

GEDİK YATIRIM MENKUL DEĞERLER AŞ's
EXTRAORDINARY GENERAL ASSEMBLY INFORMATION DOCUMENT
DATED JANUARY 31, 2025

1. ANNOUNCEMENT OF EXTRAORDINARY GENERAL ASSEMBLY DATED JANUARY 31, 2025

The Extraordinary General Assembly Meeting of our Company will be held on Friday, January 31, 2025 at 11:00 a.m. at Altayçeşme Mahallesi Çamlı Sokak Pasco Plaza No: 21 Kat:11 Maltepe / İstanbul to discuss the following agenda.

The text of the amendment to the Articles of Association and the information notes containing the necessary explanations for compliance with the regulations of the Capital Markets Board will be made available for the review of the Shareholders at the Company Headquarters at Altayçeşme Mahallesi Çamlı Sokak Pasco Plaza No: 21 Kat:11 Maltepe / İstanbul, on the Company website at www.gedik.com/en and on the Electronic General Assembly System of the Central Registry Agency from 3 weeks prior to the date of the General Assembly meeting.

Our shareholders who wish to attend the Extraordinary 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 Extraordinary 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/ 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. EXPLANATIONS ON THE AGENDA ITEMS FOR THE EXTRAORDINARY GENERAL ASSEMBLY DATED JANUARY 31, 2025

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. Resolution on the amendment text regarding Article 6 of the Company's Articles of Association titled "Type of Capital and Share Certificates",

The amendment to Article 6 of the Company's Articles of Association titled "Type of Capital and Share Certificates" in Appendix/2 will be submitted to the approval of the General Assembly. As a result of the amendment to the Articles of Association, the registered capital ceiling of the Company will increase from 1,500,000,000 TL to 3,000,000,000 TL and the validity period of the registered capital will be extended to be valid between 2024 and 2028. The necessary permissions have been obtained from the CMB and the Ministry of Trade for the amendment of the Articles of Association.

3. Discussing and resolving on the authorization of the Board of Directors within the scope of the "Share Buy-Back Program Proposal" prepared by the Board of Directors within the framework of CMB legislation,

In line with the decision taken at the Company's Board of Directors meeting dated 06.01.2025, to stabilize the movements observed in the shares of Gedik Yatırım Menkul Değerler AŞ (GEDIK) depending on market conditions, to prevent price fluctuations, to contribute to the formation of healthy prices in the stock exchange, and to protect the interests of our shareholders, the "Share Buy-Back Program Proposal" in appendix/3 prepared by our Board of Directors in accordance with the Capital Markets Board's Communiqué on Buy-Backed Shares (II-22.1) and the applicable principle decisions will be submitted for approval at the Extraordinary General Assembly Meeting to be dated January 31, 2025, and the authorization of the Board of Directors will be resolved.

4. Giving information about the previous period Buy-Back Program carried out with the decision of the Board of Directors,

At the Board of Directors meeting held on January 31, 2024, it was resolved, based on the Capital Markets Board's Communiqué on Buy-Backed Shares (II-22.1) and the principle decision numbered i-SPK.22.7 (dated February 14, 2023, and numbered 9/177), to determine the buyback program duration as one year, to set the maximum nominal amount of shares to be repurchased at 15,000,000 TL (15,000,000 shares, each with a nominal value of 1 TL), and to initiate buyback transactions on Borsa Istanbul with a maximum fund allocation of 250,000,000 TL, aiming to stabilize movements in GEDIK shares depending on market conditions, prevent price fluctuations, contribute to the formation of healthy prices in the stock exchange, and protect the interests of our shareholders.

In addition, it has been resolved to authorize the General Management to carry out the repurchase transactions and to include the repurchase transactions in the agenda of the first general assembly meeting to be held and to inform the shareholders at the general assembly. Information on the repurchase transactions will be submitted to the General Assembly. This item is for information purposes and no voting will be held.

5. 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
TOTAL	1,000,000,000	1,000,000,000	100,000,000	100.00

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 that have taken place in the past accounting period or that will significantly affect the operations of the Company planned for the future accounting periods will be included in the information document of the Ordinary General Assembly for 2024.

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.

Since it is not included in the agenda of the Extraordinary General Assembly meeting, information on the persons to be nominated is not included.

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.

No request for an Extraordinary General Assembly meeting has been submitted.

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.

Within the framework of Article 2 of the agenda of the Extraordinary General Assembly meeting, the Articles of Association has been amended and the necessary Material Event Disclosures have been made on the Public Disclosure Platform. The necessary permissions have been obtained from the CMB and the Ministry of Trade for the amendments to the articles of association. The old and new versions of the amendments to the Articles of Association are given in Appendix 2.

APPENDICES TO THE EXTRAORDINARY GENERAL ASSEMBLY INFORMATION DOCUMENT DATED 31 JANUARY 2025

Appendix/1 – Power of Attorney Sample

Appendix/2 – Amendment to the Articles of Association

Appendix/3 – Share Buy-Back Program Proposal

Appendix/1 – Power of Attorney Sample

POWER OF ATTORNEY

GEDİK YATIRIM MENKUL DEĞERLER AŞ

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 extraordinary general assembly meeting of Gedik Yatırım Menkul Değerler AŞ to be held at Altayçeşme Mahallesi Çamlı Sokak Pasco Plaza No: 21 Kat:11 Maltepe / İstanbul on Friday, January 31, 2025 at 11:00 am.

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.

Agenda Items (*)	Acceptance	Red	Dissenting Opinion
1. Opening and formation of the meeting chairmanship,			
2. Resolution on the amendment text regarding Article 6 of the Company's Articles of Association titled "Type of Capital and Share Certificates,			
3. Discussing and resolving on the authorization of the Board of Directors within the scope of the "Share Buy-Back Program Proposal" prepared by the Board of Directors within the framework of CMB legislation,			
4. Giving information about the previous period Buy-Back Program carried out with the decision of the Board of Directors,			
5. 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) Wheter 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 – Amendment to the Articles of Association

GEDİK YATIRIM MENKUL DEĞERLER AŞ AMENDMENT TO THE ARTICLES OF ASSOCIATION	
OLD VERSION	NEW VERSION
ARTICLE 6- TYPE OF CAPITAL AND SHARE CERTIFICATES The Company has accepted the registered capital system in accordance with the provisions of the Capital Markets Law and has switched to this system with the permission of the Capital Markets Board dated 29/04/2010 no. 11/336. The registered capital ceiling of the Company is 1,500,000,000 TL (One Billion Five Hundred Million Turkish Liras) and is divided into 1,500,000,000 (One Billion Five Hundred Million) shares with a nominal value of 1.00 TL (one Turkish Lira) each. The issued capital of the Company is 1,000,000,000 TL (one billion Turkish Liras). This capital is divided into 1,000,000,000 (one billion) shares, each with a value of 1.00 (one) TL. The issued capital of the Company is 1,000,000,000 TL (one billion Turkish Liras), all of which has been paid in full. The registered capital permission granted by the Capital Markets Board is valid for 2023-2027 (five years). At the end of 2027, even if the permitted capital ceiling has not been reached, in order for the board of directors to take a capital increase decision after 2027; it is obligatory to obtain authorization from the general assembly for a new period of time by obtaining permission from the capital markets board for the previously permitted ceiling or a new ceiling amount. In case said authorization is not obtained, no capital increase can be made with the decision of the Board of Directors. All of the shares are registered shares. There are no restrictions on the transfer of shares within the conditions stipulated by the Capital Markets Legislation. The board of directors is entitled to increase the issued capital by issuing shares up to the registered capital ceiling, to issue shares above their nominal value and to limit the shareholders' rights to acquire new shares partially or completely between 2023 and 2027, whenever it deems necessary in accordance with the provisions of the capital markets law and the relevant legislation. Shares representing the capital are monitored in dematerialized form within the framework of dematerialization principles.	ARTICLE 6- TYPE OF CAPITAL AND SHARE CERTIFICATES Şirket, The Company has accepted the registered capital system in accordance with the provisions of the Capital Markets Law and has switched to this system with the permission of the Capital Markets Board dated 29/04/2010 no. 11/336. The registered capital ceiling of the Company is 3,000,000,000 TL (Three Billion Turkish Liras) and is divided into 3,000,000,000 (Three Billion) shares with a nominal value of 1.00 TL (one Turkish Lira) each. The issued capital of the Company is 1,000,000,000 TL (one billion Turkish Liras). This capital is divided into 1,000,000,000 (one billion) shares, each with a value of 1.00 (one) TL. The issued capital of the Company is 1,000,000,000 TL (one billion Turkish Liras), all of which has been paid in full. The registered capital permission granted by the Capital Markets Board is valid for 2024-2028 (five years). At the end of 2028, even if the permitted capital ceiling has not been reached, in order for the board of directors to take a capital increase decision after 2028; it is obligatory to obtain authorization from the general assembly for a new period of time by obtaining permission from the capital markets board for the previously permitted ceiling or a new ceiling amount. In case said authorization is not obtained, no capital increase can be made with the decision of the Board of Directors. All of the shares are registered shares. There are no restrictions on the transfer of shares within the conditions stipulated by the Capital Markets Legislation. The board of directors is entitled to increase the issued capital by issuing shares up to the registered capital ceiling, to issue shares above their nominal value and to limit the shareholders' rights to acquire new shares partially or completely between 2024 and 2028, whenever it deems necessary in accordance with the provisions of the capital markets law and the relevant legislation. Shares representing the capital are monitored in dematerialized form within the framework of dematerialization principles.

GEDİK YATIRIM MENKUL DEĞERLER AŞ
SHARE BUY-BACK PROGRAM PROPOSAL PRESENTED TO
THE EXTRAORDINARY GENERAL ASSEMBLY DATED JANUARY 31, 2025

1. Purpose of the Buy-Back:

In order to stabilize the fluctuations experienced on Gedik Yatırım Menkul Değerler AŞ (GEDİK) shares depending on the market conjuncture, to prevent price fluctuations, to contribute to healthy price formation on the Stock Exchange and to protect the interests of our shareholders, at the Board of Directors meeting of our Company dated 06.01.2025, it has been resolved that the attached “Share Buy-Back Program Proposal” prepared by our Board of Directors in accordance with the Capital Markets Board's Communiqué on Buy-Back Shares (II-22.1) and the principles in force be submitted for approval at the Extraordinary General Assembly Meeting of our Company to be held on January 31, 2025 and that our Board of Directors be authorized.

2. Duration of the Buy-Back Program

In line with the resolution adopted during the Board of Directors meeting of our Company on 06.01.2025, the duration of the Buy-Back program has been determined as three years starting from the date of its approval and will be submitted for approval at the Extraordinary General Assembly Meeting.

3. Maximum Number of Shares Subject to Buy-Back

In line with the resolution adopted during the Board of Directors meeting of our Company on January 6, 2025, the maximum number of shares subject to the Buy-Back program has been determined as 57,000,000 TL nominal value (57,000,000 shares, each with a nominal value of 1 TL) and will be submitted for approval at the Extraordinary General Assembly Meeting.

The total cost of the Buy-Back shares cannot exceed the total amount of resources that can be subject to profit distribution.

4. The program will be terminated once the maximum number of shares subject to Buy-Back has been reached.

Within the scope of the Buy-Back program, the program will be terminated once the maximum number of shares subject to Buy-Back, amounting to 57,000,000 shares with a total nominal value of 57,000,000 TL (each share having a nominal value of 1 TL), has been reached.

5. Lower and Upper Price Limits for Share Buy-Back

Within the scope of the Share Buy-Back Program proposal, no price indexing will be applied for the shares subject to Buy-Back, and there will be no lower or upper price limits.

6. Sales Principles of Buy-Back Shares During the Program, If Determined

Within the scope of the Share Buy-Back Program proposal, the provisions of the Capital Markets Board Communiqué, principle decisions, and applicable announcements will be followed.

7. Total Amount and Source of Funds Allocated for the Buy-Back

In line with the Board of Directors resolution, the maximum number of shares subject to Buy-Back has been determined as 57,000,000 shares, corresponding to a nominal value of 57,000,000 TL, which represents 5.7% of the company's issued capital. The total fund allocated for the Buy-Back has been set at 513 million TL and will be submitted for approval at the Extraordinary General Assembly Meeting.

8. The number of shares Buy-Backed and not yet disposed of and their ratio to the capital and the results of the previous program, if any.

In line with the Board of Directors' resolution dated 31.01.2024 regarding the Buy-Back program, a total of 14,026,544 GEDIK shares were buy-backed between 31.01.2024 and 03.01.2025. Including the shares obtained through the Company's 98.0198% bonus capital increase process, the total number of GEDIK shares held by the Company has reached 23,173,575, corresponding to 2.32% of the Company's capital.

As part of the Buy-Back program conducted by our Company between 26.05.2022 and 21.07.2023, 3,920,000 shares, representing 0.78% of the Company's capital, have not yet been disposed of. Following the bonus capital increases carried out by the Company, this number has increased to 7,762,376.16 shares.

Additionally, as part of the Buy-Back program conducted in 2018, a total of 10,000 shares, representing 0.01% of the Company's capital, were buy-backed and have not yet been disposed of. Following the bonus capital increases carried out by the Company, this number has increased to 96,259.73 shares.

As a result, a total of 31,032,211.19 shares, including those obtained through bonus capital increases, have been buy-backed under the Buy-Back programs conducted in 2018, 2022, 2023, 2024, and 2025.

9. Explanations Regarding the Potential Effects of the Buy-Back Program on the Company's Financial Position and Operating Results.

The Buy-Back program, intended to stabilize fluctuations in Gedik Yatırım Menkul Değerler AŞ (GEDIK) shares caused by market conditions, prevent price fluctuations, contribute to healthy price formation on the Stock Exchange, and protect the interests of our shareholders, is not expected to have a significant impact on the Company's financial position or operating results.

10. Information Regarding Subsidiaries That May Participate in the Buy-Back Program, If Any.

None.

11. Information on the Highest, Lowest, and Weighted Average Share Prices for the Year and the Last Three Months.

Yearly; the highest price was 8.75 TL, and the lowest price was 5.90 TL. The arithmetic average of the weighted average share price for the year was 7.126 TL. (The period considered is from 03.01.2024 to 03.01.2025.)

Last 3 Months: During the three-month period prior to 03.01.2025, the highest price was 8.75 TL, and the lowest price was 6.32 TL. The arithmetic average of the weighted average share price for the last three months was 7.368 TL.

12. Benefits to Related Parties from This Transaction, If Any.

None.