

HACI ÖMER SABANCI HOLDİNG A.Ş.

INFORMATION DOCUMENT REGARDING THE 2013 ORDINARY GENERAL ASSEMBLY

MEETING OF HACI ÖMER SABANCI HOLDİNG A.Ş. DATED 31 MARCH 2014

Our Company's 2013 Shareholders General Assembly Meeting will be held to discuss the agenda below on 31 March 2014, Monday, at 2 pm at SADIKANA ANA SALONU, at the address of the Company headquarters as SABANCI CENTER, 4.LEVENT 34330 İSTANBUL TURKEY.

Our shareholders, whose shares are followed 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 fulfilling 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 representation documents,
- Representatives authorized through the Elektronik 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 Stok 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' Activity Reports, Independent Audit Report, Profit Distribution Proposal of the Board of Directors and Information Document Regarding General Assembly Meeting for the year 2013 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.

ADDITIONAL EXPLANATIONS WITHIN THE CONTEXT OF CAPITAL MARKETS BOARD REGULATIONS

Within the context of Capital Markets Board Corporate Governance 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' information in this section.

1. Shareholder structure And Voting Rights

Shareholder	Share in Capital (TL)	Share in Capital (%)
SAKIP SABANCI HOLDİNG ANONİM ŞİRKETİ	287.100.000,56	14,07
SABANCI FAMILY	890.628.363,89	43,65
OTHER	862.675.566,55	42,28
TOTAL	2.040.403.931,00	100,00

There are no privileged shares.

2. Information about the past or planned changes that can affect our company's or subsidiaries operations

In 2013, 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 2013 year.

**EXPLANATIONS REGARDING THE GENERAL ASSEMBLY AGENDA OF ORDINARY
GENERAL ASSEMBLY MEETING OF HACI ÖMER SABANCI HOLDİNG A.Ş. DATED 31
MARCH 2014**

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.

2. Reading and discussion of the 2013 Annual Report of the Board of Directors

Information about the 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 and discussion of the 2013 Auditor's Report

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. Giving Information to the General Assembly, regarding the donations and contributions made by the Company in 2013

Information about the donations made during the year has to be presented to the General Assembly according to the Article 6 of the Capital Markets Board Communiqué numbered II-19.1. and appendix article 1.3.10 of the Capital Markets Board Communiqué numbered II-17.1. In 2013, The amount of donations made to the foundations and associations was TL 67.061,60. This article is not about the approval of the General Assembly, it is only for the purpose of informing.

5. Approval of the Dividend Policy

Dividend Policy presented in Appendix 1 will be presented to the approval of our shareholders according to the Article 4 of the Capital Markets Board Communiqué numbered II-19.1.

6. Reading, discussion and approval of the 2013 financial statements

Financial Statements for the year 2013, 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.

7. Release of the members of the Board of Directors with regard to the 2013 activities

Release of the members of the Board of Directors with regard to the 2013 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.

8. Determination the usage of the 2013 Profits, Rate of Profit Share to be Distributed

According to our financials for the accounting period 1 January 2013 - 31 December 2013 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 DRT Bağımsız Denetim ve Serbest Muhasebeci Mali Müşavirlik Anonim Şirketi (A member firm of DELOITTE TOUCHE TOHMATSU INTERNATIONAL), Consolidated Net Profit attributed to equity holders of the parent for the period is TL 1.371.396.000. The table about our 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 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 and Articles of Association of the Company.

10. Determination of an upper limit for donations to be made in 2014

The upper limit of the donations to be made in 2014 will be determined by our shareholders at the General Assembly Meeting.

11. Decision on the Amendments to the Articles 19 and 35 of the Articles of Associations of the Company in the line with the approvals of the Capital Markets Board and Ministry of Customs and Trade

Amendments to the Articles of Associations as presented in Appendix 3 for the compliance with the Turkish Commercial Code and Capital Markets Law, will be presented to the approval of the General Assembly.

12. 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, DRT Bağımsız Denetim ve Serbest Mali Muhasebeci Mali Müşavirlik Anonim Şirketi (A member firm of Deloitte Touche Tohmatsu Limited) is elected to audit Financial Reports for the 2013 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.

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 this kind of transaction has been realized during the year.

APPENDIX 1. DIVIDEND POLICY

Sabancı Holding's Dividend Policy is to distribute dividend %10 of the issued share capital, not to exceed %20 of the the distributable profit calculated in accordance with the provisions of the Turkish Commercial Code, Capital Markets Legislation and the provisions of our Articles of Association, in cash and/or in the form of shares. Application of this policy is determined by the General Assembly in line with the Sabancı Holding's medium and long-term strategies, national and global economic conditions.

Dividends will be distributed equally to all shareholders, regardless of their date of issuance and acquisition with in the legal period following the approval of the General Assembly on the date determined by the General Assembly. Sabancı Holding does not apply advanced dividend distribution policy.

General Assembly can transfer a portion or all of the net profit to the extraordinary reserves. If Board of Sabancı Holding offers to the General Assembly not to distribute dividend, the reason for not distributing dividends and information about the usage of undistributed profit needs to be presented to the shareholders at the General Assembly Meeting.

APPENDIX 2.

HACI ÖMER SABANCI HOLDİNG A.Ş. PROFIT DISTRIBUTION TABLE FOR 2013 (TL)			
1.	Paid in Capital	2.040.403.931,00	
2.	General Legal Reserves (As per Statutory Records)	264.384.282,97	
	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 Market Board	
		As per Statutory Records	
3.	Profit	4.790.747.000,00	757.030.645,85
4.	Taxes (-)	946.095.000,00	13.707.159,88
5.	Net Profit For the Period (Share of the Parent)	1.731.396.000,00	743.323.485,97
6.	Previous Years' Losses (-)	0,00	0,00
7.	General Legal Reserves (-)	37.166.174,30	37.166.174,30
8.	NET DISTRIBUTABLE PROFIT FOR THE PERIOD	1.694.229.825,70	706.157.311,67
9.	Donations during the year (+)	67.061,60	
10.	Net Distributable Profit Including Donations	1.694.296.887,30	
11.	First Category Dividend For Shareholders		
	- Cash	204.040.393,00	
	- Share	0,00	
	- Total	204.040.393,00	
12.	Dividends Distributed to the Privileged Shareholders		
13.	Other Dividends Distributed	15.483.508,00	
	- Members of the Board of Directors	420.000,00	
	- Employees	0,00	
	- Non Shareholders	15.063.508,00	
14.	Dividends Distributed to the Holders of Usufruct Right Certificates	0,00	
15.	First Category Dividend For Shareholders	0,00	
16.	General Legal Reserves	0,00	
17.	Status Reserves	0,00	0,00
18.	Special Reserves	0,00	0,00
19.	Extraordinary Reserves	1.474.705.924,70	486.633.410,67
20.	Other Resource Planned for Distribution	0,00	0,00
	- 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

DIVIDEND RATES TABLE						
	GROUP	TOTAL DIVIDEND AMOUNT		TOTAL DIVIDEND AMOUNT / NET DISTRIBUTABLE PROFIT FOR THE PERIOD	DIVIDEND FOR A SHARE WITH A NOMINAL VALUE OF 1 TL	
		CASH (TL)	SHARES (TL)		RATIO (%)	AMOUNT (TL)
NET		176.190.825,86	0,00	10,39905	0,08635	8,63510
	TOTAL	176.190.825,86	0,00	10,39905	0,08635	8,63510

APPENDIX 3. AMENDMENT TO THE ARTICLES OF ASSOCIATION OF H.Ö. SABANCI HOLDİNG A.Ş.

FORMER TEXT	NEW VERSION
<p>FEE AND REMUNERATION OF MEMBERS</p> <p>Article 19 : Remunerations, fees, bonuses, premiums and dividend from annual profit are payable to members of the Board of Directors with the General Assembly resolution.</p>	<p>FEE AND REMUNERATION OF MEMBERS</p> <p>Article 19 : Remunerations, fees, bonuses and premiums are payable to members of the Board of Directors with the General Assembly resolution.</p>
<p>DISTRIBUTION OF NET PROFIT</p> <p>Article 35 : From net profit calculated and determined according to Balance Sheet drawn up pursuant to the related provisions of the Turkish Commercial Code and other related regulations, as well as to this Articles of Association;</p> <p>I- As first distribution;</p> <ol style="list-style-type: none"> 1) Corporation tax payable and other fiscal liabilities shall be deducted. 2) 5% legal reserve fund shall be set aside 3) From the remaning amount after adding the amount of donations made during the year, first dividend shall be set aside in accordance with the Turkish Commercial Code and Capital Market Regulations <p>II- From the remaning amount after deduction of the sums set out in paragraph (I) above from net profit;</p> <ol style="list-style-type: none"> 1) up to 4% shall be set aside to Members of the Board of Directors. However, dividends payable to each of Chairman, Deputy Chairmen, Managing Directors and Executive Directors shall be calculated by 3-fold of the amount payable to each of other members. 2) 3% shall be set aside to Hacı Ömer Sabancı Foundation <p>III- General Assembly has the power to distribute partially or completely, the remaining amount after deduction of the amounts set out in paragraphs (I) and (II) above, OR General Assembly may decide to set aside such amount as extraordinary reserve fund.</p> <p>IV- General Assembly may decide to set aside the remaining amount of the net profit after deduction of legal liabilities in accordance with the regulations of the Capital Market Board, as extraordinary reserve fund</p> <p>V- Unless reserve funds required to be set aside under the Code and first dividend allotted to shareholders under the Articles of Association are set aside as prescribed, no resolution can be passed for setting aside of other reserve funds and carry forward profit to the next year and, unless first dividend is distributed, no resolution can be passed for distribution of profit to Members of the Board of Directors and to officers, employees and workers out of profit.</p>	<p>DISTRIBUTION OF NET PROFIT</p> <p>Article 35 : The balance of net profit, calculated and determined according to Balance Sheet drawn up pursuant to the related provisions of the Turkish Commercial Code and other related regulations, as well as to this Articles of Association, after deduction of previous year losses (if any) and adding donations, is distributed respectively as shown;</p> <p><u>General Legal Reserves:</u></p> <ol style="list-style-type: none"> a) 5% legal reserve fund shall be set aside <p><u>First Dividend:</u></p> <ol style="list-style-type: none"> b) %5 of paid-in capital shall be set aside as first dividend. c) After deductions of the above amounts, %3 of the remaing amount shall be set aside for Hacı Ömer Sabancı Foundation. <p><u>Second Dividend:</u></p> <ol style="list-style-type: none"> d) General Assembly has the power to distribute partially or completely, the remaining amount after deduction of the amounts set out in clause (a), (b) and (c) as second dividend OR General Assembly may decide to set aside such amount as their requested reserve fund according to the article 521 of the Turkish Commercial Code. <p>Unless all reserves required by Turkish Commercial Code are set aside and the dividend determined for the shareholders as per the dividend policy or this Articles of Association are distributed, it cannot be resolved to set aside other reserve funds, to carry forward profit to the next year, and to distribute profit to the employees, foundations of various purposes and similar persons and/or entities, members of the Board of Directors, officers and other employees, profit can not be distributed to these people unless the determined amount of dividend to the shareholders are paid in cash.</p> <p>Dividends are distributed equally to all of the existing shares as of the date of distribution, regardless of their dates of issue and time of acquisition.</p> <p>Method and timing of distribution of profit resolved to be distributed will be decided by the General Assembly of Shareholders upon a proposal of the Board of Directors.</p> <p>The profit distribution decision of the General Assembly of Shareholders taken in accordance with the provisions of this Articles of Association cannot be revoked.</p>

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 31, 2014, Monday at 14:00 at the address of SABANCI CENTER, 4.LEVENT 34330 İSTANBUL.

The Attorney's (1);

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

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 2013 Annual Report of the Board of Directors,			
3. Reading and discussion of the 2013 Auditor's Report,			
4. Giving Information to the General Assembly, regarding the donations and contributions made by the Company in 2013,			
5. Approval of the Dividend Policy,			
6. Reading, discussion and approval of the 2013 financial statements,			
7. Release of the members of the Board of Directors with regard to the 2013 activities,			
8. Determination the usage of the 2013 Profits, Rate of Profit Share to be Distributed,			
9. Determination of monthly gross fees to be paid to the members of the Board of Directors,			
10. Determination of an upper limit for donations to be made in 2014,			
11. Decision on the Amendments to the Articles 19 and 35 of the Articles of Associations of the Company in the line with the approvals of the Capital Markets Board and Ministry of Customs and Trade,			
12. Election of the Auditor and Group Auditor,			
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.			

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 (2):
- b) Number/Group (3):
- c) Amount-Nominal Value :
- d) Privilege on Vote or not:
- e) Bearer- Registered (2):
- e) Ratio of the total shares/voting rights of the shareholder:

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 (1);

Name Surname OR Tittle :
TR ID Number/ Tax ID Number, Trade Register :
and Number and MERSİS Number :
Address :
Signature :

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

(2)Such information is not required for dematerialized shares.

(3)For dematerialized shares, information related to the group will be given instead of number.