

**HACI ÖMER SABANCI HOLDİNG A.Ş.**  
**INFORMATION DOCUMENT REGARDING THE 2019 ORDINARY GENERAL ASSEMBLY**  
**MEETING DATED 26 MARCH 2020**

Our Company's 2019 Shareholders General Assembly Meeting will be held to discuss the agenda below on 26 March 2020, Thursday, at 2 pm at SADIKA ANA SALONU, at the address of the Company headquarters as SABANCI CENTER, 4.LEVENT 34330 İSTANBUL TURKEY.

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

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

For attending physical General Assembly Meeting;

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

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

Our shareholders and their representatives, who attend the meeting electronically are required to fulfill their obligations in accordance with the provisions of " Regulation Regarding the Electronic General Assembly of the Joint Stock Company" published on the Official Gazette dated 28 August 2012 and numbered 28395 and "Communiqué Regarding the Electronic General Assembly System to be Applied in the General Assembly Meeting of the Joint Stock Company" published on the Official Gazette dated 29 August 2012 and numbered 28396.

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

**PROXY FORM**  
**HACI ÖMER SABANCI HOLDİNG A.Ş.**

I hereby appoint \_\_\_\_\_ introduced as detailed below as my proxy authorized to represent me, to vote, to make proposals and to sign the required papers in line with the views I express below at the Ordinary General Assembly of Hacı Ömer Sabancı Holding A.Ş. that will convene on March 26, 2020, Thursday at 14:00 at the address of SABANCI CENTER, 4.LEVENT 34330 İSTANBUL.

**The Attorney's (\*);**

Name Surname / Trade Name :

TR ID Number/ Tax ID Number, Trade

Register and Number and MERSİS Number :

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

**A) SCOPE OF REPRESENTATION**

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 formation of the Meeting Council,                                                                                                                |        |        |                    |
| 2. Reading and discussion of the 2019 Annual Report of the Board of Directors,                                                                                  |        |        |                    |
| 3. Reading the 2019 Auditor's Reports,                                                                                                                          |        |        |                    |
| 4. Reading, discussion and approval of the 2019 financial statements,                                                                                           |        |        |                    |
| 5. Release of the members of the Board of Directors with regard to the 2019 activities,                                                                         |        |        |                    |
| 6. Determination the usage of the 2019 profit and rate of dividend to be distributed,                                                                           |        |        |                    |
| 7. Submission of board member appointment realized due to vacancy in the board membership within the activity year to the approval of the General Assembly      |        |        |                    |
| 8. Election of the members of the Board of Directors, determination of their duty term,                                                                         |        |        |                    |
| 9. Determination of monthly gross fees to be paid to the members of the Board of Directors,                                                                     |        |        |                    |
| 10. Election of the Auditor and Group Auditor.                                                                                                                  |        |        |                    |
| 11. Informing the General Assembly regarding the donations and grants made by the Company in 2019                                                               |        |        |                    |
| 12. Determination of an upper limit for donations to be made in 2020,                                                                                           |        |        |                    |
| 13. Granting permission to the Chairman and members of the board of directors for the activities under the articles 395 and 396 of the Turkish Commercial Code. |        |        |                    |

(\*) All items in the General Assembly Agenda should be listed. If the minority has a different draft resolution, the opinion for this draft resolution should also be indicated in the proxy form.

**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 on these matters.

c) The attorney is authorized to vote for the items in accordance with the special instruction.

**Special Instruction;** 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 below**

a) Order and Serial (\*):

b) Number/Group (\*\*):

c) Amount-Nominal Value :

d) Privilege on Vote or not:

e) Bearer- Registered (\*):

f) Ratio of the total shares/voting rights of the shareholder:

(\*)Such information is not required for dematerialized shares.

(\*\*)For dematerialized shares, 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.**

**SHAREHOLDER'S (\*);**

Name Surname OR Tittle :

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

Address :

Signature :

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

## **ADDITIONAL EXPLANATIONS WITHIN THE CONTEXT OF CAPITAL MARKETS BOARD REGULATIONS**

Within the context of Capital Markets Board Corporate Governance Communiqué numbered II-17.1 and its attachment "Capital Markets Board Principles of Corporate Governance", the information concerning the agenda articles has been presented below. General information has been presented to our shareholders in this section.

### **1. Shareholder Structure And Voting Rights**

| <b>Shareholder</b>                   | <b>Share in Capital<br/>(TL)</b> | <b>Share in Capital<br/>(%)</b> |
|--------------------------------------|----------------------------------|---------------------------------|
| SAKIP SABANCI HOLDİNG ANONİM ŞİRKETİ | 287.100.000,56                   | 14,07                           |
| SERRA SABANCI                        | 147.160.295,80                   | 7,21                            |
| SUZAN SABANCI DİNÇER                 | 141.566.960,87                   | 6,94                            |
| ÇİĞDEM SABANCI BİLEN                 | 141.566.960,87                   | 6,94                            |
| OTHER                                | 1.323.009.712,90                 | 64,84                           |
| <b>TOTAL</b>                         | <b>2.040.403.931,00</b>          | <b>100,00</b>                   |

There are no privileged shares.

### **2. Information About The Past Or Planned Changes That Can Affect Our Company's Or Subsidiaries Operations**

In 2019, there were no past or planned management and operational changes that can affect our company's or subsidiaries' operations.

### **3. Information About The Demands Of Shareholders, Capital Markets Board Or Other Public Authority For Adding New Article To Agenda**

Any kind of demand has not been received for the ordinary general assembly meeting for 2019.

**EXPLANATIONS REGARDING THE AGENDA OF ORDINARY GENERAL ASSEMBLY  
MEETING OF HACI ÖMER SABANCI HOLDİNG A.Ş. DATED 26 MARCH 2020**

**1. Opening and Formation of the Meeting Council**

The President and Members of the Chair to govern the general assembly meeting shall be elected within the framework of the provisions of the "Turkish Commercial Code numbered 6102" (TCC), Articles of Association, the Ministry of Industry and Trade Regulation on the General Assembly Meetings of the Capital Companies, and Internal Directive of the General Assembly of our Company.

**2. Reading and Discussion of the 2019 Annual Report of the Board of Directors**

The Board of Directors' Annual Report, which is available for the review of our shareholders at the company headquarters, and the company web site addressed <http://www.sabanci.com> 3 weeks before the general assembly meeting, including corporate governance adoption report and Dividend Distribution Proposal of the Board of Directors, will be read and presented to the opinions of our shareholders according to the provisions of Turkish Commercial Code, the Regulation, and Internal Directive of the General Assembly.

**3. Reading the 2019 Auditor's Reports**

Auditor's Report, which is available for the review of our shareholders at the company headquarters, Electronic General Assembly System of Central Registry Agency, and the company web site addressed <http://www.sabanci.com> 3 weeks before the general assembly meeting, will be read and presented to the opinions of our shareholders according to the provisions of Turkish Commercial Code, the Regulation, and Internal Directive of the General Assembly.

**4. Reading, Discussion and Approval of the 2019 Financial Statements**

Financial Statements for the year 2019, which are available for the review of our shareholders at the company headquarters, Electronic General Assembly System of Central Registry Agency, and the company web site addressed <http://www.sabanci.com> 3 weeks before the general assembly meeting, will be read and presented to the opinions and approval of our shareholders according to the provisions of Turkish Commercial Code, the Regulation, and Internal Directive of the General Assembly.

**5. Release of the Members of the Board of Directors with Regard to the 2019 Activities**

Release of the members of the Board of Directors with regard to the 2019 activities and accounts will be presented to the approval of our shareholders according to the provisions of Turkish Commercial Code, the Regulation, and Internal Directive of the General Assembly.

**6. Determination the Usage of the 2019 Profit and Rate of Dividend to be Distributed**

According to our financials for the accounting period 1 January 2019 - 31 December 2019 prepared by our Company in compliance with the Turkish Financial Reporting Standards according to the the Capital Markets Board Communiqué numbered II-14.1. and audited by PWC BAĞIMSIZ DENETİM VE SERBEST MUHASEBECİ MALİ MÜŞAVİRLİK A.Ş. (a member of PricewaterhouseCoopers), Consolidated Net Profit attributed to equity holders of the parent for the period is TL 3.779.736.000,00. The profit distribution proposal which is prepared according to our long-term strategy, capital requirements, investment and financing policies, profitability and cash position of our Company, its subsidiaries and its affiliates is presented in Appendix 1.

**7. Submission of Board Member Appointment Realized Due To Vacancy in the Board Membership within the Activity Year to the Approval of the General Assembly**

At the meeting of our Board of Directors held on July 31, 2019; It was resolved to accept the resignation request of Mehmet GÖÇMEN from his duties as H.Ö. Sabancı Holding A.Ş. Chief Executive Officer and Board Member position as of July 31, 2019 and appoint Cenk ALPER as H.Ö. Sabancı Holding A.Ş. Chief Executive Officer and Board Member effective as of August 01, 2019.

Cenk ALPER's board membership will be submitted to the approval of the General Assembly in accordance with Article 363/1 of the Turkish Commercial Code.

**8. Election of the Members of the Board of Directors, Determination of Their Duty Term**

There shall be election for the Board Members whose term has expired. The general Assembly will determine duty term of the members of the Board of Directors.

Ahmet Erdem, Nafiz Can Paker and Mehmet Mete Başol are selected as candidates for independent Board members with the resolution of our Board of Directors with the assessment and recommendation of the Corporate Governance Committee. The Capital Market Board did not reported a negative opinion for these independent board member candidates.

The CVs and declarations of independence of each independent board member candidate are attached as Appendix 2.

**9. Determination of Monthly Gross Fees to be Paid to the Members of the Board of Directors**

Monthly gross fees of the members of the Board of Directors will be determined according to the provisions of Turkish Commercial Code, the Regulation and Articles of Association of the Company.

**10. Election of the Auditor and Group Auditor**

In line with the regulations of the Turkish Commercial Code numbered 6102 and Capital Market Law numbered 6362, with the recommendations of the Audit Committee, Our Board of Directors has resolved that, PWC Bağımsız Denetim ve Serbest Mali Muhasebeci Mali Müşavirlik Anonim Şirketi (A member firm of PRICEWATERHOUSECOOPERS) is elected to audit Financial Reports for the 2020 accounting period, to be Group Auditor, and to carry out other activities according to the regulations in the related laws, and this decision will be presented to the approval of the General Assembly.

**11. Informing the General Assembly Regarding the Donations and Grants Made by the Company in 2019**

According to the article 6 of the Capital Markets Board Communiqué numbered II-19.1 and the article 1.3.10 of the attachment of the Communiqué numbered II-17.1, the information regarding the donations made during the year must be submitted to the General Assembly. In 2019, the amount of donations made to the Foundations and Associations is TL 384.787,50 TL. This article is not for the approval of the General Assembly, the purpose is only to inform the General Assembly.

**12. Determination of an Upper Limit for Donations to be Made in 2020**

The upper limit of the donations to be made in 2020 will be determined by our shareholders at the General Assembly Meeting.

**13. Granting Permission to the Chairman and Members of the Board of Directors for the Activities Under the Articles 395 and 396 of the Turkish Commercial Code.**

The members of our Board of Directors can do business as stipulated in the 1st subsection of 395th and 396th articles of Turkish Commercial Code entitled "Ban to Enter into Business with the Company and Borrowing" and "Competition Ban" only with the approval of the general assembly. In order to fulfill the necessity of these regulations, the granting of this permission shall be presented to our shareholders' approval at the General Assembly meeting and the information shall be given for these kind of transactions has been realized during the year.

## APPENDIX 1.

| HACI ÖMER SABANCI HOLDİNG A.Ş.<br>PROFIT DISTRIBUTION TABLE FOR 2019 (TL) |                                                                                                                                                                                                                                                                  |                                |                             |
|---------------------------------------------------------------------------|------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|--------------------------------|-----------------------------|
| 1.                                                                        | Paid in Capital                                                                                                                                                                                                                                                  |                                | 2.040.403.931,00            |
| 2.                                                                        | General Legal Reserves (As per Statutory Records)                                                                                                                                                                                                                |                                | 408.080.786,20              |
|                                                                           | According to the Article of Association, %3 of the net profit after deduction of %5 general reserves and first category dividend to the shareholders with in the rate and regulations of the Capital Market Board, is reserved for Hacı Ömer Sabancı Foundation. |                                |                             |
|                                                                           |                                                                                                                                                                                                                                                                  | As per Capital<br>Market Board | As per Statutory<br>Records |
| 3.                                                                        | Profit                                                                                                                                                                                                                                                           | 8.544.190.000,00               | 762.235.504,88              |
| 4.                                                                        | Taxes (-)                                                                                                                                                                                                                                                        | 1.579.222.000,00               | 30.286.096,42               |
| 5.                                                                        | Net Profit For the Period (Share of the Parent)                                                                                                                                                                                                                  | 3.779.736.000,00               | 731.949.408,46              |
| 6.                                                                        | Previous Years' Losses (-)                                                                                                                                                                                                                                       | 0,00                           |                             |
| 7.                                                                        | General Legal Reserves (-)                                                                                                                                                                                                                                       | 0,00                           | 0,00                        |
| 8.                                                                        | NET DISTRIBUTABLE PROFIT FOR THE PERIOD                                                                                                                                                                                                                          | 3.779.736.000,00               | 731.949.408,46              |
| 9.                                                                        | Donations during the year (+)                                                                                                                                                                                                                                    | 384.787,50                     |                             |
| 10.                                                                       | Net Distributable Profit Including Donations                                                                                                                                                                                                                     | 3.780.120.787,50               |                             |
| 11.                                                                       | First Category Dividend For Shareholders                                                                                                                                                                                                                         | 102.020.196,55                 |                             |
|                                                                           | - Cash                                                                                                                                                                                                                                                           | 102.020.196,55                 |                             |
|                                                                           | - Share                                                                                                                                                                                                                                                          | 0,00                           |                             |
|                                                                           | - Total                                                                                                                                                                                                                                                          | 102.020.196,55                 |                             |
| 12.                                                                       | Dividends Distributed to the Privileged Shareholders                                                                                                                                                                                                             |                                |                             |
| 13.                                                                       | Other Dividends Distributed                                                                                                                                                                                                                                      | 18.897.876,36                  |                             |
|                                                                           | - Members of the Board of Directors                                                                                                                                                                                                                              |                                |                             |
|                                                                           | - Employees                                                                                                                                                                                                                                                      |                                |                             |
|                                                                           | - Non Shareholders                                                                                                                                                                                                                                               | 18.897.876,36                  |                             |
| 14.                                                                       | Dividends Distributed to the Holders of Usufruct Right Certificates                                                                                                                                                                                              | 0,00                           |                             |
| 15.                                                                       | Second Category Dividend For Shareholders                                                                                                                                                                                                                        | 571.313.100,68                 |                             |
| 16.                                                                       | General Legal Reserves                                                                                                                                                                                                                                           | 0,00                           |                             |
| 17.                                                                       | Status Reserves                                                                                                                                                                                                                                                  | 0,00                           | 0,00                        |
| 18.                                                                       | Special Reserves (According to the Article 5/1-e of Corporate Tax Law)                                                                                                                                                                                           | 0,00                           | 33.473.114,97               |
| 19.                                                                       | Extraordinary Reserves                                                                                                                                                                                                                                           | 3.087.504.826,41               | 6.245.119,90                |
| 20.                                                                       | Other Resource Planned for Distribution                                                                                                                                                                                                                          |                                |                             |
|                                                                           | - Previous Years' Profit                                                                                                                                                                                                                                         | 0,00                           | 0,00                        |
|                                                                           | - Extraordinary Reserve                                                                                                                                                                                                                                          | 0,00                           | 0,00                        |
|                                                                           | - Other distributable reserves as per the legislation and Articles of Association                                                                                                                                                                                | 0,00                           | 0,00                        |

### 2019 DIVIDEND RATES TABLE

|         | TOTAL DIVIDEND AMOUNT |                | TOTAL DIVIDEND<br>AMOUNT / NET<br>DISTRIBUTABLE PROFIT<br>FOR THE PERIOD | DIVIDEND FOR A SHARE WITH<br>A NOMINAL VALUE OF 1 TL |              |
|---------|-----------------------|----------------|--------------------------------------------------------------------------|------------------------------------------------------|--------------|
|         | CASH<br>(TL)          | SHARES<br>(TL) | RATIO<br>(%)                                                             | AMOUNT<br>(TL)                                       | RATIO<br>(%) |
| GROSS   | 673.333.297,23        | -              | 17,81                                                                    | 0,3300                                               | 33,00        |
| NET (*) | 572.333.302,65        | -              | 15,14                                                                    | 0,2805                                               | 28,05        |

(\*) Net amount is calculated with the 15% withholding tax assumption.

## **APPENDIX 2.**

### **THE CVS AND THE DECLARATIONS OF INDEPENDENCE OF THE CANDIDATES FOR INDEPENDENT BOARD MEMBER**

"The CVs" and "the declarations of independence" of Ahmet Erdem Nafiz Can Paker, and Mehmet Mete Bařol, the candidates for independent board members, are presented below:

#### **Ahmet ERDEM (Candidate of Independent Member)**

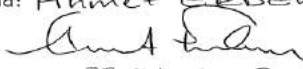
##### **Declaration of Independence**

I declare that, I am a candidate to serve as an "independent member" at the Board of Hacı Omer Sabancı Holding A.S. (the Company), according to the criterias specified in the legislation, articles of association and Communiqué on Corporate Governance (II- 17.1) announced by the Capital Markets Board,

In this context, I declare that;

- a) I do not have a relationship in terms of employment at an administrative level to take upon significant duty and responsibilities within the last five years, I do not own more than 5% of the capital or voting rights or privileged shares either jointly or solely or I have not established a significant commercial relation between the Company, companies on which the corporation hold control of management according to the Turkey Financial Reporting Standards 10 or significant effect according to the Turkey Accounting Standards 28 and shareholders who hold control of management of the corporation or have significant effect in the corporation and legal entities on which these shareholders hold control of management and myself, my spouse and my relatives by blood or marriage up to second degree,
- b) I have not been a shareholder (5% and more), an employee at an administrative level to take upon significant duty and responsibilities or member of board of directors within the last five years in companies that the corporation purchases or sells goods or service at a significant level within the framework of the contracts executed, especially on audit (including tax audit, statutory audit, internal audit), rating and consulting of the corporation, at the time period when the corporation purchases or sells services or goods,
- c) I have professional education, knowledge and experience in order to duly fulfill the duties assigned for being an independent board member,
- ç) I will not to be a full time employee at public authorities and institutions after being elected, except being an academic member at university provided that is in compliance with the relevant legislation,
- d) I am residing in Turkey in accordance with the Income Tax Law (I.T.L) dated 31 December 1960 and numbered 193,
- e) I am capable to contribute positively to the operations of the corporation, to maintain my objectivity in conflicts of interests between the corporation and the shareholders, to have strong ethical standards, professional reputation and experience to freely take decisions by considering the rights of the stakeholders,
- f) I will be able to allocate time for the corporation's business in order to follow up the activities of the corporation and duly fulfill the allocated duties,
- g) I have not conducted membership of board of directors more than a term of six years in the last ten years,
- h) I am not an independent member of the board of directors in more than three of the corporations that the Company or the controlling shareholders of the Company who hold the control of management and in more than five corporations in total which are admitted to the trading on the exchange,
- ı) I am not registered and declared 8ort he name of legal entities selected as a member of the board of directors.

I offer to knowledge of the Board of the Directors, General Assembly, our shareholders and all other stakeholders.

Ad Soyad: Ahmet ERDEM  
İmza:   
Tarih: 09.01.2020

#### **AHMET ERDEM**

Ahmet Erdem completed his undergraduate education at the Istanbul Technical University Civil Engineering Department and then completed the Engineering Management Department at Istanbul University Management Institute. Since 1990, he has worked in the upper echelons of Shell's activities in Turkey, the Middle East and Europe. Ahmet Erdem undertook an important role in the establishment of Shell & Turcas Petrol AS, a joint venture between Shell and Turcas in 2006.

In 2008 and 2009, Erdem was the President of Shell Kenya Country, is still the President of Shell Turkey. In addition to his responsibilities in Shell, he continues as Chairman of the Board of Directors of the International

Investors Association (YASED), as the Chairman of the Petroleum and Petroleum Products Industry Assembly at Turkish Chambers and Commodity Exchanges (TOBB), as a independent board of members of the Sabancı Holding A.Ş., as a board member of Petroleum Industry Association (PETDER), Foreign Economic Relations Board (DEİK), Energy Efficiency Association (ENVER) and as the advisory board member of British Chamber of Commerce.

#### Duties Within the Last 10 Years

| Company/Institution Name                                      | Duration       | Position:                       |
|---------------------------------------------------------------|----------------|---------------------------------|
| The Shell Company Of Turkey Ltd.<br>London Base Turkey Branch | 2003-2006      | General Maneger of Retail Sales |
| Shell&Turcas A.Ş.                                             | 2006-2008      | General Maneger of Retail Sales |
| Royal Dutch Shell PLC                                         | 2008-2009      | The President of Shell Kenya    |
| The Shell Company Of Turkey Ltd.<br>London Base Turkey Branch | 2009- Continue | The President of Shell Turkey   |
| Hacı Ömer Sabancı Holding A.Ş.                                | 2017- Continue | Independent Board Member        |

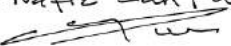
#### Nafiz Can PAKER (Candidate of Independent Member)

##### Declaration of Independence

I declare that, I am a candidate to serve as an "independent member" at the Board of Hacı Omer Sabancı Holding A.S. (the Company), according to the criterias specified in the legislation, articles of association and Communiqué on Corporate Governance (II- 17.1) announced by the Capital Markets Board,

In this context, I declare that;

- I do not have a relationship in terms of employment at an administrative level to take upon significant duty and responsibilities within the last five years, I do not own more than 5% of the capital or voting rights or privileged shares either jointly or solely or I have not established a significant commercial relation between the Company, companies on which the corporation hold control of management according to the Turkey Financial Reporting Standards 10 or significant effect according to the Turkey Accounting Standards 28 and shareholders who hold control of management of the corporation or have significant effect in the corporation and legal entities on which these shareholders hold control of management and myself, my spouse and my relatives by blood or marriage up to second degree,
  - I have not been a shareholder (5% and more), an employee at an administrative level to take upon significant duty and responsibilities or member of board of directors within the last five years in companies that the corporation purchases or sells goods or service at a significant level within the framework of the contracts executed, especially on audit (including tax audit, statutory audit, internal audit), rating and consulting of the corporation, at the time period when the corporation purchases or sells services or goods,
  - I have professional education, knowledge and experience in order to duly fulfill the duties assigned for being an independent board member,
  - I will not to be a full time employee at public authorities and institutions after being elected, except being an academic member at university provided that is in compliance with the relevant legislation,
  - I am residing in Turkey in accordance with the Income Tax Law (I.T.L) dated 31 December 1960 and numbered 193,
  - I am capable to contribute positively to the operations of the corporation, to maintain my objectivity in conflicts of interests between the corporation and the shareholders, to have strong ethical standards, professional reputation and experience to freely take decisions by considering the rights of the stakeholders,
  - I will be able to allocate time for the corporation's business in order to follow up the activities of the corporation and duly fulfill the allocated duties,
  - I have not conducted membership of board of directors more than a term of six years in the last ten years,
  - I am not an independent member of the board of directors in more than three of the corporations that the Company or the controlling shareholders of the Company who hold the control of management and in more than five corporations in total which are admitted to the trading on the exchange,
  - I am not registered and declared for the name of legal entities selected as a member of the board of directors
- I offer to knowledge of the Board of the Directors, General Assembly, our shareholders and all other stakeholders.

Ad Soyad: Nafiz Can Paker  
İmza:   
Tarih: 9. Ocak 2020

#### Dr. Nafiz Can PAKER

Dr Nafiz Can Paker was born in İstanbul in 1942. He studied in Technical University Berlin, took his master's degree from Columbia University, and completed his Ph.D in Istanbul Technical University. Since 1971, he has served in senior management positions of Turkish Henkel AŞ, and from 1984 until 2004 he was the General Manager of Turkish Henkel. Since 2004, He has been managing B.O.Y. Consulting which established by him.

He served as Director of Sabanci Holding, as Board member of Trustees at Sabanci University, as a board member of Dedeman Holding, Golden Horn Ventures, TÜSİAD and the president of the Discipline Committee of this association; he was also a member of The Committee of International Festivals of Istanbul and TESEV (The Turkish Economic and Social Studies Foundation) and Robert Academy Board. He serves as Chairman of the Board at TESEV (the Turkish Foundation for Economic and Social Studies Foundation) between 1997-2015.

He is still a Board of Directors of Inovent Fikri Property Rights Management and Trading and Investment Inc., Member of Akbank Board of Directors and a Founding Member of Association of PODEM Public Policy and Democracy Studies.

Dr. Paker is married and father of one child.

### Duties Within the Last 10 Years

Company/Institutions that have worked so far in reverse chronological order:

| Start:<br>Year/<br>Month | End:<br>Year/<br>Month | Company/Institution<br>Name | Position                           | The Reason<br>for the<br>Breakup |
|--------------------------|------------------------|-----------------------------|------------------------------------|----------------------------------|
| 2016                     |                        | H.Ö. Sabancı Holding A.Ş.   | Board Member                       | Continue                         |
| 2015/3                   |                        | Akbank T.A.Ş.               | Board Member                       | Continue                         |
| 2006/02                  |                        | Inovent                     | Chairman of the Board of Directors | Continue                         |
| 2004/10                  |                        | BOY Bilgi Odaklı Yön. A.Ş.  | Founding Partner/Board Member      | Continue                         |
| 2008/12                  | 2012/11                | Dedeman Holding A.Ş.        | Board Member                       | -                                |
| 1970/02                  | 2004/10                | Türk Henkel A.Ş.            | Chairman of the Board of Directors | -                                |
| 2002/08                  | 2011/09                | Açık Toplum Vakfı           | Chairman                           | -                                |
| 2005/10                  | 2010/05                | H.Ö. Sabancı Holding A.Ş.   | Board Member                       | -                                |
| 1997/02                  | 2014/01                | Sabancı Üniversitesi        | Member of Trustees                 | -                                |
| 1998                     | 2014                   | TÜSİAD                      | Board Member                       | -                                |
| 1997/02                  | 2015/03                | TESEV                       | Chairman                           | -                                |
| 1970/02                  | 2004/10                | Türk Henkel A.Ş.            | General Manager                    | Retired                          |

### Mehmet Mete BAŞOL (Candidate of Independent Member)

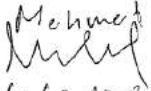
#### Declaration of Independence

I declare that, I am a candidate to serve as an "independent member" at the Board of Hacı Omer Sabancı Holding A.S. (the Company), according to the criterias specified in the legislation, articles of association and Communiqué on Corporate Governance (II- 17.1) announced by the Capital Markets Board,

In this context, I declare that;

- I do not have a relationship in terms of employment at an administrative level to take upon significant duty and responsibilities within the last five years, I do not own more than 5% of the capital or voting rights or privileged shares either jointly or solely or I have not established a significant commercial relation between the Company, companies on which the corporation hold control of management according to the Turkey Financial Reporting Standards 10 or significant effect according to the Turkey Accounting Standards 28 and shareholders who hold control of management of the corporation or have significant effect in the corporation and legal entities on which these shareholders hold control of management and myself, my spouse and my relatives by blood or marriage up to second degree,
- I have not been a shareholder (5% and more), an employee at an administrative level to take upon significant duty and responsibilities or member of board of directors within the last five years in companies that the corporation purchases or sells goods or service at a significant level within the framework of the contracts executed, especially on audit (including tax audit, statutory audit, internal audit), rating and consulting of the corporation, at the time period when the corporation purchases or sells services or goods,
- I have professional education, knowledge and experience in order to duly fulfill the duties assigned for being an independent board member,
- I will not to be a full time employee at public authorities and institutions after being elected, except being an academic member at university provided that is in compliance with the relevant legislation,
- I am residing in Turkey in accordance with the Income Tax Law (I.T.L) dated 31 December 1960 and numbered 193,
- I am capable to contribute positively to the operations of the corporation, to maintain my objectivity in conflicts of interests between the corporation and the shareholders, to have strong ethical standards, professional reputation and experience to freely take decisions by considering the rights of the stakeholders,
- I will be able to allocate time for the corporation's business in order to follow up the activities of the corporation and duly fulfill the allocated duties,
- I have not conducted membership of board of directors more than a term of six years in the last ten years,
- I am not an independent member of the board of directors in more than three of the corporations that the Company or the controlling shareholders of the Company who hold the control of management and in more than five corporations in total which are admitted to the trading on the exchange,
- I am not registered and declared for the name of legal entities selected as a member of the board of directors.

I offer to knowledge of the Board of the Directors, General Assembly, our shareholders and all other stakeholders.

Ad Soyad: Mehmet Mete Başol  
İmza:   
Tarih: 3/1/2020

### Mehmet Mete BAŞOL

Born in 1957, Mete Basol graduated from Arizona State University, BSc Department of Economics. He started his banking career in 1984 by making economic evaluations of various investment projects and preparing sector reports in the Medium Term Loans Section of Interbank. In 1988,

He passed as Manager of Treasury Management, Fund Management and External Relations to Turkish Merchant Bank which was established Bankers Trust Co. New York and Türkiye İş Bankası as a partnership. Additionally, he also took charge of the capital markets group as Deputy General Manager in 1992.

After the purchase of the Bank by the Bankers Trust, he was appointed as a member of the Board of Directors and Credit Committee in 1995. Between 1997 and 2001, he served as the Chairman of the Board and General Manager of the Bank, which renamed Bankers Trust Inc.

He was appointed as Managing Director of the Public Banks Joint Board of Directors (TC Ziraat, T Halk Bankası, T Emlak Bankası), which was established by the law between 2001 and 2003.

After that, he founded Tridea Consultancy Company with two partners and gave financial and administrative consultancy services to SMEs. After 2009, he continued his consultancy services with his own firm.

He was a member of the Board of Directors of Galatasaray Sportif AŞ (2011-2012), Türkiye İş Bankası AŞ (2011-2014) Dedeman Holding AŞ (2008-2014), Dedeman Turizm Otelcilik AŞ (2012-2014) and he was a independent board member of Coca Cola İçecek AŞ (2012-2018) and Anadolu Efes Biracılık ve Malt Sanayi AŞ (2012-2018)

He is currently a member of the Board of Directors of Enerji Yatırım Holding A.Ş., (2015) Enerya Gaz Dağıtım AŞ (2015), Enerya Gaz Ticaret AS (2015), Nurol Yatırım Bankası AŞ (2014) and he is continuous as a independent board member of H.Ö. Sabancı Holding AŞ (2018), Enka İnşaat ve San. AŞ (2018)

### Duties Within the Last 10 Years

| Company/Institution Name       | Duration  | The Reason for the Breakup | Position                 |
|--------------------------------|-----------|----------------------------|--------------------------|
| Dedeman Holding AŞ             | 2008-2014 | End of duty                | Board Member             |
| Dedeman Turizm Otelcilik AŞ    | 2012-2014 | End of duty                | Board Member             |
| Galatasaray Sportif AŞ         | 2011-2012 | Resigning                  | Board Member             |
| Türkiye İş Bankası AŞ          | 2011-2014 | End of duty                | Board Member             |
| Coca Cola İçecek AŞ            | 2012-2018 | End of duty                | Independent Board Member |
| Anadolu Efes B. ve Malt San.AŞ | 2012-2018 | End of duty                | Independent Board Member |
| Enerji Yatırım Holding AŞ      | 2015      | Continue                   | Board Member             |
| Enerya Gaz Dağıtım AŞ          | 2015      | Continue                   | Board Member             |
| Enerya Gaz Ticaret AS          | 2015      | Continue                   | Board Member             |
| H.Ö. Sabancı Holding AŞ        | 2018      | Continue                   | Independent Board Member |
| Enka İnşaat ve San. AŞ         | 2018      | Continue                   | Independent Board Member |