

INFORMATION DOCUMENT
EXTRAORDINARY GENERAL ASSEMBLY MEETING DATED OCTOBER 24, 2024

I. INVITATION TO THE GENERAL ASSEMBLY MEETING DATED OCTOBER 24, 2024

Dear Shareholder,

The Extraordinary General Assembly Meeting of our Company will be held on Thursday, October 24, 2024 at 10:30 am at the Company headquarters located at Maslak Mah., Eski Büyükdere Cad., Giz 2000 Plaza, No:7, K:14, D:55-56, Sarıyer, İstanbul and will convene to discuss the following agenda items.

Shareholders listed on the Shareholders List obtained through the Electronic General Assembly System ("EGAS") of the Merkezi Kayıt Kuruluşu A.Ş. ("MKK") on the day of the meeting may attend the meeting physically or electronically, either in person, or by proxy. Shareholders who will attend general meetings in person or by proxy physically need to present their identification at the meeting.

In accordance with Article 1527 paragraph 4 of the Turkish Commercial Code No 6102, Our shareholders who wish to attend the General Assembly Meeting may attend the General Assembly Meeting electronically, in person or through their representatives.

Our shareholders who wish to attend the meeting electronically are required to fulfil their obligations in accordance with the provisions of the Regulation on General Assemblies of Joint Stock Companies to be Held Electronically and Communiqué on the Electronic General Assembly System to be applied in the General Assemblies of Joint Stock Companies. Otherwise, it will not be possible for them to attend the general assembly meeting. Those who wish to attend the General Assembly Meeting in person or electronically through their representatives are required to notify their preferences via EGAS provided by MKK until 1 (one) day prior to the date of the General Assembly Meeting. Those who wish to attend the General Assembly Meeting via EGAS must register to the e-Investor Investor Information Center in order to exercise their shareholding rights without any problems, and must have a "secure electronic signature" in order to directly attend the General Assembly Meeting via EGAS or to appoint a proxy, and must log in to the system with their secure electronic signature from 06.00 am on the day of the meeting until 5 minutes before the meeting time of the general assembly. In addition, proxies who will attend the meeting via EGAS must also have a "secure electronic signature". According to Article 1526 of the Turkish Commercial Code, notifications to be made through EGAS on behalf of legal entity shareholders must be signed by the authorized signatory of the legal entity using a secure electronic signature generated in their own name on behalf of the company. Comprehensive and current information can be accessed through the MKK's official website at <https://egk.mkk.com.tr/egkweb/>.

Shareholders who will participate in meetings via proxy in person are required to have the power of attorney issued by a notary public for third parties, as exemplified below and on the Company's website, or to attach the signed declaration of signature made in the presence of a notary public to the power of attorney form and submit it to the General Assembly.

The proxy appointed electronically through the Electronic General Assembly System is not required to submit a power of attorney document. The proxy appointed through EGAS may attend the General Assembly Meeting physically or through EGAS. The proxy who will attend the meeting physically and by proxy, whether appointed by a notarised power of attorney or through EGAS, is obliged to show his/her ID card at the meeting. Power of attorneys that are not in compliance with the sample power of attorney required by the Communiqué and attached to this invitation announcement will not be accepted due to our legal liability.

Shareholders who register to attend the meeting via EGAS will not be able to physically attend the meeting. There is no difference in terms of the ability to exercise rights arising from shareholding between physical attendance and attendance through EGAS; all shareholder rights, such as live viewing of the meeting, participation in voting, asking questions, and submitting motions, can be exercised through EGAS.

The Information Document containing our explanations regarding the agenda items of the Extraordinary General Assembly Meeting, within the legal timeframe, made available for the review of our shareholders, starting from three weeks prior to the meeting, at our Company headquarters, at our corporate website www.liderfilo.com.tr and the Electronic General Assembly Portal of the Merkezi Kayıt Kuruluşu A.Ş..

Dear Shareholders are kindly invited to attend the meeting on the above-mentioned day and time.

Sincerely,

LDR TURİZM ANONİM ŞİRKETİ

İstanbul Chamber of Trade Registry Office

Trade Register No: 744414-0

II. ADDITIONAL INFORMATION PROVIDED IN ACCORDANCE WITH THE CAPITAL MARKETS LEGISLATIONS

Additional information regarding the Extraordinary General Assembly, as mandated by the Communiqué on Corporate Governance with the reference number II-17.1 of the Capital Markets Board of Türkiye, has been presented for your reference.

1. Shareholding Structure and Voting Rights

As of the date of publication of this Information Document, following information provides details concerning our company's share count and voting rights reflecting its ownership structure, along with the number of shares and voting rights representing each share class in the capital, and the nature of any associated privileges.

Shareholder Name Surname/Trade Name	Share in Capital (TL)		Shareholding Ratio (%)	Voting Rights (Number)	Voting Right Ratio (%)
	Group A	Group B			
Metin Barokas	26.500.000	87.500.000	69,09	220.000.000	81,18
LDR Turizm A.Ş.	-	4.360.000	2,64	4.360.000	1,61
Other	-	46.640.000	28,27	46.640.000	17,21
Total	26.500.000	138.500.000	100	271.000.000	100
	165.000.000				

2. Privileged Shares

Our company's shares are divided into two groups: Group A and Group B. Group A shares are granted the privilege of nominating candidates for the Board of Directors and voting rights at General Assembly meetings, as outlined in the Company's articles of association. Group B shares, however, do not have any special rights or privileges. Half of the members of the Board of Directors are elected by the General Assembly from among the candidates nominated by Group A shareholders. If the number of board members is odd number, the fraction shall be rounded downwards to the nearest whole number. All candidates nominated by Group A shareholders shall consist of members other than independent members of the Board of Directors. In ordinary and extraordinary general assembly meetings, each Group A share carries 5 votes, while each Group B share carries 1 vote. The provision of Article 479/3 of the Turkish Commercial Code is reserved.

3. In case there is a proposal regarding the removal, alteration, or selection of board members on the agenda for the general assembly meeting, the required clarifications

There are agenda items concerning the dismissal, replacement, or election of board members. The term of office for our current Board of Directors members will expire on December 30, 2024.

4. Information on Requests by our Shareholders, Capital Markets Board of Türkiye or Other public institutions and organizations relevant to the Company with respect to the Extraordinary General Assembly Meeting Agenda

The Company did not receive any agenda-related requests from our shareholders, Capital Markets Board of Türkiye or Other public institutions and organizations relevant to the Company with respect to the Extraordinary General Assembly Meeting. Therefore, it will be necessary to determine and elect the number of Board members and establish their respective terms of office.

5. 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 resolution.

There are no amendments to the Company's articles of association on the agenda.

6. Information About Our Company's Material Changes in the Management and Operations

Our company does not have any management or operational changes that would significantly impact its activities. Matters significantly affecting our company's operations are already disclosed to the public within the framework of relevant legislation. These disclosures can be accessed through the relevant pages of the Public Disclosure Platform (<https://www.kap.org.tr/en/sirket-bilgileri/ozet/4310-ldr-turizm-a-s>) and our company website (www.liderfilo.com.tr).

III. INFORMATION ON THE AGENDA ITEMS FOR THE EXTRAORDINARY GENERAL ASSEMBLY MEETING DATED OCTOBER 24, 2024

1. Opening statement and appointment of the Meeting Chairman, authorising the Meeting Chairman to sign the minutes of the General Assembly Meeting and the list of attendees,

In accordance with the provisions of Turkish Commercial Code No. 6102 ("TCC") and the Regulation on the Procedures and Principles of General Assembly Meetings of Joint Stock Companies ("**Regulation**" or "**General Assembly Regulation**"), a Chairman of the Meeting will be elected to preside over the General Assembly meeting. Pursuant to relevant laws and regulations, the Chairman of the Meeting will be authorized to sign the General Assembly Meeting Minutes.

2. Determination of the number, election and term of office of the members of the Board of Directors,

According to Article 7 of the Company's Articles of Association titled BOARD OF DIRECTORS AND TERM OF OFFICE: The business and administration of the Company shall be carried out by the Board of Directors consisting of at least 5 (five) persons to be elected by the General Assembly in accordance with the provisions of the Turkish Commercial Code, the Capital Markets Law and the Articles of Association.

Members of the Board of Directors are elected for a maximum of 3 (three) years. A member of the Board of Directors whose term of office expires may be re-elected.

The Board of Directors of our Company currently consists of 5 members, 2 of which are independent members, and the term of office of the Board Members expires on 30.12.2024. At the Extraordinary General Assembly meeting to be held on 24.10.2024, new members will be elected to replace the members of the Board of Directors whose terms of office will expire, and the General Assembly will determine and elect the number of members of the Board of Directors and determine their terms of office.

According to Article 6 titled CAPITAL, SHARES AND TRANSFER OF SHARES and Article 7 titled BOARD OF DIRECTORS AND TERM OF OFFICE of the Articles of Association; half of the members of the Board of Directors shall be elected by the General Assembly among the candidates nominated by Group A shareholders. In case the number of members of the Board of Directors is an odd number, the fraction shall be rounded downwards to the nearest whole number. All of the members to be nominated by Group A shareholders shall consist of members other than independent members.

3. Determination and discussion of the salary, honorarium, bonus and similar financial rights of the Board of Directors during their term of office and reaching a decision on these matters,

The compensation for the members of the Board of Directors will be determined by the General Assembly in accordance with the Turkish Commercial Code, relevant regulations, and the Capital Markets Law. In this context, the Corporate Governance Committee's proposal regarding the remuneration of the Board members will be presented to the shareholders for their review and approval at the General Assembly.

Annexes:

Annex-1: CV and Declaration of Independence of Independent Board Member Candidates

Annex-2: Power of Attorney Sample

Annex-1
CV and Statements of Independent Board Member Candidates

Independent Board Member Candidate Prof. Dr. Saim Kılıç

CV

In 1993, he graduated from Ankara University, Faculty of Political Sciences with high honors. He received his Master's degree in Finance from the University of Illinois at Urbana-Champaign, USA in 2001, his MBA from Ankara University, Faculty of Political Sciences in 2002 and his PhD in Accounting-Finance in 2007. In 2005, he conducted research at Greenwich University in London. He became Associate Professor of Finance in 2012 and Professor in 2017. Saim Kılıç, who started his career in the public sector in 1994, worked as an Expert at the Capital Markets Board, Advisor to the Deputy Prime Minister at the Prime Ministry, Expert in Charge at the Presidency, Chairman of the Audit and Supervisory Board at Borsa Istanbul, Deputy General Manager at the Central Registry Agency, Member of the Regulations Committee at the World Federation of Exchanges and Eurasian Federation of Exchanges, Member of the Board of Directors at the Central Registry Agency, Member of the Board of Directors at the Capital Markets Licensing Registry and Training Company for 20 years. Moving to the private sector in 2014, Kılıç has served as a Board Member and Consultant in finance, industry, energy, construction, jewelry, communications, leasing and real estate companies. He is a faculty member at Altınbaş University Faculty of Business Administration. He was a member of the Board of Directors of GYODER. He lectures on business, finance and corporate governance. He is currently a Board Member at Özak GYO, a listed company; Board Member at Mobiltel İletişim Hizmetleri San. ve Tic. A.Ş., Kütahya Şeker A.Ş. and LDR Turizm A.Ş. as Independent Board Member.

DECLARATION OF INDEPENDENCE

As I have been nominated as a candidate of “Independent Member” in Board of Directors of LDR Turizm A.Ş., as per the Corporate Governance Principles of Capital Markets Board, I, the undersigned, hereby declare, agree and acknowledge:

- a. That during the last five years, an employment relationship in management positions assuming material job duties and responsibilities has not ever been established between on one side LDR Turizm A.Ş., or partnerships where LDR Turizm A.Ş. holds management control or is materially influential, or partners having material influence on LDR Turizm A.Ş., or legal entities where said partners hold management control, and on the other side me and my spouse and my blood relatives or relatives by marriage up to second degree, and that I have not ever individually or collectively held more than 5% of their capital shares or voting rights or privileged shares, or have not ever entered into a material commercial relationship with them; and
- b. That during the last five years, I have not ever been a partner (of 5% or more), or an employee in management positions assuming material job duties and responsibilities, or a member of board of directors, in companies from which LDR Turizm A.Ş. purchases services or products to a material extent or to which LDR Turizm A.Ş. sells services or products to a material extent, within the frame of certain agreements, particularly related to audit (including tax audit, statutory audit and internal audit), rating and consultancy of LDR Turizm A.Ş.; and
- c. That I have adequate professional education, knowledge and experience for performance of my duties assumed as an independent member of board of directors as required; and
- ç. That I do not ever work on full-time basis in public administrations and entities, after being elected as an independent member, except for faculty membership, providing that it is in compliance with the applicable laws and regulations; and
- d. That I am deemed to be resident in Turkey according to the Income Tax Law no. 193 dated 31/12/1960; and
- e. That I have strong ethical standards, professional reputation and experience which enable me to make positive contributions to business activities of LDR Turizm A.Ş. and to maintain my neutrality in the case of conflicts of interests between LDR Turizm A.Ş. and its shareholders, and to take free decisions by taking the rights and interests of stakeholders into consideration; and

- f. That I will be able to spare enough time to the corporate business activities so as to be able to follow up the business activities of LDR Turizm A.Ş. and to fully perform my job duties assumed therein; and
- g. That I have not served as a member in board of directors of LDR Turizm A.Ş. for more than six years during the last ten years; and
- ğ. That I am not working as independent member in board of directors of more than three companies under management control of LDR Turizm A.Ş. or partners holding management control of LDR Turizm A.Ş., and in total, more than five of companies listed and traded in the exchange; and
- h. That as no legal entity has been elected as a member of board of directors, I have not been registered and announced in the name of such a legal entity.

25.07.2024

Prof. Dr. Saim Kılıç

Independent Board Member Candidate Prof. Dr. Çağrı Erhan

CV

Çağrı Erhan, born in Istanbul in 1972, graduated from the Department of International Relations, Faculty of Political Science, Ankara University in 1993. He completed his master's degree in International Relations at the same university in 1996 and was awarded the title of Doctor of Philosophy in the Department of History at Hacettepe University in 2000. In 2003, he attained the position of Associate Professor in Political History, and in 2009, he was promoted to Professor in the same field. He has been honored with the “Tarih Vakfı Afet İnan” Award in 2001, the “SAM Stratejik Vizyon” Award in 2013, and the title of Jean Monnet Chair by the European Union in 2014.

Professor Erhan has served as a researcher and visiting faculty member at Georgetown University, Tel Aviv University, Tokyo Chuo University, TOBB ETÜ, and Bahçeşehir University. He has also been involved in projects supported by the European Union, TÜBİTAK, the Ministry of Youth and Sports, and the Development Agency. From 1994 to 2015, he worked as a faculty member at Ankara University, and from 2005 to 2015, he was the Director of the European Communities Research and Application Center (ATAUM).

He has held various roles in organizations such as the Eurasian Strategic Research Center (ASAM), the Atatürk Supreme Council for Culture, Language and History, the Ministry of Foreign Affairs, the Turkish Military History Commission, the Turkish Atlantic Association, and the Council of Europe. In 2015, he was appointed as the Rector of Altınbaş University. In 2019, Professor Erhan was appointed to the Presidential Security and Foreign Policy Council. Since 2016, he has served as the Presidential Advisor to the Turkish Exporters Assembly, as the Vice Chair of the Education Committee of the Service Exporters Association since 2019, and as a member of the DEİK Education Economics Business Council. Additionally, he holds the position of Independent Board Member at LDR Turizm A.Ş..

DECLARATION OF INDEPENDENCE

As I have been nominated as a candidate of “Independent Member” in Board of Directors of LDR Turizm A.Ş., as per the Corporate Governance Principles of Capital Markets Board, I, the undersigned, hereby declare, agree and acknowledge:

- a. That during the last five years, an employment relationship in management positions assuming material job duties and responsibilities has not ever been established between on one side LDR Turizm A.Ş., or partnerships where LDR Turizm A.Ş. holds management control or is materially influential, or partners having material influence on LDR Turizm A.Ş., or legal entities where said partners hold management control, and on the other side me and my spouse and my blood relatives or relatives by marriage up to second degree, and that I have not ever individually or collectively held more than 5% of their capital shares

or voting rights or privileged shares, or have not ever entered into a material commercial relationship with them; and

b. That during the last five years, I have not ever been a partner (of 5% or more), or an employee in management positions assuming material job duties and responsibilities, or a member of board of directors, in companies from which LDR Turizm A.Ş. purchases services or products to a material extent or to which LDR Turizm A.Ş. sells services or products to a material extent, within the frame of certain agreements, particularly related to audit (including tax audit, statutory audit and internal audit), rating and consultancy of LDR Turizm A.Ş.; and

c. That I have adequate professional education, knowledge and experience for performance of my duties assumed as an independent member of board of directors as required; and

ç. That I do not ever work on full-time basis in public administrations and entities, after being elected as an independent member, except for faculty membership, providing that it is in compliance with the applicable laws and regulations; and

d. That I am deemed to be resident in Turkey according to the Income Tax Law no. 193 dated 31/12/1960; and

e. That I have strong ethical standards, professional reputation and experience which enable me to make positive contributions to business activities of LDR Turizm A.Ş. and to maintain my neutrality in the case of conflicts of interests between LDR Turizm A.Ş. and its shareholders, and to take free decisions by taking the rights and interests of stakeholders into consideration; and

f. That I will be able to spare enough time to the corporate business activities so as to be able to follow up the business activities of LDR Turizm A.Ş. and to fully perform my job duties assumed therein; and

g. That I have not served as a member in board of directors of LDR Turizm A.Ş. for more than six years during the last ten years; and

ğ. That I am not working as independent member in board of directors of more than three companies under management control of LDR Turizm A.Ş. or partners holding management control of LDR Turizm A.Ş., and in total, more than five of companies listed and traded in the exchange; and

h. That as no legal entity has been elected as a member of board of directors, I have not been registered and announced in the name of such a legal entity.

25.07.2024

Prof. Dr. Çağrı Erhan

Annex-2
Power of Attorney Sample

POWER OF ATTORNEY
To The Chairman of the Board of Directors of LDR Turizm Anonim Şirketi

I/we hereby appoint, further identified below, as my/our representative to represent me/us and vote, submit proposals and sign documents on my/our behalf, within the framework of the instructions below, at the extraordinary general assembly meeting of LDR Turizm A.Ş., scheduled for 10:30 am on October 24, 2024 and to be held at the Company headquarters located at Maslak Mah., Eski Büyükdere Cad., Giz 2000 Plaza, No:7, K:14, D:55-56, Sarıyer / İstanbul.

Name, Surname / Commercial Title of the Proxy (*):

Turkish Identification / Tax Number, Trade Registration No. and MERSIS No. of the Proxy

(*) For foreign proxies, equivalent of the required information must be provided.

A) SCOPE OF REPRESENTATIVE AUTHORITY

For Sections 1 and 2 provided below either (a), (b) or (c) must be chosen (choices should be circled) to indicate the scope of representative authority.

1. Regarding the Issues on the Agenda of the General Assembly;

- a) The Proxy is authorized to vote at its own discretion.
- b) The Proxy is authorized to vote in accordance with the proposals of the Company management.
- c) The Proxy is authorized to vote in accordance with the instructions below.

Instructions:

If the Shareholder chooses option (c) above, the Shareholder will provide instructions to the Proxy by indicating its vote on each agenda item and by also indicating its dissenting opinion, if any, for the agenda items voted against.

No	Agenda Items	In Favor	Against	Dissenting Opinion
1	Opening statement and appointment of the Meeting Chairman, authorising the Meeting Chairman to sign the minutes of the General Assembly Meeting and the list of attendees,			
2	Determination of the number, election and term of office of the members of the Board of Directors,			
3	Determination and discussion of the salary, honorarium, bonus and similar financial rights of the Board of Directors during their term of office and reaching a decision on these matters.			

*There is no voting on information items.

2. Special Instructions Regarding Other Matters Arising During the Meeting Especially the Exercise of Minority Rights

- a) The Proxy is authorized to vote at its own discretion.
- b) The Proxy is not authorized to vote on these matters.
- c) The Proxy is authorized to vote in accordance with the special instructions below.(*)

(*)Special instructions to the Proxy, if any, will be indicated here

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B) The Shareholder will indicate the shares it wishes the Proxy to represent by choosing one of the following

1. I approve the representation of the shares detailed below by the Proxy.

- a) Series and Order:*
- b) Number:**
- c) Amount-Nominal Value of the Shares:
- d) Information on any Privileges attached to the Shares:
- e) Bearer or Registered:*
- f) Ratio Against the Entire Number of Shares and Voting Rights of the Shareholder:

*Not required for dematerialized shares.

**For dematerialized shares group information will be provided instead of number.

2. I approve the representation of all my shares indicated in the list of attendees to be prepared by the Merkezi Kayıt Kuruluşu A.Ş. one day prior to the General Assembly by the Proxy.

NAME, SURNAME OR COMMERCIAL TITLE OF THE SHAREHOLDER (*):

Turkish Identification / Tax Number, Trade Registration No. and MERSIS No. of the Shareholder:

Address:

(For foreign shareholders equivalent of the required information must be provided.*

SIGNATURE

DATE

.../.../2024