

**GEDİK YATIRIM MENKUL DEĞERLER AŞ**  
**INFORMATION DOCUMENT REGARDING THE ORDINARY GENERAL ASSEMBLY**  
**MEETING RELATED TO 2024 DATED 26 MARCH 2025**

**1. INVITATION OF ORDINARY GENERAL ASSEMBLY FOR THE YEAR 2024**

The Ordinary General Assembly Meeting of our Company for the year 2024 will be held on Wednesday, March 26, 2025 at 14:00 p.m. at Altayçeşme Mahallesi Çamlı Sokak Pasco Plaza No: 21 Kat:11 Maltepe / İstanbul to discuss the following agenda.

The Consolidated Financial Statements and Footnotes and Independent Audit Report for the fiscal year 2024 prepared in accordance with the CMB regulations, the proposal of the Board of Directors' proposal for dividend distribution for the fiscal year 2024, the Annual Report of the Board of Directors and the attached Corporate Governance Principles Compliance Report and the agenda items and the information notes containing the necessary explanations for compliance with the Corporate Governance Principles will be made available for the review of the Esteemed Shareholders at Altayçeşme Mahallesi Çamlı Sokak Pasco Plaza No: 21 Kat:11 Maltepe / İstanbul, on the company website at [www.gedik.com/en/](http://www.gedik.com/en/) and the Electronic General Assembly System of the Central Registry Agency will be made available for the review of Esteemed Shareholders.

Our shareholders who wish to attend the Ordinary General Assembly Meeting are required to fulfill the procedures announced to the public by the Central Registry Agency. The "Shareholders List" regarding the right holders and their representatives attending the meeting is taken from the Electronic General Assembly System before the meeting starts. The "Shareholders List" is used for the formation of the list of attendees. The control of whether the persons who physically come to the meeting hall to attend the Ordinary General Assembly Meeting are shareholders or their representatives will be made through the aforementioned list.

Our shareholders who will not be able to attend the meeting in person, provided that the rights and obligations of the shareholders who will participate electronically through the Electronic General Assembly System are reserved, should arrange their proxies in accordance with the attached sample or obtain the sample proxy form from our Company Headquarters or our Corporate website at [www.gedik.com/en/](http://www.gedik.com/en/) and accordingly, they are required to fulfill the requirements stipulated in the "Communiqué on Voting by Proxy and Proxy Solicitation" numbered II-30.1, which entered into force upon publication in the Official Gazette dated 24.12.2013 and numbered 28861, and to submit their notarized proxy forms to the Company. It is not necessary for the proxy appointed electronically through the Electronic General Assembly System to submit a power of attorney document. Power of attorneys that are not in compliance with the attached power of attorney sample, which is required by the Communiqué, will not be accepted due to our legal liability.

Our Shareholders who will vote via Electronic General Assembly System are kindly requested to obtain information from the Central Registry Agency or Gedik Investor Relations in order to fulfill their obligations under the "Regulation on General Assembly Meetings to be held in Electronic Environment in Joint Stock Companies" of the Ministry of Trade.

Pursuant to Article 415, Paragraph 4 of the Turkish Commercial Code No. 6102 and Article 30, Paragraph 1 of the Capital Markets Law No. 6362, the right to attend and vote at the General Assembly Meeting cannot be conditioned on the deposit of share certificates. Accordingly, our shareholders who wish to attend the General Assembly Meeting are not required to have their shares blocked. It is necessary and sufficient for our shareholders who will attend the General Assembly Meeting in person to show their ID cards at the meeting.

In addition, if our shareholders, whose identity and information regarding the shares in their accounts are concealed and therefore cannot be seen by our Company, wish to participate in the General Assembly Meeting, they are required to apply to the intermediary institutions where their accounts are held and ensure that the restriction on the concealed identity and information regarding their shares is removed until 1 (one) day before the date of the General Assembly Meeting.

Without prejudice to the provisions on electronic voting, open voting by raising hands shall be used for voting on the agenda items at the General Assembly Meeting.

It is submitted for the information of Esteemed Shareholders.

## **2. 2024 ANNOUNCEMENTS REGARDING THE AGENDA ITEMS OF THE ORDINARY GENERAL ASSEMBLY MEETING**

### **1. Opening and formation of the meeting chairmanship,**

Pursuant to the provisions of the "Turkish Commercial Code No. 6102" (TCC) and the "Regulation on the Procedures and Principles of the General Assembly Meetings of Joint Stock Companies and the Ministry Representatives to be present at these Meetings" ("General Assembly Regulation") and Article 7 of the Company's General Assembly Internal Directive, the Chairman of the Meeting shall be elected to conduct the General Assembly meeting. In accordance with the General Assembly Internal Directive, at least one minute clerk and, if deemed necessary, a sufficient number of vote collectors shall be elected by the Meeting Chairman.

### **2. Reading, discussing and resolving on the Board of Directors' Annual Report for 2024,**

Within the framework of the Turkish Commercial Code, General Assembly Regulation and CMB regulations, the Board of Directors' Annual Report for the year 2024, including the Corporate Governance Compliance Report, which is made available for

the review of our shareholders at our Company's headquarters, on the Electronic General Assembly Portal (e-GEM) of MKK and on our Company's website (<https://gedik.com/en>) for three weeks prior to the General Assembly meeting, will be presented for the opinion and approval of our shareholders.

**3. Reading the summary of the independent audit report for the fiscal year 2024,**

The summary of the Independent Audit Report prepared in accordance with the regulations of the Capital Markets Board for the 2024 accounting period, which is available for the review of our shareholders at our Company's headquarters, on the Electronic General Assembly Portal (e-GEM) of the Central Registry Agency (CRA) and on our Company's website (<https://gedik.com/en>) for three weeks prior to the General Assembly meeting, will be read and presented for the information of our shareholders.

**4. Reading, discussing and resolving on the Financial Statements prepared in accordance with the CMB regulations for the year 2024,**

Within the framework of the Turkish Commercial Code, General Assembly Regulation and CMB regulations, information will be given about our Financial Statements prepared in accordance with the CMB regulations for the year 2024, which are made available for the review of our shareholders at our Company's headquarters, on the Electronic General Assembly Portal (e-GEM) of MKK and on our Company's website (<https://gedik.com/en>) for three weeks prior to the General Assembly meeting, and will be submitted for the opinion and approval of our shareholders.

**5. Release of the Members of the Board of Directors separately for the 2024 operating year,**

Within the framework of the provisions of the Turkish Commercial Code and the General Assembly Regulation, the release of the members of the Board of Directors separately for their activities, transactions and accounts for the year 2024 will be submitted to the approval of the General Assembly.

**6. Pursuant to Article 16/3 of the CMB's Communiqué on Shares No. VII-128.1, within the framework of the commitment given to the CMB in the process of the Company's capital increase through bonus issue in 2024, approval of existing in legal books and records of Company, and previous year losses existing in the last financial statements prepared and disclosed to public,**

About the Capital increase process in 2024, within the registered capital ceiling of TL 1,500,000,000, the Company's issued capital of TL 505,000,000 is increased by TL 495,000,000 at a rate of 98.0198% to TL 495,000,000, of which TL 495,000,000 is covered from the positive differences of capital adjustment remaining after the offsetting of previous years' losses, it has been decided to undertake to the CMB in accordance with Article 16 (3) of the Communiqué on Shares (VII-128.1) that the lower of the previous years' losses in the legal books and records of our Company and the previous years' losses in the last financial

statements prepared in accordance with the regulations of the Capital Markets Board ('CMB') and disclosed to the public will be closed at the first general assembly meeting to be held from internal resources.

In this context, within the framework of the commitment given to the CMB, information will be given and submitted to the opinion and approval of our shareholders about the closure of the lower of the previous years' losses in the Company's legal books and records and the previous years' losses in the last financial statements prepared in accordance with the Board regulations and disclosed to the public, by offsetting from internal resources.

**7. Acceptance, acceptance with amendments or rejection of the proposal of the Board of Directors regarding the utilization of the profit for the year 2024,**

According to our financial statements for the accounting period 01.01.2024 - 31.12.2024, prepared by our Company in accordance with TFRS within the framework of the Turkish Commercial Code and CMB regulations and audited by PKF Aday Bağımsız Denetim AŞ, 'Consolidated Net Profit for the Period Attributable to the Parent Company' amounting to TL 366,968,020 has been obtained, and the table regarding our Dividend Distribution Policy and our dividend distribution proposal prepared in accordance with the Dividend Distribution Table format in the Dividend Distribution Communiqué numbered II-19.1 and the Dividend Guidelines announced in accordance with this Communiqué is given in Appendix 2.

**8. Giving information about the donations made by the Company in 2024 within the framework of the CMB legislation,**

Pursuant to Article 6 of the Capital Markets Board's Dividend Communiqué No. II-19.1, donations made during the year must be submitted for the information of the General Assembly. In 2024, the upper limit of donations to be made by our Company was determined as one thousandth of the asset size of 2024, and according to the financial statements of 2024, one thousandth of the asset size of 2024 was realised as TL 15,470,000. In 2024, TL 808,823.12 was donated and aided by our Company. This article is for information purposes and will not be voted.

**9. Determining the upper limit for donations to be made in 2025 within the framework of CMB legislation,**

Pursuant to Article 6 of the Capital Markets Board's Dividend Communiqué No. II-19.1, the limit of donations to be made must be determined by the General Assembly in cases not specified in the Articles of Association and the donations made during the year must be submitted to the information of the General Assembly.

In 2025, the upper limit of donations to be made will be determined by the General Assembly.

## **10. Determination of the number and terms of office of the members of the Board of Directors,**

In accordance with the TCC and the Regulation, the number of board members and their terms of office will be determined by taking into account the principles regarding the election of the board of directors in our Articles of Association.

Pursuant to Article 9 of our Articles of Association titled 'Board of Directors and Term of Office', the number of members of the Board of Directors can be determined as minimum 5 and maximum 7. Within the framework of paragraph 1 of Article 6 of the Corporate Governance Communiqué and the groups described in the CMB Bulletin No. 2025/3, since our Company is in Group 1, the number of independent members must be at least 2 if the Board of Directors consists of 5 or 6 members, and at least 3 if the Board of Directors consists of 7 members.

Although it depends on the decision to be taken at the General Assembly, it is expected that the Company's Board of Directors will consist of 5 members in the new period and therefore the Company will need 2 independent members. According to the Articles of Association, the maximum term of office of the members of the Board of Directors is three years, and the term of office of the members of the Board of Directors will also be determined at the General Assembly.

## **11. Election of the members of the Board of Directors**

Pursuant to the CMB regulations, the Turkish Commercial Code and the General Assembly Regulation, members of the Board of Directors will be elected by taking into account the principles regarding the election of members of the Board of Directors in our Articles of Association. In addition, independent members will be elected in order to comply with the CMB's Corporate Governance Communiqué numbered II-17.1.

In accordance with the structure of the Board of Directors, the duty of the Nomination Committee is carried out by the Corporate Governance Committee. Upon the recommendation of the Corporate Governance Committee, which evaluated the candidates submitted to it, the Board of Directors decided to nominate Mr. Ahmet Aka and Ms. Rya Eser were nominated as Independent Board Member candidates, and since we are a Group 1 Company, the independent member candidates were submitted to the CMB. Our Company has been notified that the CMB has decided not to express any negative opinion about the Independent Board Member candidates with its letter dated 04.02.2025.

The curriculum vitae of the Board of Directors member candidates are given in Appendix 3, and the declarations of independence of the independent board member candidates are given in Appendix 4.

## **12. Determination of the monthly salaries of the Members of the Board of Directors and Independent Board Members,**

Within the scope of our Company's Remuneration Policy, monthly salaries of the members of the board of directors and independent board members will be determined.

**13.Approval of the Independent Audit Firm selection made by the Board of Directors in accordance with the Turkish Commercial Code and Capital Markets Board regulations,**

Pursuant to the Turkish Commercial Code No. 6102 and Capital Markets Law No. 6362, in accordance with the principles set forth, upon the proposal of the Audit Committee, at the Board of Directors meeting of our Company dated February 25, 2025, it was resolved to appoint PKF Aday Bağımsız Denetim AŞ, registered at the Istanbul Trade Registry Office with Trade Registry No. 561406-0 at Reşitpaşa Mahallesi Eski Büyükdere Cad. No:14 Park Plaza Kat:3 Interior Door No:10 Sarıyer Istanbul, to audit the financial reports for the 2025 accounting period and to carry out other activities within the scope of the relevant regulations in these laws as the Company's Independent Audit company for the fiscal year 2025, and to submit the said selection to the approval of the first Ordinary General Assembly to be held, and this selection will be submitted to the approval of our shareholders at the General Assembly.

**14.Authorizing the members of the Board of Directors for the transactions specified in Articles 395 and 396 of the Turkish Commercial Code,**

The General Assembly will be asked for the approval of the members of the Board of Directors to carry out transactions within the framework of Article 395 paragraph 1 of the TCC entitled "Prohibition of Transactions with the Company and Borrowing Money from the Company" and Article 396 entitled "Prohibition of Competition".

**15.Informing the shareholders about the guarantees, pledges, mortgages (GPM), given by the Company in favor of third parties and the income and benefits obtained in 2024,**

Within the framework of Article 12, Paragraph 4 of the CMB Corporate Governance Communiqué No. II-17.1; guarantees, pledges, mortgages and sureties given in favor of third parties and the income or benefits obtained will be included as a separate item on the agenda of the ordinary general assembly meeting and our shareholders will be informed. Information on the GPMs given by the Company is given in footnote 12 of our financial statements dated 31.12.2024.

**16.Giving informations about the shareholders about the transactions within the scope of principle 1.3.6 of the CMB Corporate Governance Communiqué No. II-17.1,**

In the event that the shareholders who control the management, members of the board of directors, managers with administrative responsibility and their spouses and relatives by blood or marriage up to second degree make a significant transaction that may cause a conflict of interest with the partnership or its subsidiaries and/or make a transaction on their own behalf or on behalf of someone else in the type of commercial business that falls within the field of activity of the partnership or its subsidiaries, or enter into another partnership engaged in the same type of commercial business as a partner with unlimited

liability; such transactions shall be included in the agenda of the general assembly as a separate agenda item in order to provide detailed information on the subject at the general assembly and shall be recorded in the minutes of the general assembly. Our shareholders will be informed that there were no transactions within the scope of principle 1.3.6 of the CMB Corporate Governance Communiqué in 2024.

## 17. Wishes and closing.

### 3. ADDITIONAL DISCLOSURES WITHIN THE SCOPE OF SPK REGULATIONS AND CORPORATE GOVERNANCE PRINCIPLES

General disclosures made within the framework of Capital Markets Board regulations and Corporate Governance Principles are presented for the information of our shareholders in this section.

#### 3.1. Shareholding Structure and Voting Rights

Pursuant to subparagraph a of Article 1.3.1 of the Corporate Governance Principles, *"The total number of shares and voting rights reflecting the shareholding structure of the partnership as of the date of disclosure, and if there are privileged shares in the partnership capital, the number of shares and voting rights representing each privileged share group and information on the nature of the privileges."* are presented to our shareholders.

#### GEDİK YATIRIM MENKUL DEĞERLER AŞ SHAREHOLDING STRUCTURE AND VOTING RIGHTS

SHAREHOLDER	SHARE AMOUNT (TL)	NUMBER OF SHARES	VOTING RATE	VOTING RIGHTS (%)
INVEO YATIRIM HOLDİNG AŞ	848,660,599.2	848,660,599.2	848,660,599.2	84.87
OTHER	151,339,400.8	151,339,400.8	151,339,400.8	15.13
<b>TOTAL</b>	<b>1,000,000,000</b>	<b>1,000,000,000</b>	<b>1,000,000,000</b>	<b>100.00</b>

#### 3.2. Information on Significant Activities of the Company and Subsidiaries

Pursuant to subparagraph b of Article 1.3.1 of the Corporate Governance Principles, *"Information on the changes in the management and activities of the Incorporation and its subsidiaries that took place in the previous accounting period or planned for the future accounting periods that will significantly affect the activities of the Incorporation and the reasons for these changes."* is announced to the shareholders.

Changes in the management and operations of our Company and our subsidiaries that took place during the 2024 fiscal year or are planned for the upcoming fiscal years that will significantly affect the Company's operations are presented below for the information of our shareholders:

- **Simplification Plan Regarding Our Parent Company Inveo Yatırım Holding AŞ and Group Companies**

Our main shareholder Inveo Yatırım Holding AŞ initiated a ‘Simplification Project’ in 2024 in order to indirectly manage some of the direct investments managed by transferring them to Group Companies, to reduce the number of companies in which the Company is a direct partner by re-evaluating the fields of activity of the Companies, to increase organisational and operational efficiency and to ensure effective resource management. In this context, the registered shares with a nominal value of TL 382,500, corresponding to 13.94% of the capital, owned by our Company in Startup Bilişim Teknoloji ve Danışmanlık AŞ were transferred to Inveo Portföy Yönetimi AŞ Birinci Fintech Venture Capital Investment Fund (BUG) for TL 382,500.

It has been decided to transfer the participation shares of our Company in Inveo Portfolio First Fintech Venture Capital Investment Fund, Inveo Portfolio Boğaziçi Ventures Venture Capital Investment Fund, Inveo Portfolio Inveo Ventures Co-Investment Venture Capital Investment Fund and Inveo Portfolio First Gaming and E-sports Venture Capital Investment Fund to Inveo Ventures. The related transfers are planned to be realised in the upcoming period.

Our Company, which operates in capital markets, has evaluated that it would be appropriate to invest in the crypto asset field and the registered shares with a nominal value of TL 10,000,000 held by our main shareholder Inveo Yatırım Holding AŞ in Ichain Yatırım Holding AŞ were purchased for TL 12,800,000.

An application has been made to CMB regarding the increase of Inveo Ventures GSYO's issued capital of TL 65,000,000 to TL 215,500,000 by increasing by TL 150,500,000 with a rate of 231.54% to TL 215,500,000.

Our application for increasing the issued capital of HiVC GSYO from TL 37,878,790 to TL 250,000,000 and changing its title to ‘Turpe Girişim Sermayesi Yatırım Ortaklığı AŞ’ has been approved by CMB on 05.12.2024 and will be submitted to the approval of HiVC General Assembly.

Turpe's main investment focus is determined to be Series B/above Series B and Pre-IPO level SME companies, and its investment strategy is determined as companies operating in strategic and potential sectors, whose financial status can be improved and/or at a good level, targeting M&A and/or IPO.

- **Participation in the capital increase of Misyon Yatırım Bankası AŞ**

Misyon Yatırım Bankası, of which our Company is one of the founding partners with its 30 years of experience and know-how in capital markets, was established in December 2021 to contribute to the financing of the investments needed by Turkey and received an operating licence from the BRSA in December 2022.

Misyon Yatırım Bankası, which aims to be the pioneer of the new economy and the leading investment bank with private capital in our region, completed its preparations for human resources, infrastructure and process in 2023 and started its activities.

In 2024, within the scope of the goal of establishing its unique position on the pillars of custody banking, service banking and platform banking, which are needed in our country and region with its pioneering work in its field; The Board of Directors of Misyon Yatırım Bankası AŞ has decided to increase the capital of Misyon Yatırım Bankası AŞ, in which our Company owns 23%, by TL 500,000,000 from TL 500,000,000 to TL 1,000,000,000. In this context, it has been decided by the Board of Directors of our Company that the portion of TL 115,000,000 of the increased capital of TL 500,000,000, corresponding to 115,000,000 shares with a value of TL 1 each, shall be subscribed by our Company in cash and paid before registration. The General Assembly of Mission Yatırım Bankası AŞ dated 23 May 2024 was registered on 27 May 2024 and its capital was increased from TL 500,000,000 to TL 1,000,000,000.

The shareholding structure of Misyon Yatırım Bankası AŞ, 23% of which is owned by our Company, is presented below.

<b>MİSYON YATIRIM BANKASI AŞ</b>	<b>SHARE AMOUNT (TL)</b>	<b>RATIO (%)</b>
INVEO YATIRIM HOLDİNG AŞ	769,994,000	76.999
GEDİK YATIRIM MENKUL DEĞERLER AŞ	230,000,000	23.00
INVEO PORTFÖY YÖNETİMİ AŞ	2,000	0.0002
ERHAN TOPAÇ	2,000	0.0002
ONUR TOPAÇ	2,000	0.0002
<b>TOTAL</b>	<b>1,000,000,000</b>	<b>100</b>

### **3.3. Information on the Persons to be Nominated for the Membership of the Company's Board of Directors**

Pursuant to subparagraph c of Article 1.3.1 of the Corporate Governance Principles, *"If the agenda of the general shareholders' meeting includes the dismissal, replacement or election of board members, the grounds for dismissal and replacement, the backgrounds of the persons whose candidacy for board membership has been submitted to the partnership, the duties they have carried out in the last ten years and the reasons for their departure, the nature and materiality level of their relationship with the partnership and related parties of the partnership, whether they have the qualifications of independence, and information on similar issues that may affect the activities of the partnership in case these persons are elected as board members."* are announced to the shareholders.

Article 11 of the agenda of the Ordinary General Assembly meeting, where the activities of 2024 will be discussed, is the election of the members of the Board of Directors, and the information regarding the persons to be nominated for the membership of the Board of Directors is given in Appendix 3 and the declarations of independence of the independent board member candidates are given in Appendix 4.

### **3.4. Information on Requests for Adding Items to the Agenda**

Pursuant to subparagraph ç of Article 1.3.1 of the Corporate Governance Principles, which is obligatory to be applied, *"The requests of the shareholders of the Incorporation submitted in writing to the Investor Relations Department regarding the addition of items to the agenda, and in cases where the Board of Directors does not accept the agenda proposals of the shareholders, the rejected proposals and the reasons for rejection."* are announced to the shareholders.

2024 activities to be discussed at the Ordinary General Assembly meeting, no request for any item to be added to the agenda was received.

### **3.5. Information on Amendment to the Articles of Association**

Pursuant to subparagraph d of Article 1.3.1 of the Corporate Governance Principles, *"In case there is an amendment to the articles of association on the agenda, the old and new versions of the amendments to the articles of association together with the relevant board of directors' resolution."* are announced to the shareholders.

There is no amendment to the Articles of Association on the agenda of the Ordinary General Assembly meeting where the activities of 2024 will be discussed.

## **4. APPENDIX TO THE 2024 ORDINARY GENERAL ASSEMBLY INFORMATION DOCUMENT**

Appendix 1 – Power of Attorney Sample

Appendix 2 – Dividend Distribution Table

Appendix 3 – Curriculum Vitae of Board Member Candidates

Appendix 4 – Declarations of Independence of Independent Member Candidates

### **Appendix 1 – Power of Attorney Sample**

I hereby appoint ....., who is introduced in detail below, as my proxy to be authorized to represent me, to vote, to make proposals and to sign the necessary documents in line with the views I have expressed below at the ordinary general assembly meeting of Gedik Yatırım Menkul Değerler AŞ for the year 2024 to be held at Altayçeşme Mahallesi Çamlı Sokak Pasco Plaza No: 21 Kat:11 Maltepe / İstanbul on Wednesday, March 26, 2025 at 14:00 pm.

Proxy's (\*);

Name Surname/Trade Registry Name:

TR Identity Number/Tax Number, Trade Registry and Number and MERSIS number:

(\* ) For foreign proxies, it is mandatory to submit the equivalent of the aforementioned information, if any.

**A) SCOPE OF THE AUTHORIZATION OF REPRESENTATION**

**The scope of representation authority should be determined by selecting one of the options (a), (b) or (c) for sections 1 and 2 below.**

**1. About the Matters on the Agenda of the General Assembly;**

- a) The proxy is authorized to vote in accordance with his/her own opinion.
- b) The proxy is authorized to vote in line with the recommendations of the partnership management.
- c) The proxy is authorized to vote in accordance with the instructions specified in the table below.

**Instructions:**

**If option (c) is selected by the shareholder, the instructions specific to the agenda item shall be given by marking one of the options given opposite the relevant general assembly agenda item (acceptance or rejection) and if the rejection option is selected, by indicating the dissenting opinion, if any, requested to be written in the minutes of the general assembly meeting.**

<b>Agenda Items (*)</b>	<b>Acceptance</b>	<b>Rejection</b>	<b>Dissenting Opinion</b>
<b>1. Opening and formation of the meeting chairmanship</b>			
<b>2. Reading, discussing and resolving on the Board of Directors' Annual Report for 2024</b>			
<b>3. Reading the summary of the independent audit report for the fiscal year 2024</b>			
<b>4. Reading, discussing and resolving on the Financial Statements prepared in accordance with the CMB regulations for the year 2024</b>			
<b>5. Release of the Members of the Board of Directors separately for the 2024 operating year</b>			

<p><b>6. Pursuant to Article 16/3 of the CMB's Communiqué on Shares No. VII-128.1, within the framework of the commitment given to the CMB in the process of the Company's capital increase through bonus issue in 2024, approval of existing in legal books and records of Company, and previous year losses existing in the last financial statements prepared and disclosed to public</b></p>			
<p><b>7. Acceptance, acceptance with amendments or rejection of the proposal of the Board of Directors regarding the utilization of the profit for the year 2024,</b></p>			
<p><b>8. Giving information about thje donations made by the Company in 2024 within the framework of the CMB legislation</b></p>			
<p><b>9. Determining the upper limit for donations to be made in 2025 within the framework of CMB legislation</b></p>			
<p><b>10. Determination of the number and terms of office of the members of the Board of Directors</b></p>			
<p><b>11. Election of the members of the Board of Directors</b></p>			
<p><b>12. Determination of the monthly salaries of the Members of the Board of Directors and Independent Board Members</b></p>			
<p><b>13. Approval of the Independent Audit Firm</b></p>			

selection made by the Board of Directors in accordance with the Turkish Commercial Code and Capital Markets Board regulations			
14. Authorizing the members of the Board of Directors for the transactions specified in Articles 395 and 396 of the Turkish Commercial Code			
15. Informing the shareholders about the guarantees, pledges, mortgages (GPM), given by the Company in favor of third parties and the income and benefits obtained in 2024			
16. Giving informations about the shareholders about the transactions within the scope of principle 1.3.6 of the CMB Corporate Governance Communiqué No. II-17.1,			
17. Wishes and closing			

**(\*) The items on the General Assembly agenda are listed one by one. If the minority has a separate draft resolution, this is also stated separately to ensure proxy voting.**

**2. Special instructions on other issues that may arise at the General Assembly meeting and in particular on the exercise of minority rights:**

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

**SPECIAL INSTRUCTIONS; If any, special instructions to be given by the shareholder to the proxy shall be specified here.**

**B) The shareholder chooses one of the following options and indicates the shares he/she wants the proxy to represent.**

**1. I approve the representation of my shares detailed below by proxy.**

- a) Order and series\*:
- b) Number/Group\*\*:
- c) Quantity-Nominal value:
- ç) Whether there are voting privileges:
- d) Whether Bearer-Name written\*:
- e) Proportion of total shares/voting rights held by the shareholder:

\*This information is not requested for shares monitored through the registry.

\*\*For shares monitored through the registry, information related to the group, if available, will be provided instead of a number.

**2. I approve the representation of all my shares listed in the list of shareholders who can attend the general assembly, prepared by the MKK one day before the general assembly day, by a proxy.**

**SHAREHOLDER'S NAME SURNAME or TITLE (\*)**

TR Identity Number/Tax Number, Trade Registry and Number and MERSIS number:

Address:

(\*) For foreign shareholders, it is mandatory to submit the equivalent of the aforementioned information, if any.

SIGNATURE

## Appendix 2 – Dividend Distribution Table

GEDİK YATIRIM MENKUL DEĞERLER AŞ 2024 DIVIDEND DISTRIBUTION TABLE (TRY)			
1. Paid-In / Issued Capital		1.000.000.000,00	
2. Total Legal Reserves (According to Legal Records)		157.307.500,00	
Information on privileges in dividend distribution, if any, in the Articles of Association		There is no privilege.	
		<b>Based on CMB Regulations</b>	<b>Based on Legal Records</b>
3.	Current Period Profit	638.248.103,00	958.460.969,25
4.	Taxes Payable (-)	271.280.083,00	200.009.609,76
5.	Net Current Period Profit	<b>366.968.020,00</b>	<b>758.451.359,49</b>
6.	Losses in Previous Years (-)	-	-
7.	Primary Legal Reserve (-)	<b>37.922.567,97</b>	<b>37.922.567,97</b>
8.	Net Distributable Current Period Profit	<b>329.045.452,03</b>	<b>720.528.791,52</b>
Dividend Advance Distributed (-)		-	-
Dividend Advance Less Net Distributable Current Period Profit		<b>329.045.452,03</b>	<b>720.528.791,52</b>
9.	Donations Made During The Year ( + )	808.823,12	808.823,12
10.	Donation-Added Net Distributable Current Period Profit on which First Dividend Is Calculated	<b>329.854.275,15</b>	<b>721.337.614,64</b>
11.	First Dividend to Shareholders	<b>236.000.000,00</b>	<b>236.000.000,00</b>
	- Cash	236.000.000,00	236.000.000,00
	- Stock	-	-
12.	Dividend Distributed to Owners of Privileged Shares	-	-
13.	Other Dividend Distributed	-	-
	- To the Employees	-	-
	- To the Members of the Board of Directors	-	-
	- To Non-Shareholders	-	-
14.	Dividend to Owners of Redeemed Shares	-	-
15.	Second Dividend to Shareholders	-	-
16.	Secondary Legal Reserves	45.000.000,00	45.000.000,00
17.	Statutory Reserves	-	-
18.	Special Reserves	<b>74.077.000,00</b>	<b>74.077.000,00</b>
	- Renewal Fund (VUK-328)	-	-
	- VCIF/T Fund (VUK-325/a)	74.077.000,00	74.077.000,00
19.	Extraordinary Reserves	<b>368.452,03</b>	391.851.791,52
20.	Other Distributable Resources	<b>264.000.000,00</b>	<b>264.000.000,00</b>

Share Group	CASH DIVIDEND AMOUNT (TL) - NET	STOCK DIVIDEND AMOUNT (TL)	TOTAL DIVIDEND AMOUNT (TL) / NET DISTRIBUTABLE CURRENT PERIOD PROFIT (%)	DIVIDEND TO BE PAID FOR SHARE WITH PAR VALUE OF 1 TL - NET (TL)	DIVIDEND TO BE PAID FOR SHARE WITH PAR VALUE OF 1 TL - NET (%)
Gross	500.000.000,00	-	84,31%	0,500000	50,000000%
<b>TOTAL</b>	<b>500.000.000,00</b>	-	<b>84,31%</b>	<b>0,500000</b>	<b>50,000000%</b>
Net (*)		-	0,00%	-	0,000000%
<b>TOTAL</b>	-	-	<b>0,00%</b>	-	<b>0,000000%</b>

(\*) Net dividend is not shared as it will be calculated according to the shareholder structure on the distribution day.

### Appendix 3 – Curriculum Vitae of Board Member Candidates

#### Onur Topaç – Board Member Candidate

Onur Topaç, born in 1990 in Istanbul, graduated from the Austrian High School, received his bachelor's degree in Industrial Engineering from Koç University in 2013 and his master's degree in Financial Engineering from Özyeğin University. In 2008, Onur Topaç started his finance career at Gedik Yatırım and took part in the establishment phase of the Banking Department in 2013. A pioneer of technological transformation, Mr. Topaç served as General Manager and Chairman of the Board of Directors at HUB Girişim Sermayesi Yatırım Ortaklığı AŞ between 2015 and 2020, and as Vice Chairman of the Board of Directors at Marbaş Menkul Değerler AŞ between 2015 and 2019.

Mr Topaç is the Chairman and CEO of Gedik Yatırım Menkul Değerler AŞ, Deputy Chairman of the Board of Directors and General Manager of Inveo Yatırım Holding AŞ, Vice Chairman of the Board of Directors of Misyon Yatırım Bankası AŞ, and Chairman of the Board of Directors of HiVC Girişim Sermayesi Yatırım Ortaklığı AŞ. He continues to serve as the Chairman of the Board of Directors of Inveo Ventures Venture Capital Investment Trust, Chairman of the Board of Directors of Ichain Yatırım Holding AŞ, Chairman of the Board of Directors of Inveo Araç Kiralama Hizmetleri AŞ, Chairman of the Board of Directors of GYT Bilişim ve Ticaret AŞ, and Board Member on behalf of the legal person of BV Teknoloji İş Geliştirme Danışmanlık ve Organizasyon Hizmetleri AŞ.

Onur Topaç, who is an executive member in accordance with the CMB Corporate Governance Principles, does not qualify as an independent board member. His duties in the last ten years are mainly listed above, and he is currently the Chairman of the Board of Directors and CEO of Gedik Yatırım Menkul Değerler AŞ.

#### Ersan Akpınar – Board Member Candidate

Born in 1975, Ersan Akpınar graduated from Istanbul Atatürk High School for Science and then Bilkent University Department of Mathematics (Scholar) in 1998. He worked as Egebank Corporate Marketing Specialist between 1998 and 1999 and Cash Management and Investment Products Manager between 2000 and 2001 at Osmanlı Bankası. Akpınar worked as the Marketing and Product Manager at Akbank and its subsidiary Ak Portfolio for all investment products, particularly in mutual funds, stocks, Retail and Corporate

Portfolio Management between 2002 and 2008. In 2008, he continued to work on segment management and asset management for high-income investors in Akbank Retail Banking Department. Along with the marketing activities he managed under the brand Birebir Bankacılık (for high-income investor groups), he was also engaged in significant works aimed at developing sales channels. He established a central investor representation model meeting all investment needs of wealthy investors by serving remotely in a widespread manner in 2012 for the first time in Türkiye. In May 2015, Ersan Akpınar joined Gedik Yatırım as Domestic Sales Deputy General Manager. Ersan Akpınar made significant contributions to the strengthening of Gedik Yatırım's existing sales network, adding new sales functionalities and growing the organization, and he was appointed as General Manager and Board Member at Gedik Yatırım in January 2022.

In accordance with the CMB Corporate Governance Principles, Ersan Akpınar, who is an executive member, does not qualify as an independent board member. The duties he has undertaken in the last ten years are mainly listed above and he is currently serving as the General Manager and Vice Chairman of the Board of Directors at Gedik Yatırım Menkul Değerler AŞ.

### **Gökhan Tosun - Board Member Candidate**

Born in 1977 in Ankara, Gökhan Tosun received his bachelor's degree in Economics (Scholarship) from Bilkent University in 2000 and his master's degree in Business Administration from Bilgi University in 2016. Continuing his PhD programme in Banking and Finance at Kadir Has University, Tosun started his career in the audit department of PricewaterhouseCoopers (PwC) in 2000. He worked in various positions at BP Petrolleri AŞ between 2003 and 2006, at the Turkish Economy Bank between 2006 and 2008, and at Akbank between 2008 and 2011. Between 2011-2013, Tosun served as Deputy Chairman of the Executive Board at Batik Group, and between 2013-2021, he served as a consultant to leading companies and family funds. In 2021, Gökhan Tosun joined Inveo Yatırım Holding AŞ and continues to work as Strategy and Planning Director. Gökhan Tosun is a Board Member of Inveo Ventures GSYO, Vice Chairman of ICHAIN Yatırım Holding AŞ, Vice Chairman of Inveo Araç Kiralama Hizmetleri AŞ, Board Member of Finar İletişim Teknolojileri AŞ, Board Member of Finveo Yatırım Holding AŞ (legal person representative on behalf of Inveo Yatırım Holding AŞ) and Vice Chairman of GYT Bilişim ve Ticaret AŞ.

Gökhan Tosun, who is a non-executive director in accordance with the CMB Corporate Governance Principles, is not a candidate for independent membership. His duties in the last ten years are mainly listed above and he continues to serve as a Board Member at Gedik Yatırım Menkul Değerler AŞ.

### **Ahmet Aka – Independent Board Member Candidate**

Born in 1952 in Istanbul, Ahmet Aka graduated from Boğaziçi University, Department of Electrical Engineering in 1976 and received his Master's degree in the same department in 1979. He worked as a Technical Consultant at Saran AŞ / Plaser AŞ between 1979-1981. Ahmet Aka then worked as Business Partner at CSA Elektronik between 1981-1983, Assistant General Manager at Nebim Neyir Bilgisayar Sanayii ve Hizmetleri AŞ, a distributor of Texas Instruments computers, between 1983-1988, and Assistant General

Manager at Hewlett Packard Turkey between 1989-2001, He served as founding shareholder and General Manager at Fotomobil AŞ between 2001-2006, Independent Board Member at İnci Holding between 2007-2009, Strategic Planning and Marketing consultant at Gedik Yatırım Menkul Değerler AŞ between 2010-2012, and Independent Board Member at Gedik Yatırım Menkul Değerler AŞ between 2012-2018. He served as the Chairman of the Board of Directors at Marbaş Menkul Değerler AŞ between April 2022 and August 2024. Ahmet Aka has been serving as an Independent Board Member at Marbaş Menkul Değerler AŞ since August 2024 and at Inveo Yatırım Holding AŞ since March 2024.

Pursuant to the CMB Corporate Governance Principles, Ahmet Aka, who is not an executive officer, meets the qualifications of an Independent Board Member. His duties in the last ten years are mainly listed above and he has been serving as an Independent Board Member at Gedik Yatırım Menkul Değerler AŞ since March 2024.

### **Rüya Eser - Independent Board Member Candidate**

Rüya Eser, graduated from Istanbul University, Faculty of Economics in 1983. She completed his master's degree at the Institute of Social Sciences, Business Finance program of the same university in 1986. She also completed his master's degree in Money, Banking and Finance at the University of Birmingham in the UK in 1996. She received his PhD degree from Yıldız Technical University, Institute of Social Sciences, Department of Economics in 2017. She started his professional career as an assistant financial analyst at Türkiye Vakıflar Bankası T.A.O. in 1985, then worked at the Capital Markets Board of Turkey between 1987 and 2013 as an expert, chief expert in research and auditing departments, and retired from this institution in 2013. Between 2013-2017, she worked as Quality Control and Corporate Governance Director at a Güreli Yeminli Mali Müşavirlik ve Bağımsız Denetim Hizmetleri AŞ. She also served as an independent board member of the Turkish Capital Markets Association between 2016-2018. She has articles published in refereed journals and book chapters on capital markets, independent auditing, complexity economics, and papers presented and published in national and international scientific meetings. She is currently teaching as a part-time lecturer in the undergraduate program at Mimar Sinan Fine Arts University, Department of Statistics. In addition to these, she holds a CPA license, independent auditor certificate and license certificates issued by the Capital Markets Licensing Registry and Training Organization. she has been serving as an Independent Board Member at Gedik Yatırım Menkul Değerler AŞ since October 2021, at Inveo Yatırım Holding AŞ and Kartonsan Karton Sanayi ve Ticaret AŞ since March 2022 and at Marbaş Menkul Değerler AŞ since November 2023.

Pursuant to the CMB Corporate Governance Principles, Rüya Eser, who is not an executive officer, meets the qualifications of an Independent Board Member. The duties she has undertaken in the last ten years are mainly listed above, and she has been serving as an Independent Board Member at Gedik Yatırım Menkul Değerler AŞ since October 2021.

## Appendix 4 – Declarations of Independence of Independent Member Candidates

### GEDİK YATIRIM MENKUL DEĞERLER AŞ

#### STATEMENT OF INDEPENDENCE FOR BOARD MEMBER CANDIDATE

- Gedik Yatırım Menkul Değerler AŞ (the Company), partnerships in which the Company has management control or significant influence, shareholders who control the management of the Company or have significant influence in the Company and legal entities in which these shareholders have management control, and myself, my spouse and my relatives by blood or marriage up to the second degree; there has been no employment relationship in a managerial position to assume important duties and responsibilities within the last five years, no joint or sole ownership of more than 5% of the capital or voting rights or privileged shares, or no significant commercial relationship has been established,
- Within the last five years, I have not worked as a partner (5% or more), as an executive with significant duties and responsibilities, or as a member of the board of directors in companies from which the Company purchases or sells services or products to a significant extent within the framework of the agreements made, especially in companies that audit (including tax audit, legal audit, internal audit), rating and consultancy of the Company, during the periods when the services or products are purchased or sold,
- I have the professional training, knowledge and experience to duly fulfill the duties that I will undertake as an independent board member,
- I am not working full-time in public institutions and organizations (except for university faculty membership in accordance with the applicable legislation) as of the date of my nomination and, if elected, during my term of office,
- I am deemed to be a resident in Turkey according to the Income Tax Law (G.V.K.) dated 31/12/1960 and numbered 193,
- I have strong ethical standards, professional reputation and experience that I can make positive contributions to the activities of the Company, that I can maintain my impartiality in conflicts of interest between the Company and shareholders, that I can make decisions freely by taking into account the rights of stakeholders,
- I will allocate time for Company affairs to the extent that I can follow the functioning of the Company's activities and fully fulfill the requirements of the duties I have undertaken,
- I have not been a member of the Board of Directors of the Company for more than six years within the last ten years,
- I have not served as an independent board member in more than three of the companies controlled by the Company or the shareholders who control the management of the Company and in more than five of the companies traded on the stock exchange in total,
- I have not been registered and announced on behalf of the legal entity elected as a member of the board of directors,
- In the event that a situation arises that removes my independence, I will immediately inform the Company's Board of Directors and resign from my position,

I accept and declare.

**Rüya Eser**

**17.01.2025**

## **GEDİK YATIRIM MENKUL DEĞERLER AŞ**

### **STATEMENT OF INDEPENDENCE FOR BOARD MEMBER CANDIDATE**

- Gedik Yatırım Menkul Değerler AŞ (the Company), partnerships in which the Company has management control or significant influence, shareholders who control the management of the Company or have significant influence in the Company and legal entities in which these shareholders have management control, and myself, my spouse and my relatives by blood or marriage up to the second degree; there has been no employment relationship in a managerial position to assume important duties and responsibilities within the last five years, no joint or sole ownership of more than 5% of the capital or voting rights or privileged shares, or no significant commercial relationship has been established,
- Within the last five years, I have not worked as a partner (5% or more), as an executive with significant duties and responsibilities, or as a member of the board of directors in companies from which the Company purchases or sells services or products to a significant extent within the framework of the agreements made, especially in companies that audit (including tax audit, legal audit, internal audit), rating and consultancy of the Company, during the periods when the services or products are purchased or sold,
- I have the professional training, knowledge and experience to duly fulfill the duties that I will undertake as an independent board member,
- I am not working full-time in public institutions and organizations (except for university faculty membership in accordance with the applicable legislation) as of the date of my nomination and, if elected, during my term of office,
- I am deemed to be a resident in Turkey according to the Income Tax Law (G.V.K.) dated 31/12/1960 and numbered 193,
- I have strong ethical standards, professional reputation and experience that I can make positive contributions to the activities of the Company, that I can maintain my impartiality in conflicts of interest between the Company and shareholders, that I can make decisions freely by taking into account the rights of stakeholders,
- I will allocate time for Company affairs to the extent that I can follow the functioning of the Company's activities and fully fulfill the requirements of the duties I have undertaken,
- I have not been a member of the Board of Directors of the Company for more than six years within the last ten years,
- I have not served as an independent board member in more than three of the companies controlled by the Company or the shareholders who control the management of the Company and in more than five of the companies traded on the stock exchange in total,
- I have not been registered and announced on behalf of the legal entity elected as a member of the board of directors,
- In the event that a situation arises that removes my independence, I will immediately inform the Company's Board of Directors and resign from my position,

I accept and declare.

**Ahmet Aka**

**17.01.2025**