

**FROM THE BOARD OF DIRECTORS OF
ÜN LÜ YATIRIM HOLDİNG ANONİM ŐİRKETİ**

Our Company's Ordinary General Assembly Meeting for 2020 will be held on **Tuesday, 10.08.2021 at 14:00**, at Ahi Evran Caddesi Polaris Plaza B Blok, No: 21, Kat: 1 – 34485 – Maslak, Sarıyer / Istanbul and the following agenda items will be discussed.

In accordance with Article 417 of the Turkish Commercial Code and the regulations of the Communiqué on the Procedures and Principals for the Book-Keeping of Dematerialized Capital Market Instruments (No. II-13.1) published by the Capital Markets Board, the list of the dematerialized shareholders that can attend to the General Assembly is prepared in accordance with the Shareholding Chart to be provided by our Company from the Central Registry Agency ("CRA"). Relevant information can be obtained from the Central Registry Agency and CRA's website at www.mkk.com.tr.

As per the Article 415 of the Turkish Commercial Code; the shareholders, whose shares are kept in a dematerialized form in accordance with the regulations of the Central Registry Agency and whose names are present on the list of attendees or their proxy holders shall be entitled to attend the Ordinary General Assembly Meeting. In order to be able to attend to the meeting, real persons shall provide identification and legal entity proxies shall provide proxy documents.

Shareholders with electronic signature can attend the Ordinary General Assembly in electronic environment and may obtain further information on the Electronic General Assembly System from the Central Registry Agency and CRA's website at www.mkk.com.tr.

Shareholders that are unable to attend the meeting in person, save for the rights and obligations of the ones participating electronically, shall prepare their proxy documents in accordance with a proxy sample form attached hereto or obtained from our Company headquarters, or from our corporate website at www.unluco.com and shall submit to the Company headquarters the notarized proxy documents issued in accordance with the requirements of the Communiqué on the Use of Proxy Vote and Proxy Collection through Invitation (No. II-30.1).

Pursuant to paragraph 4 of Article 415 of the Turkish Commercial Code No. 6102 and paragraph 1 of Article 30 of the Capital Markets Law, the right to attend the General Assembly and to vote in the General Assembly is not conditional on depositing the share certificates. Accordingly, shareholders participating in the General Assembly do not need to block their shares.

At the Ordinary General Assembly Meeting, the voters shall use open voting system by raising hands, without prejudice to the provisions of electronic voting regarding the voting of each item on the agenda.

In accordance with the legal time period, the Company's Consolidated Financial Statements for 2020, the Independent Auditor's Report, the Annual Report of the Board of Directors and the General Assembly Information Document shall be made available for shareholder review at the Company headquarters, on the Company website at www.unluco.com and on the Electronic General Assembly System of the Central Registry Agency three weeks prior to the meeting date.

In accordance with the Capital Markets Law, shareholders holding registered shares that are traded on the stock exchange shall not be separately informed via registered mail.

This is to inform our esteemed Shareholders.

Respectfully,

Mahmut Levent Ünlü
Chairman

Can Ünalın
Vice Chairman

ÜNLÜ YATIRIM HOLDİNG ANONİM ŞİRKETİ
CHAIRMANSHIP OF THE BOARD OF DIRECTORS

ANNEX 1: AGENDA

ANNEX 2: PROXY

**AGENDA ITEMS OF THE 2020 ORDINARY GENERAL ASSEMBLY MEETING OF
ÜNLÜ YATIRIM HOLDİNG A.Ş.**

1. Opening and Election of the Chairmanship of the Meeting,
2. Authorization of the Chairmanship of the Meeting to sign the minutes of the General Assembly Meeting,
3. Presentation and discussion of the Annual Report of the Board of Directors for the year 2020,
4. Presentation of the Independent Auditor Report prepared for the year 2020,
5. Presentation, discussion and approval of the consolidated balance sheet and profit-loss accounts prepared in accordance with the Capital Markets Law and the Turkish Commercial Code for the year 2020,
6. Release of each member of the Board of Directors from liability for their activities and transactions for the year 2020,
7. Presentation and resolving on the Board of Directors' proposal on not to distribute profits for the 2020 accounting period,
8. Determination of the number, election and duration of the term of office of the members of the Board of Directors,
9. Informing the shareholders on the remuneration policy,
10. Determination of the remuneration to be paid to the members of the Board of Directors for the fiscal year 2020,
11. Discussion and approval of the appointment of the Independent Audit Firm to audit the 2021 accounts and activities as selected by the Board of Directors in accordance with the provisions of the Turkish Commercial Code and the Capital Markets Law,

12. Discussion and approval of the upper limit for the donations to be made during the 01.01.2021 – 31.12.2021 activity year,
13. Discussion and approval of the Company's dividend distribution policy,
14. Discussion and approval of the Company's donation and aid policy,
15. Discussions and resolving on the amendments to the Company's Internal Directive on the Working Principles and Procedures of the General Assembly,
16. Granting authorization to the members of the Board of Directors to conduct the activities set under Articles 395 and 396 of the Turkish Commercial Code,
17. Informing the shareholders on any security, pledge and mortgage provided by the Company in favor of third parties and any proceeds or benefit obtained thereof, in accordance with the regulations of the Capital Markets Board,
18. Closing.

PROXY FORM

I hereby appoint..... as my proxy authorized to represent me, to vote and make proposals in line with the views I express herein below and sign the required papers at the 01.01.2020-31.12.2020 Accounting Period Ordinary General Assembly of ÜNLÜ YATIRIM HOLDİNG A.Ş that will convene on 10.08.2021 Tuesday at 14:00 at the address of Ahi Evran Caddesi Polaris Plaza B Blok No:21 Kat:1 34485 Maslak-Sarıyer-İstanbul:

The Proxy's (*);

Name-Surname/Trade Name:

TR ID Number / Tax ID Number, Trade Registry and Number and MERSİS (Central Registration System) Number:

(*) Foreign proxies should submit the equivalent of information mentioned above.

A) SCOPE OF REPRESENTATIVE POWER

The scope of representative power should be defined by choosing one of the options (a), (b) or (c) in the following sections 1 and 2.

1. Regarding the agenda items of the General Assembly;

- The proxy is authorized to vote according to his/her opinion.
- The proxy is authorized to vote in accordance with the proposals of the company management.
- The proxy is authorized to vote in accordance with the following instructions set in the table.

Instructions:

In the event that the shareholder chooses the option (c), the shareholder should check the "Accept" or "Reject" box and if the shareholder marks the "Reject" box, then he/she should write the dissenting opinion to be noted in the Minutes of the General Assembly, if any.

Agenda Items (*)	Accept	Reject	Dissenting Opinion
1. Opening and Election of the Chairmanship of the Meeting			
2. Authorization of the Chairmanship of the Meeting to sign the minutes of the General Assembly Meeting			
3. Presentation and discussion of the Annual Report of the Board of Directors for the year 2020			
4. Presentation of the Independent Auditor Report prepared for the year 2020			

<p>5. Presentation, discussion and approval of the consolidated balance sheet and profit-loss accounts prepared in accordance with the Capital Markets Law and the Turkish Commercial Code for the year 2020</p>			
<p>6. Release of each member of the Board of Directors from liability for their activities and transactions for the year 2020</p>			
<p>7. Presentation and resolving on the Board of Directors' proposal on not to distribute profits for the 2020 accounting period</p>			
<p>8. Determination of the number, election and duration of the term of office of the members of the Board of Directors</p>			
<p>9. Informing the shareholders on the remuneration policy</p>			
<p>10. Determination of the remuneration to be paid to the members of the Board of Directors for the fiscal year 2020</p>			
<p>11. Discussion and approval of the appointment of the Independent Audit Firm to audit the 2021 accounts and activities as selected by the Board of Directors in accordance with the provisions of the Turkish Commercial Code and the Capital Markets Law</p>			
<p>12. Discussion and approval of the upper limit for the donations to be made during the 01.01.2021 – 31.12.2021 activity year</p>			
<p>13. Discussion and approval of the Company's dividend distribution policy</p>			

14. Discussion and approval of the Company's donation and aid policy			
15. Discussions and resolving on the amendments to the Company's Internal Directive on the Working Principles and Procedures of the General Assembly			
16. Granting authorization to the members of the Board of Directors to conduct the activities set under Articles 395 and 396 of the Turkish Commercial Code			
17. Informing the shareholders on any security, pledge and mortgage provided by the Company in favor of third parties and any proceeds or benefit obtained thereof, in accordance with the regulations of the Capital Markets Board			
18. Closing			

(*) Each item on the agenda shall be listed. If the minority has another draft resolution, necessary arrangements should be made to enable them to vote by proxy.

Special Instructions related to other issues that may come up during the General Assembly Meeting and specifically related to the exercise of minority rights:

- a) The proxy is authorized to vote according to his/her opinion.
- b) The proxy is not authorized to vote for these issues.
- c) The proxy is authorized to vote in accordance with the following special instructions.

SPECIAL INSTRUCTIONS; The special instructions (if any) to be given by the shareholders to the proxy are stated herein.

B) The shareholder specifies the shares to be represented by the proxy by choosing one of the following.

1. I hereby confirm that the proxy represents the shares specified in detail as follows.

- a) Order and Serial:*
- b) Number/Group: **
- c) Amount-Nominal Value:
- ç) Share with voting privilege or not: *
- d) Bearer-Registered *:
- e) Ratio to total shares/voting rights held by the shareholders:

*Not required for dematerialized shares

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

- 2. I hereby confirm that the Proxy represents all my shares on the list prepared by the CRA (Central Registry Agency) regarding the shareholders who could attend the General Assembly Meeting the day before the General Assembly Meeting.**

NAME-SURNAME OR TITLE OF THE SHAREHOLDER (*)

TR ID Number/Tax ID Number, Trade Registry and Number and MERSIS (Central Registration System) Number:

Address:

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

SIGNATURE