

## **HACI ÖMER SABANCI HOLDİNG A.Ş.**

### **INFORMATION DOCUMENT REGARDING THE 2015 ORDINARY GENERAL ASSEMBLY MEETING DATED 29 MARCH 2016**

Our Company's 2015 Shareholders General Assembly Meeting will be held to discuss the agenda below on 29 March 2016, Tuesday, at 2 pm at SADIKANA 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 2015 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 29, 2016, Tuesday 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 2015 Annual Report of the Board of Directors,			
3. Reading the 2015 Auditor's Reports,			
4. Reading, discussion and approval of the 2015 financial statements,			
5. Release of the members of the Board of Directors with regard to the 2015 activities,			
6. Determination the usage of the 2015 profit and rate of dividend to be distributed,			
7. Election of the members of the Board of Directors, determination of their duty term,			
8. Determination of monthly gross fees to be paid to the members of the Board of Directors,			
9. Informing the General Assembly regarding the donations and grants made by the Company in 2015 and determination of an upper limit for donations to be made in 2016			
10. Informing the General Assembly about the share-buyback program of our shares by our subsidiary EXSA Export Sanayi Mamulleri Satış ve Araştırma A.Ş., approving the share-buyback program.			
11. Election of the Auditor and Group Auditor.			
12. 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 :

ç) Privilege on Vote or not:

d) Bearer- Registered (\*):

e) 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 (TL)</b>	<b>Share in Capital (%)</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
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 2015, 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 2015.

## **EXPLANATIONS REGARDING THE AGENDA OF ORDINARY GENERAL ASSEMBLY MEETING OF HACI ÖMER SABANCI HOLDİNG A.Ş. DATED 29 MARCH 2016**

### **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 2015 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 2015 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 2015 Financial Statements**

Financial Statements for the year 2015, 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 2015 Activities**

Release of the members of the Board of Directors with regard to the 2015 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 2015 Profit and Rate of Dividend to be Distributed**

According to our financials for the accounting period 1 January 2015 - 31 December 2015 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 **2.236.328.185,27**. 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. 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.

Işın Çelebi, Nazif Can Paker and Zekeriya Yıldırım 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.

## **8. 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.

## **9. Informing the General Assembly Regarding the Donations and Grants Made by the Company in 2015 and Determination of an Upper Limit for Donations to be Made in 2016**

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 2015, the amount of donations made to the Foundations and Associations is TL 80.130,07. This article is not for the approval of the General Assembly, the purpose is only to inform the General Assembly.

The upper limit of the donations to be made in 2016 will be determined by our shareholders at the General Assembly Meeting.

## **10. Informing the General Assembly About the Share-Buyback Program of Our Shares by Our Subsidiary EXSA Export Sanayi Mamulleri Satış ve Araştırma A.Ş., Approving the Share-Buyback Program**

At the meetings of the Board of Directors of H.Ö Sabancı Holding A.Ş. and its subsidiary EXSA Export Sanayi Mamulleri Satış ve Araştırma A.Ş. held on December 22, 2015, it was resolved;

to buyback Sabancı Holding's outstanding shares up to 40.000.000 lot pursuant to Article 22 of Capital Markets Law and Share Buyback Communiqué (II-22.1) of CMB by our subsidiary EXSA Export Sanayi Mamulleri Satış ve Araştırma A.Ş. on the Stock Exchange, considering that the share price of Sabancı Holding is not reflecting the real performance of Sabancı Holding's activities,

1) To execute buyback process in accordance with the "share buyback program" to be accepted by the Board of Directors of EXSA Export Sanayi Mamulleri Satış ve Araştırma A.Ş.,

2) To buyback the shares of Sabancı Holding on the Stock Exchange by of EXSA Export Sanayi Mamulleri Satış ve Araştırma A.Ş. at the price TRY 12,00 and below, if it's considered necessary,

3) To continue share buyback program until the first General Assembly of Sabancı Holding,

- 4) To inform the shareholders about operations carried out within the framework of the buyback program at the first general assembly of Sabancı Holding to be held,
- 5) To start buyback program by EXSA Export Sanayi Mamulleri Satış ve Araştırma A.Ş. after the approval of the Capital Market Board in accordance with the item 6 of article 5 of the Communiqué mentioned above.

Accordingly, with the letter dated 29.12.2015, numbered 36/1655, Capital Market Board has approved the share buyback by the subsidiary EXSA Export Sanayi Mamülleri Satış ve Araştırma A.Ş. which will continue until the first General Assembly of Sabancı Holding to be held, in accordance with the item 6 of article 5 of the Share Buyback Communiqué (II-22.1) of CMB.

In accordance with the share buy-back program executed since 31 December 2015, EXSA A.Ş. has paid TL 190.470.244,00 for Hacı Ömer Sabancı Holding A.Ş.'s shares with a nominal value of TL 23.896.728,00 and purchased the shares with an average price of TL 7,97 as of 29 February 2016.

In order to continue the share buyback program approved by Capital Market Board after the General Assembly Meeting, at the meetings of the Board of Directors of H.Ö Sabancı Holding A.Ş. and its subsidiary EXSA Export Sanayi Mamulleri Satış ve Araştırma A.Ş. held on February 23, 2016, it was resolved; to buyback Sabancı Holding's outstanding shares up to 40.000.000 lot, including the shares purchased with the approval of Capital Market Board dated 29.12.2015 and numbered E.144764, pursuant to Article 22 of Capital Markets Law and Share Buyback Communiqué (II-22.1) of CMB by our subsidiary EXSA Export Sanayi Mamulleri Satış ve Araştırma A.Ş. on the Stock Exchange, considering that the share price of Sabancı Holding is not reflecting the real performance of Sabancı Holding's activities,

- 1) To execute buyback process in accordance with the "share buyback program" to be accepted by our General Assembly,
- 2) To present attached "Share Buyback Program" for the approval of the General Assembly at the Ordinary General Assembly Meeting,
- 3) To pursue the buyback program by EXSA Export Sanayi Mamulleri Satış ve Araştırma A.Ş. in accordance with the item 2 of article 5 of the Communiqué mentioned above.

The Share Buyback Program of H.Ö Sabancı Holding A.Ş. which is indicated above and to be presented for the approval of the General Assembly is attached as Appendix 3.

## **11. 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 2016 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.

**12. 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 HOLDING A.Ş. PROFIT DISTRIBUTION TABLE FOR 2015 (TL)		
1.	Paid in Capital	2.040.403.931,00
2.	General Legal Reserves (As per Statutory Records)	336.732.505,21
	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.	
		<b>As per Capital Market Board</b>
		<b>As per Statutory Records</b>
3.	Profit	5.394.226.286,44
4.	Taxes (-)	973.144.392,94
5.	Net Profit For the Period (Share of the Parent)	2.236.328.185,27
6.	Previous Years' Losses (-)	0,00
7.	General Legal Reserves (-)	43.226.981,23
8.	NET DISTRIBUTABLE PROFIT FOR THE PERIOD	2.193.101.204,04
9.	Donations during the year (+)	80.130,07
10.	Net Distributable Profit Including Donations	2.193.181.334,11
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	21.578.773,41
	- Members of the Board of Directors	0,00
	- Employees	0,00
	- Non Shareholders	21.578.773,41
14.	Dividends Distributed to the Holders of Usufruct Right Certificates	0,00
15.	Second Category Dividend For Shareholders	204.040.393,10
16.	General Legal Reserves	0,00
17.	Status Reserves	0,00
18.	Special Reserves (According to the Article 5/1-e of Corporate Tax Law)	0,00
19.	Extraordinary Reserves	1.865.461.840,98
20.	Other Resource Planned for Distribution	0,00
	- Previous Years' Profit	0,00
	- Extraordinary Reserve	0,00
	- Other distributable reserves as per the legislation and Articles of Association	0,00

2015 DIVIDEND RATES TABLE					
	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)	RATIO (%)
GROSS	306.060.589,65	-	13,9556	0,1500	15,00
NET (*)	260.151.501,20	-	11,8623	0,1275	12,75

(\*) 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 Nazif Can Paker, Işın Çelebi and Zekeriya Yıldırım, the candidates for independent board members, are presented below:

#### **Nazif 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;

- 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,
- ğ) 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,
- h) 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.

Nazif Can PAKER

## Dr. Nazif Can PAKER

Dr Nazif 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. From 1971 to 2004 he worked in Turk Henkel Company, starting from production management up to board membership. Through 1994-2004 he worked as the spokesman of Henkel's International Branches.

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.

Dr. Paker is married and father of one child.

### Duties Within the Last 10 Years

Company	Duty Term	Title
Türk Henkel A.Ş.	1971 -2004	General Manager (Retired)
TESEV	1997-2015	Chairman
TÜSİAD	1998-2014	Board Member
Sabancı Üniversitesi	1998-2014	Member of Trustees
Sabancı Holding	2000-2010	Board Member
Açık Toplum Vakfı	2002-2013	Chairman
Golden Horn Ventures Gen.Ltd.	2007-2012	Board Member
Dedeman Holding	2008-2013	Board Member
Akbank	2015- Continue	Board Member
<b>Manager and Founder</b>		
B.O.Y. Bilgi Odaklı Yönetim A.Ş.	2004-Continue	Board Member
İnovent Fikri Mülkiyet Yön. Tic. A.Ş.	2006- Continue	Chairman
PODEM Derneği	2015- Continue	Chairman

### Işın Çelebi (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,

- 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,
- ğ) 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,
- h) 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.

Işın ÇELEBİ

#### **DOÇ. DR. İŞİN ÇELEBİ**

Dr. Çelebi has a metallurgical engineering degree from Middle East Technical University, a postgraduate degree in the same field from İTÜ, and a master's degree in economics from AÜSBF. After working at the State Planning Organisation (DPT) and various companies, he was elected as a member of the Turkish Parliament and appointed as a minister. He currently works as a consultant for various major companies. Dr. Çelebi has been a Director of Sabancı Holding since May 2012.

#### **Duties Within the Last 10 Years**

Advisory Service for the projects in Çelebi Stratejik Danışmanlık A.Ş.

#### **CONTINUING PROJECT**

1. Çolakoğlu Metalurji A.Ş (Ocak 2003 - continuing)
2. Arıkbey Tekstil Enerji ve Sınai Yatırımlar A.Ş (2004 -continuing)
3. Socar Power Enerji Yatırım I an A.Ş (Eylül 2011- continuing)
4. Esalco lojistik ve Dış Tic.A.Ş (2012- Continuing)

#### **COMPLETED PROJECT**

1. Morgan Stanley
2. Mit subishi Corporation
3. Bilgi Yayınevi
4. Johnson&Johnson Medikal San. Ve Tic. Ltd.Şti.
5. Fresenius Diyaliz Hizm. A.Ş, RTS Renal Tedavi Hizm., Özel Diyaliz Merkezleri Derneği
6. Beytur Turizm inş.San. ve Tic. A.Ş (Akkanat Holding)
7. Uğursan Denizcilik liman işl. Nak.lur. inş ve Tic A.Ş
8. Yeşilirmak Elektrik Enerji Üretim A.Ş
9. Galatasaray Sport Cub Board Member
10. Arıkbey Tekstil Enerji ve Sınai Yatırımlar A.Ş.

## **Zekeriya Yıldırım (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,
- ğ) 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,
- h) 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.

Zekeriya Yıldırım

### **Zekeriya YILDIRIM**

Mr. Yıldırım was born in 1944. He has a bachelor's degree in İstanbul University Economics and a master's degree from Vanderbilt University (Nashville, Tennessee). He is the chairman of Yıldırım Consulting. Previously, he worked for the Turkish Central Bank and the Ministry of Finance and acted as a director at Doğan Holding between 2008 and 2010. Mr. Yıldırım is a member of the TÜSİAD High Advisory Council's Board of Governors.

## Duties Within the Last 10 Years

ZEKERİYA YILDIRIM 'IN SON ON YIL İÇERİSİNDE BULUNDUĞU YÖNETİM KURULU GÖREVLERİ						
S.NO	ŞİRKET UNVANI	ŞİRKET MERKEZİ	TİC. SİCİL NO	GÖREVİ	SEÇİLDİĞİ YIL	SÜRESİ
1	ADA PLANT FİDANLIK ÜRETİM VE TİCARET A.Ş.	SAKARYA	22455	YÖNETİM KURULU BAŞKANI	21/09/2005	DEVAM EDİYOR
2	FU GAYRİMENKUL YATIRIM DANIŞMANLIK ANONİM ŞİRKETİ	İSTANBUL	569454	YÖNETİM KURULU ÜYESİ / BAŞKANI	24/09/2008	DEVAM EDİYOR
3	HACI ÖMER SABANCI HOLDİNG ANONİM ŞİRKETİ	İSTANBUL	127350	YÖNETİM KURULU ÜYESİ	08/05/2012	DEVAM EDİYOR
4	TEKFEN HOLDİNG ANONİM ŞİRKETİ	İSTANBUL	111233	YÖNETİM KURULU ÜYESİ	24/09/2013	DEVAM EDİYOR
5	YILDIRIM DANIŞMANLIK HİZMETLERİ ANONİM ŞİRKETİ	İSTANBUL	422785	YÖNETİM KURULU BAŞKANI	02/11/2001	DEVAM EDİYOR
6	YILDIRIM FİDANCIKLIK VE TARIM ÜRÜNLERİ SAN. TİC. LTD. ŞTİ.	İSTANBUL	389307	ŞİRKET MÜDÜRÜ	12/04/2001	DEVAM EDİYOR
7	AR RA İNCELEME ARAŞTIRMA RAPORLAMA ANONİM ŞİRKETİ	İSTANBUL	729413	YÖNETİM KURULU BAŞKANI	18/10/2011	20/12/2013
8	DAÇKA EĞİTİM ARAŞTIRMA TANITIM VE ORG. HİZ. ANONİM ŞİRKETİ	İSTANBUL	833499	YÖNETİM KURULU BAŞKANI	13/09/2012	28/03/2013
9	DOĞAN ŞİRKETLER GRUBU HOLDİNG ANONİM ŞİRKETİ	İSTANBUL	175444	YÖNETİM KURULU ÜYESİ	15/05/2008	23/06/2010

### **APPENDIX 3.**

#### **HACI ÖMER SABANCI HOLDİNG A.Ş. SHARE BUYBACK PROGRAM**

##### **The Purpose of Share Buyback Program**

Global macroeconomic turmoil, instability occurring in the political geography where Turkey is located and the reflections of these issues on Turkish capital markets have had negative effects on the share value of Sabancı Holding. Considering the share price of our Company is not reflecting the real performance of the Company's activities due to these negative effects and considering existing market conditions price fluctuations could be reduced through buying back our shares trading on the stock exchange when deemed necessary, it is intended to buyback our Company's outstanding shares in the coming period by following the price changes on the stock exchange by our subsidiary EXSA Export Sanayi Mamulleri Satış ve Araştırma A.Ş. (EXSA A.Ş.) with the authorization of the General Assembly regarding the Share buyback.

##### **The Period of the Share Buyback Program**

12 Months

##### **The Maximum Number of Shares that can be Bought Back**

It is foreseen to buy back Sabancı Holding's outstanding shares up to 40.000.000 lot, including the shares purchased with the approval of Capital Market Board dated 29.12.2015 and numbered E.144764.

It is foreseen to buy back our Company's shares at the maximum amount that Turkish Commercial Code and Capital Market Law allow.

The program will be completed once the maximum amount of shares subject to buyback have been purchased.

##### **Total Amount and Source of the Funds Allocated for Share Buyback**

The maximum amount of funds allocated for share buyback is TL 400.000.000, including the payments for shares purchased with the approval of Capital Market Board dated 29.12.2015 and numbered E.144764., and the total amount of fund is raised from internal source of Exsa Export Sanayi Mamulleri Satış ve Araştırma A.Ş.

##### **Lower and Upper Price Limits for the Share Buyback**

The lower price limit is TL 0 (zero) and the upper price limit is TL 12 (twelve) for the share buyback.

##### **Authority Duration and Transaction Procedure Requested From the General Assembly**

Exsa Export Sanayi Mamulleri Satış ve Araştırma A.Ş. is authorized to purchase the Shares.

##### **The Number of Shares that Have Been Bought Back and not Sold Yet, Their Share in the Paid-in Capital and the Results of the Previous Program**

Exsa A.Ş. has bought 23.896.728 shares of Sabancı Holding as of starting date of this Share Buyback Program 23 February 2016 and all of these shares are in Exsa A.Ş's portfolio. Their share in the paid-in Capital of Sabancı Holding is 1,17 %.

##### **Information About Subsidiaries, Which can Buy Back Within the Program**

Exsa A.Ş. was founded in Adana in 1972. For a long time, the Company operated in textile sector and managed exports of Sabancı Group Companies. In 2010, the company finished its operations in these sectors and then has started to invest in and develop real estates.

The headquarter of the company is at Sabancı Center Kule 2 Kat:1. As of today, the shareholder structure of the Company is as follow;

H.Ö. Sabancı Holding A.Ş. % 28.80, Çimsa A.Ş. % 32.88, Sakıp Sabancı Holding A.Ş. % 5, 48, Sabancı Family % 32.85