

HACI ÖMER SABANCI HOLDİNG A.Ş.
THE BOARD OF DIRECTORS'
INVITATION TO THE ORDINARY GENERAL ASSEMBLY

Our Company's 2020 Shareholders General Assembly Meeting will be held to discuss the agenda below on **30 March 2021, Tuesday, at 2.00 PM** at SADIKA ANA HALL, at the address of the Company headquarters SABANCI CENTER, 4.LEVENT 34330 İSTANBUL TURKEY.

Our shareholders, whose shares are monitored by the Central Registry Agency in dematerialized form and who are entitled 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 via the Electronics General Assembly System provided by the Central Registry Agency.

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

In order to attend the physically-held General Assembly Meeting, shareholders shall provide below documents and sign the List of Attendants:

- Real person shareholders shall submit their ID cards,
- Legal person shareholders shall submit their representatives' ID cards and authorization documents,
- Real and legal person's representatives shall submit their ID cards and representation documents,
- Representatives authorized via the Electronic General Assembly System shall submit their ID cards.

Our shareholders, who will be attending the meeting electronically via the Electronics General Assembly System can get information about procedures and principles of attendance, authorization of representatives, making proposals, explanations and voting at the Central Registry Agency's website (www.mkk.com.tr).

Our shareholders and their representatives, who will be attending 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 as well as "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' Annual Report, Independent Audit Reports, Profit Distribution Proposal of the Board of Directors, and Information Document Regarding General Assembly Meeting for the year 2020 are made available for the shareholders examination at least 3 weeks before the date of the meeting on the Electronic General Assembly System section of the Central Registry Agency website (www.mkk.com.tr), on the "Investors Relations" section of our Company's website (www.sabanci.com), and on Public Disclosure Platform (www.kap.org.tr), as well as at the above-mentioned address of the Company's headquarters.

Our Shareholders are requested with respect to honor the meeting on mentioned day and time.

Güler SABANCI
H.Ö. Sabancı Holding A.Ş.
Chairperson

Cenk ALPER
H.Ö. Sabancı Holding A.Ş.
Member and CEO

Ekler: 1) Agenda for the 2020 Ordinary General Assembly Meeting
2) Proxy Form

HACI ÖMER SABANCI HOLDİNG A.Ş.
AGENDA FOR THE 2020 ORDINARY GENERAL ASSEMBLY MEETING
TO BE HELD ON 30 MARCH 2021, AT 2.00 P.M

1. Opening and formation of the Meeting Council,
2. Reading and discussion of the 2020 Annual Report of the Board of Directors,
3. Reading the 2020 Auditor's Reports,
4. Reading, discussion and approval of the 2020 Financial Statements,
5. Release of the members of the Board of Directors with regard to the 2020 activities,
6. Determining the use of the 2020 profit and rate of dividend to be distributed,
7. Election of the members of the Board of Directors, determination of their term of office,
8. Determination of monthly gross salaries payable to the members of the Board of Directors,
9. Election of the Auditor and Group Auditor,
10. Amending the Articles 10 and 16 of the Articles of Association for the purposes of extending the validity of authorised capital and enabling the Board of Directors' meetings to be held by electronic means, as per the permissions obtained from the Capital Markets Board and the Ministry of Commerce,
11. Informing the General Assembly regarding the donations and grants made by the Company in 2020,
12. Determination of the upper limit for donations to be made in 2021,
13. Granting permission to the Chairperson and the Members of the Board of Directors for the activities under the Articles 395 and 396 of the Turkish Commercial Code.

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 30, 2021, 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 2020 Annual Report of the Board of Directors,			
3. Reading the 2020 Auditor's Reports,			
4. Reading, discussion and approval of the 2020 Financial Statements,			
5. Release of the members of the Board of Directors with regard to the 2020 activities,			
6. Determining the use of the 2020 profit and rate of dividend to be distributed,			
7. Election of the members of the Board of Directors, determination of their term of office,			
8. Determination of monthly gross salaries payable to the members of the Board of Directors,			
9. Election of the Auditor and Group Auditor,			
10. Amending the Articles 10 and 16 of the Articles of Association for the purposes of extending the validity of authorised capital and enabling the Board of Directors' meetings to be held by electronic means, as per the permissions obtained from the Capital Markets Board and the Ministry of Commerce,			
11. Informing the General Assembly regarding the donations and grants made by the Company in 2020,			
12. Determination of the upper limit for donations to be made in 2021,			
13. Granting permission to the Chairperson and the 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 Title :
TR ID Number/ Tax ID Number, Trade Register and Number and MERSİS Number :
Address :
Signature :

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

SIGNATURE