these Articles of Association and that are illegal. In the event third parties know or in a position to know, that a legal transaction made with the Company does not fall within the purpose and scope of the Company, the Company shall not be bound by such transaction. Third parties, who are consistently transacting with the Company or who are preparing the explanatory, cautionary and similar scripts of the Company and who are deciding on these or who know all these, cannot claim that they are in good faith. The Company reserves its right to recourse and right of compensation and right to impose sanctions required in terms of Company's internal organization, towards the persons who have conducted the related transaction.

registered and announced in the name of such legal entity; besides the fact that the registration and announcement is made shall immediately be announced in the web site of the Company. Only this registered real person can attend to the meetings and vote in the name of the legal entity.

The Board shall elect each year, from among their members, one chairman and one vice chairman to act as deputy in the absence of the chairman.

The management of the Company and its representation towards third parties belongs to the Board of Directors, with at least two signatures. The Board of Directors is authorized to decide on all matters and transactions except for the matters and transactions granted exclusively to the authority and responsibility of the general assembly by the Turkish Commercial Code, capital markets legislation and these Articles of Association.

The Board of Directors designates the persons empowered in the name of the Company having signature authority under the trade name of the Company and registers to the trade registry and announces the notarized copy of the decision showing such persons and their representation forms.

The empowered persons for representation cannot conduct transactions that do not fall within the purpose and scope stated in article 5 of these Articles of Association and that are illegal. In the event third parties know or in a position to know, that a legal transaction made with the Company does not fall within the purpose and scope of the Company, the Company shall not be bound by such transaction. Third parties, who are consistently transacting with the Company or who are preparing the explanatory, cautionary and similar scripts of the Company and who are deciding on these or who know all these, cannot claim that they are in good faith. The Company reserves its right to recourse and right of compensation and right to impose sanctions required in terms of Company's internal organization, towards the persons who have conducted the related transaction.

# **AG ANADOLU GRUBU HOLDİNG A.Ş.**

## **ORDINARY GENERAL ASSEMBLY INFORMATION DOCUMENT**

### **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 and discussion of the reports of the Board of Directors (Annual Report) for 2024;**

Pursuant to the relevant regulations, Annual Report of Board of Directors for the Jan. 1, 2024– Dec.31, 2024, will be read, discussed and submitted to the approval of our shareholders. The above-mentioned report has been made available for review of our shareholders at the Company Head Office and our website at [www.anadolugrubu.com.tr](http://www.anadolugrubu.com.tr) .

#### **3) Reading the report of the Independent Audit Company for the Jan. 1, 2024– Dec.31, 2024 period;**

Pursuant to the relevant regulations, the report of the Independent Audit Company for the fiscal year 2024 will be read out in the General Assembly Meeting. The report has been made available for review of our shareholders at the Company Head Office and our website at [www.anadolugrubu.com.tr](http://www.anadolugrubu.com.tr) .

#### **4) Reading, discussion and approval of the consolidated financials for 2024 pursuant to CMB regulations;**

Pursuant to the relevant regulations, 2024 Financial Statements will be read, discussed in the General Assembly Meeting and submitted to approval of our shareholders. The documents have been made available for review of our shareholders at the Company Head Office and our website at [www.anadolugrubu.com.tr](http://www.anadolugrubu.com.tr) .

#### **5) Release of the Board of Directors separately regarding their activities in 2024;**

Pursuant to the provisions of the TCC and the Regulation, the release of the members of the Board of Directors for their activities, transactions and accounts for the year 2024 will be submitted for the approval of the General Assembly.

#### **6) Discussion of the proposal of the Board of Directors regarding dividend distribution for 2024 and determining the dividend rate;**

Pertaining to our 2024 fiscal year, there is a net profit of TL 5,180,552,000.00 in independently audited consolidated financial statements prepared consistent with the TAS/IFRS and net profit of TL 2,645,554,987.00 recorded in annual statutory records. The Dividend Distribution Proposal, which envisages a gross dividend distribution at a rate of 513.27% over the paid-in capital, is included in Annex 1 on page 12 and 13 of this Information Document and is available on our website at [www.anadolugrubu.com.tr](http://www.anadolugrubu.com.tr) .

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

If this proposal, submitted for the approval of the General Assembly, is accepted, a total of 1,250,000,000 TL in dividends will be distributed at a rate of 513.27% over the issued capital, as follows per 1 TL nominal value share:

- For shareholders that are full-fledged legal entity tax payers: gross (=net) 5.1327426 TL
- For shareholders who are real person: net 4.3628312 TL

### **7) Discussing the amendment of Article (7) titled “Capital and Shares” and Article (9) titled “Board of Directors” of the Articles of Association of the Company, as authorized by the Capital Markets Board and the Ministry of Trade. Approval of the new version of Articles (7) and (9) of the Company's Articles of Association,**

Within the scope of the resolution of our Company's Board of Directors dated February 18, 2025, it has been decided that:

- The current paid-in capital of TL 243,534,517.96 shall be increased by 900% to TL 2,435,345,179.60 by utilizing the inflation adjustments to capital in the company's internal resources,
- The shares representing the increased capital of 2,191,810,661.64 TL shall be distributed to shareholders through bonus issue and tracked in accordance with the principles of registration.
- Article 7, titled "Capital and Shares" and Article 9, titled "Board of Directors" of the Articles of Association shall be amended as per the version in the annex.
- The company management shall be authorized to obtain the necessary approvals and announce the transactions in compliance with the Capital Markets Law, the Capital Markets Board regulations, and other applicable legal provisions for the implementation of the amendment to the Articles of Association.
- Upon receiving the necessary approval, the proposal for the amendment of Articles 7 and 9 of the Articles of Association shall be submitted for the approval of the shareholders at the next General Assembly meeting.

The Capital Markets Board on 10.03.2025 and the Ministry of Trade on 17.03.2025 gave their approval for the amendment of Articles 7 and 9 of the Articles of Association.

In this context, the amendment of Article 7 titled “Capital and Shares” and Article 9 titled “Board of Directors” of the Articles of Association of the Company will be submitted for the approval of the shareholders.

### **8) 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 Communiqué (II-17.1.) of the Capital Markets Board; appointment of the Board members and 4 independent members will be made for Board of Directors.

## **AG ANADOLU GRUBU HOLDİNG A.Ş.**

### **ORDINARY GENERAL ASSEMBLY INFORMATION DOCUMENT**

As proposed at the Corporate Governance Committee meeting held on February 18, 2025, and approved at the Board of Directors meeting held on February 18, 2025, İzzet Karaca, Hüseyin Faik Açıkalın, Bekir Ağırđır and Ahmet Cemal Dördüncü 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 18, 2025. Each independent 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. İzzet Karaca, Mr. Hüseyin Faik Açıkalın, Mr. Bekir Ağırđır and Mr. Ahmet Cemal Dördüncü as independent member candidates within the scope of Corporate Governance Committee's report and sent this list to the CMB on February 18, 2025 to take the opinion of CMB. According to CMB's written response dated February 28, 2025, there is no objection received from CMB regarding the independent member candidates.

CVs of Board of Directors' are available at Page 13, 14, 15 and 16 in Annex-2 of the document and their declarations of independence are available on Page 17, 18, 19 and 20 in Annex-3.

#### **9) Approval of the independent audit company selected by Board of Directors in accordance with the Turkish Commercial Code, Capital Markets Board's and Public Oversight Accounting and Auditing Standards Authority's regulations;**

In accordance with the regulations of the Turkish Commercial Code, the Capital Markets Board, and the Public Oversight, Accounting, and Auditing Standards Authority, our Board of Directors (KGK), with its decision dated March 27, 2025, and after obtaining the opinion of the Audit Committee, has resolved to appoint PwC Bağımsız Denetim ve Serbest Muhasebeci Mali Müşavirlik A.Ş. for auditing the financial statements of our Company for the 2025 fiscal period. The appointment also includes conducting the mandatory sustainability assurance audit of disclosures prepared in compliance with the Turkey Sustainability Reporting Standards (TSRS) issued by KGK, subject to KGK's authorization for independent sustainability assurance services. Additionally, PwC will perform other activities required under the relevant regulations and conduct assurance audits of sustainability reports for the 2024 and 2025 fiscal periods. This appointment will be submitted for the approval of the General Assembly.

Furthermore, PwC Bağımsız Denetim ve Serbest Muhasebeci Mali Müşavirlik A.Ş. has been authorized by KGK on February 18, 2025, to conduct independent audits in the field of sustainability.

#### **10) Information to shareholders regarding donations made in 2024 in accordance with the Turkish Capital Market Regulations;**

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.

## **AG ANADOLU GRUBU HOLDİNG A.Ş.**

### **ORDINARY GENERAL ASSEMBLY INFORMATION DOCUMENT**

Donations of the Group stands at TL 198,419,281 in 2024 including Anadolu Eğitim, Türk Eğitim Vakfı, Gıda Kurtarma Derneği and similar organizations.

**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 in 2024;**

There is no suretyship 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 be informed of the absence of any such transaction in 2024 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.**

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

**ANNEX 1 – 2024 DIVIDEND DISTRIBUTION TABLE**

<b>AG ANADOLU GRUBU HOLDİNG A.Ş. 2024 DIVIDEND DISTRIBUTION TABLE (TL)</b>			
1.	Paid / Issued Capital		243,534,517.96
2.	Total Reserve Funds (According to Legal Records)		89,843,573.57
According to the Articles of the Association, if there is any privilege in the profit distribution, information related with the mentioned privilege		NONE	
		<b>According to CMB</b>	<b>According to Legal Records</b>
3.	Profit for the Fiscal Period	36,915,056,000.00	2,645,554,987.00
4.	Tax Payable (-)	10,216,013,000.00	-
5.	Net Profit for the Fiscal Period (=)	5,180,552,000.00	2,645,554,987.00
6.	Losses for the Previous Years (-)	-	-
7.	First Scheme Legal Reserve (-)	-	-
8.	NET DISTRIBUTABLE PROFIT FOR THE FISCAL PERIOD (=)	5,180,552,000.00	2,645,554,987.00
	Advance Dividend Distributed During The Year (-)	-	-
	Net Distributable Period Profit / Loss after Advance Dividend	-	-
9.	Donations made during the year (+)	198,419,281.00	
10.	Net Distributable period profit in which the donations are added to the primary dividend	5,378,971,281.00	
11.	Primary Dividend to the Shareholders'	12,176,725.90	
	Cash	12,176,725.90	
	Bonus Shares	-	
	Total	12,176,725.90	
12.	Dividend Distributed to the Privileged Shareholders	-	
13.	Other Distributed Profit	-	
	Board Members	-	
	Employees	-	
	People other than shareholders	-	
14.	Dividend distributed to Founder Shares	-	
15.	Secondary Dividend to the Shareholders'	1,237,823,274.10	
16.	Second Scheme Legal Reserve Fund	-	
17.	Statutory Reserves	-	
18.	Special Reserve Account	-	
19.	EXCESS RESERVE	3,930,552,000.00	1,395,554,987.00
20.	Other Sources Proposed to be Distributed	-	-
	Profit for the Previous Year	-	-
	Extraordinary Reserves	-	-
	Other Reserves Distributed According to the Law and Articles of Association	-	-
<b>Total Dividend to be Distributed</b>		<b>1,250,000,000.00</b>	<b>1,250,000,000.00</b>
Dividend to equity		513.27%	513.27%
<b>Dividend corresponding to TL 1 Nominal Value Share</b>		<b>Net (TL)</b>	<b>Gross (TL)</b>
Legal Entity Shareholders		5.1327426	5.1327426
Real Person Shareholders		4.3628312	5.1327426

# AG ANADOLU GRUBU HOLDİNG A.Ş.

## ORDINARY GENERAL ASSEMBLY INFORMATION DOCUMENT

Profit Distribution Table

NET	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 (%)
	A	1,000,000,000	-	-	4.3628312	436.28%
	B	250,000,000	-	-	5.1327426	513.27%
	Total	1,250,000,000.00	-	-		

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

#### Kamilhan Süleyman Yazıcı

Kamil Yazıcı graduated from New York Military Academy (1996), holds a BA degree in Marketing from Emory University Goizueta Business School (2000), an MBA degree from American Institute of Business and Economics (2005) and has completed the GMP program at the Harvard Business School (2017). Yazıcı started his Anadolu Group career in year 2000 in the Finance Presidency as Assistant Finance Specialist and resumed his career in Anadolu Efes Russia Beer operations during 2002-2011 where he held multiple roles as Marketing Manager, Logistics Manager, Supply Chain Director, Business Development Director and finally led a pan-Russian effort to re-structure the sales organization for greater efficiency and effectiveness. In 2011, he was appointed as General Manager of Efes Vitanta in Moldova and continued this role until 2014. In 2014, he was appointed as Market Development Director responsible for all international markets where the group did not operate locally and held this position until 2017. Since 2017, Kamil Yazıcı has been serving as Vice- Chairman on Anadolu Group holding and subsidiary Board of Directors. In addition, he serves as Board Member for TAİK (Turkish-American Business Council), TOGG (Turkish National Auto Initiative), HBS Alumnus (Harvard Business School's Alumni Board) and is the Vice-Chairman of KYDAS (the Kamil Yazici Family Trust) He is also a member of TÜSİAD (Turkish Industry & Business Association).

#### 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 Anadolu Group as the Director of Purchasing and Logistics between 2006- 2008, Aksoy was appointed as Director of Supply Chain of Efes Beer Group in June 2008. In November 2011, he was appointed as Efes Türkiye Managing Director and served in this position until January 2017. Aksoy still continues to serve as a Board Member in various Anadolu Group companies.

#### Beliz Çevik Chappuie

Beliz Çevik Chappuie received her bachelor's degree in environmental engineering from Istanbul Technical University and her MBA from Indiana University with a concentration in finance. She began her career as a finance program evaluator at the State of California, Department of Finance, Office of State Audits and Evaluations in 2001 and still serves as a Chief of Audit Services in the California Public Employees' Retirement System. With over 20 years of experience in investment and finance, Beliz Çevik Chappuie holds Certified Public Accountant and Certified Information Systems Auditor licenses.

# **AG ANADOLU GRUBU HOLDİNG A.Ş.**

## **ORDINARY GENERAL ASSEMBLY INFORMATION DOCUMENT**

### **Tuğban İzzet Aksoy**

Tuğban İzzet Aksoy graduated from the Management and International Finance Departments 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 Vice Chairman and 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 and TOBB. Aksoy has been serving as an honorary consul of Georgia since 2016 and also holds Georgian Government Medal of Honor.

### **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.

### **İ. İzzet Özilhan**

İ. İzzet Özilhan was born in İstanbul in 1982. He received his undergraduate degree from Hofstra University Banking and Finance Department in 2006 in USA. Özilhan, began his career as a Brand Representative at Coca Cola A.Ş in 2006 and served as Sales Representative in Coca-Cola Hellenic A.Ş. In 2009, he started working at Efes Russia and took up duties as Finance Manager and Brand Distribution Representative. In 2011, he started in Anadolu Efes Türkiye as Market Development Supervisor and continued as Horeca Manager, Modern Trade Sales Director and On-Trade Directorate respectively. In 2024, he became a board member at several Anadolu Group companies. Özilhan was chosen as Board Member of TÜSİAD in 2024 and also acts as the Leader of its Food, Beverage and Agriculture Roundtable. He also acts as a Board Member at TÜRKONFED.

### **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 Türkiye. Akçakoca has been working as a consultant since 2004 and holds board member positions in various Anadolu Group companies.

# AG ANADOLU GRUBU HOLDİNG A.Ş.

## ORDINARY GENERAL ASSEMBLY INFORMATION DOCUMENT

### **Türkan Özilhan**

Türkan Özilhan served as the CEO of Anadolu Medical Center from 2014 to 2022. Anadolu Medical Center is a private, not-for-profit hospital affiliated with Johns Hopkins Medicine. During her tenure, she prioritized quality, safety, and financial sustainability in medical care while championing healthcare innovation, expanding access for underserved populations, and fostering continuous training for both medical and administrative staff.

A firm advocate of patient- and family-centered care, Türkan Özilhan is dedicated to providing world-class healthcare to both national and international patients. She has been with Anadolu Medical Center since its inception, as a founding team member instrumental in developing its entire system. Over 18 years, she held various roles across patient services, logistics, and administration, gaining extensive experience in hospital operations.

Before joining Anadolu Medical Center, she held multiple positions at Anadolu Group between 1996 and 2000. She is also actively involved in initiatives supporting women entrepreneurs in Turkey.

Türkan Özilhan earned her bachelor's degree in Business Administration and Management from Oglethorpe University and a master's degree in Health Administration from Seton Hall University.

In 2023, she founded Freestage Production Company, driven by her deep passion for the arts. Within a short period, she has established herself as a key figure in the industry, producing five acclaimed plays, including The Time Regulation Institute, Afife, and Whale. Her outstanding contributions to the field have earned widespread recognition.

### **Ahmet Cemal Dördüncü (Independent Board Member)**

Ahmet Cemal Dördüncü was born in 1953 in İstanbul. After graduating from Çukurova University, Department of Business Administration, he did post graduate studies at Mannheim and Hannover Universities. He started his career at Claas OHG company in Germany. He continued his career at Mercedes Benz A.Ş. in Türkiye between 1984-1987. Dördüncü joined Sabancı Group in 1987 and took on various positions at Kordsa A.Ş. until 1998. In 1998, he served as General Manager/President of the Group's DUSA company, DUSA South America and later DUSA North America. After serving as Sabancı Holding Strategic Planning and Business Development Group President in 2004, he served as Sabancı Holding Chief Executive Officer between 2005 and 2010. Between 2013-2023, he served as CEO of Akkök Holding A.Ş. He continues to work as a Board Member at Akkök Holding. He is also the Chairman of the Board of Directors of Epsilon Composite, one of the Akkök Holding group companies, Chairman of DoWaksa and board member of Zorlu Holding. Dördüncü is the founder Member of "Yanıdayız" Association, United Nations Global Compact Türkiye Chairman, board member of International Paper Co. and the President 30% Club Türkiye. Ahmet Cemal Dördüncü complies with all of the independent member requirements, defined in the Capital Markets Board (CMB) Corporate Governance Principles.

### **Bekir Ağırdir (Independent Board Member)**

Bekir Ağırdir was born in Denizli in 1956. After graduating from Middle East Technical University, Faculty of Economics and Administrative Sciences, Department of Business Administration in 1979, he served as Sales Manager and Deputy General Manager at Bilsan Bilgisayar Malzemeleri A.Ş. between 1980-1984, as Sales Coordinator at Meteksan Ltd. between 1984-1986 and as General Manager at Pirintaş Computer Materials and Basım Sanayi A.Ş. between 1986-1996. He served as Deputy General Manager at Atılım Kağıt ve Defter Sanayi A.Ş. between 1996-1999 and as General Manager and Board Member at PMB Akıllı Kart ve Bilgi Teknolojileri A.Ş. between 1999-2003. From 2003 to 2005, he served as the Coordinator and then as the General Manager of the History Foundation. He served as the General Manager and Member of the Board of Directors at KONDA Araştırma ve Danışmanlık Limited Şirketi between 2005-2022, and a member of the Board of Directors from June 2022 to May 2024. Ağırdir has been the Founding Chairman of the Board of Directors of the Veri Enstitüsü A.Ş. since September 2024. He serves as an Independent Board Member at AG Anadolu Grubu Holding A.Ş., Migros Ticaret A.Ş. and Anadolu Efes Biracılık ve Malt Sanayi A.Ş. He is the Vice Chairperson of the Board of the Turkish Economic and Social Studies Foundation (TESEV), the Founding Member of the Yanıdayız Association, the Democratic Republic Program and the EYMİR Culture Foundation, a member of the METU Alumni Association, a writer for Oksijen Newspaper,

## **AG ANADOLU GRUBU HOLDİNG A.Ş.**

### **ORDINARY GENERAL ASSEMBLY INFORMATION DOCUMENT**

and a commentator for the T24 Internet Newspaper. Bekir Ağırdir complies with all of the independent member requirements, defined in the Capital Markets Board (CMB) Corporate Governance Principles.

#### **İzzet Karaca (Independent Board Member)**

İzzet Karaca graduated from Boğaziçi University Industrial Engineering Department in 1977. Having started his professional career in 1977 at Koç Research and Development Centre, he held Industrial Engineer and IT Manager position until 1985. Between 1985-1988, Karaca worked as Systems and Organization Director at Ford Otosan. Since 1988, he held several positions at Unilever in Germany, Türkiye and Baltic States including Internal Audit Group Manager, Logistics Manager, Commercial Director and Managing Director. In addition, between 2011- 2013, İzzet Karaca served as the Chairperson at YASED (International Investors Association). After serving as Executive Chairman at Unilever Türkiye and Unilever NAMET RUB (North Africa, Middle East, Russia, Ukraine and Belarus) and being a member of the Unilever CEO Forum, Karaca retired at December 2013. In 2015, he published his first book called "The New CEO is... You". İzzet Karaca also serves as board member and consultant in different companies.

#### **Hüseyin Faik Açıkalın (Independent Board Member)**

Hüseyin Faik Açıkalın received his Bachelor of Science in Business Administration from the Middle East Technical University and began his banking career in 1987 as a management trainee at Interbank. He subsequently held various positions, including Internal Auditor, Relationship Manager, Branch Manager and Marketing Manager at Interbank, Marmarabank, Kentbank, Finansbank and Demirbank. In May 1998, he joined Dışbank— later renamed Fortis following its acquisition by the eponymous international finance group—as Executive Vice President. Later that year, he was appointed as Chief Operating Officer (COO) responsible for the coordination and communication between the Board of Directors and business units. He also assumed his position as a Member of the Credit Committee. In June 1999, Açıkalın was appointed as Deputy Chief Executive Officer (CEO) and a member of the Board of Directors. In December 2000, he became CEO of Dışbank. Following the acquisition of the majority shares of Dışbank by Fortis in July 2005, he continued to serve as CEO of the bank after it was renamed Fortisbank. Within that period he worked at international management of Fortis. In October 2007, he resigned from his duties at Fortisbank and became CEO of Doğan Gazetecilik. In April 2009, Açıkalın was appointed as Executive Director of Yapı Kredi's Board of Directors and was also appointed as Chairman of the Executive Committee. Serving as Yapı Kredi's CEO since May 2009, in addition to his current role, Açıkalın was also appointed as CEO of Koç Financial Services in 2010. Furthermore, in August 2011, Açıkalın became the President of Koç Holding's Banking and Insurance Group. Açıkalın also still serves as Chairman of Yapı Kredi Malta, Yapı Kredi Invest, Yapı Kredi Leasing, Yapı Kredi Factoring, Yapı Kredi Bank Netherland NV, Yapı Kredi Bank Azerbaijan, Yapı Kredi Bank Moscow, Yapı Kredi Koray Real Estate Investment Trust, and Koç Finansman A.Ş., and as Vice Chairman of Banque de Commerce et de Placements S.A. and Allianz Yaşam ve Emeklilik and as Director of the Banks Association of Türkiye. At the end of 2017, Açıkalın left his duties at Koç Holding, YKB and its subsidiaries. Hüseyin Faik Açıkalın serves as an Independent Board Member in AG Anadolu Grubu Holding A.Ş., Doğan Şirketler Grubu Holding A.Ş., Galata Wind Enerji A.Ş., Karsu Tekstil San. Tic. A.Ş. and Global Yatırım Holding A.Ş.

# 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 declare that I have not been registered and announced on behalf of the legal entity to which I will be elected as a board member, and therefore, I will fulfill my duties as an independent board member.

Date: 18.02.2025

Name – Surname:

Hüseyin Faik Açıkalın

# AG ANADOLU GRUBU HOLDİNG A.Ş.

## ORDINARY GENERAL ASSEMBLY INFORMATION DOCUMENT

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

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

Date: 18.02.2025

Name – Surname:

İzzet Karaca

# AG ANADOLU GRUBU HOLDİNG A.Ş.

## ORDINARY GENERAL ASSEMBLY INFORMATION DOCUMENT

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

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

Date: 18.02.2025

Name – Surname:

Bekir Ağırđır

# AG ANADOLU GRUBU HOLDİNG A.Ş.

## ORDINARY GENERAL ASSEMBLY INFORMATION DOCUMENT

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

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

Date: 18.02.2025

Name – Surname:

Ahmet Cemal Dördüncü