

**INVEO YATIRIM HOLDING 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 11:00 a.m. at Altayçeşme Mahallesi Çamlı Sokak Pasco Plaza No: 21 Kat:11 Maltepe / İstanbul to discuss the following agenda.

The 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 on the manner of utilization of the profit for the fiscal year 2024, the Annual Report of the Board of Directors and the attached Corporate Governance Principles Compliance Report, the text of the amendment to the Articles of Association 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 Honorable Shareholders at Altayçeşme Mahallesi Çamlı Sokak Pasco Plaza No: 21 Kat:11 Maltepe / İstanbul, on the company website at [www.inveo.com.tr/en/](http://www.inveo.com.tr/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.inveo.com.tr/en/](http://www.inveo.com.tr/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 Inveo 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 ([www.inveo.com.tr/en/](http://www.inveo.com.tr/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 2024 the fiscal year,**

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 ([www.inveo.com.tr/en/](http://www.inveo.com.tr/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 ([www.inveo.com.tr/en/](http://www.inveo.com.tr/en/)) for three weeks prior to the General Assembly meeting, and will be submitted for the opinion and approval of our shareholders.

**5. Resolution on the amendment text regarding Article 7 of the Company's Articles of Association titled "Capital and Shares",**

The amendment to the Articles of Association in Appendix 2 regarding Article 7 of the Company's Articles of Association titled "Capital and Shares" 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 TL 1,000,000,000 to TL 3,000,000,000 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.

**6. 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.

**7. Resolution on the Board of Directors' proposal for dividend distribution for the fiscal year 2024,**

According to the financial statements prepared according to legal records, a net period profit of 171,612,690.64 TL was generated, but according to the independently audited financial statements for the accounting period of 01.01.2024 - 31.12.2024, prepared in accordance with the Capital Markets Board's Communiqué on Principles of Financial Reporting in the Capital Markets (II-14.1), a net profit of 1,428,754,213 TL was made. Since there is no net distributable profit for the period according to the financial statements in question, it has been decided not to distribute profits, and the proposal regarding the use of the profit in the table in Appendix 3 prepared within the framework of this decision will be submitted to the approval of the General Assembly.

**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 total assets of 2024, and according to the financial statements of 2024, one thousandth of the total assets of 2024 amounted to TL 9,131,035.79. In 2024, our Company made donations and grants amounting to TL 31,000. This article is for information purposes and no voting will be held.

**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 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 8 of the 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.

As per our Board of Directors structure, 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. Rüya 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 informed 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 resumes of the candidates for the Board of Directors are given in Appendix 4, and the declarations of independence of the independent candidates for the Board of Directors are given in Appendix 5.

**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 27, 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 Floor: 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. In 2024, informing the shareholders about the guarantees, pledges, mortgages (GPM) given by the Company in favor of third parties and the income and benefits obtained,**

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

With the decision of the Board of Directors dated 14.02.2023, our Company initiated a buy-back program where the maximum number of shares that can be subject to buy-back is 1,950,000 shares, the fund to be allocated for buy-back is TL 50 million and the buy-back period is 3 years. At the meeting of our Company dated 03.05.2023, it was decided to revise the maximum number of shares that can be subject to buy-back, which was determined as 1,950,000 shares with the buy-back program we initiated on 14.02.2023, as 4,200,000 shares and the fund to be allocated for buy-back, which was determined as TL 50,000,000, as TL 100,000,000. As of July 2023, INVEO shares held by the Company within the scope of the buy-back program reached 4,200,000 shares and its ratio to the Company's capital reached 1.75% and the buy-back program was terminated. Our Company sold 210,000 shares as of 28.09.2023 and 2,000,000 shares as of 20.05.2024 out of the shares purchased under the said buy-back program. As a result of these sales, the ratio of INVEO shares owned by our Company through the buy-back programs carried out in 2019 and 2023 to the Company's capital decreased to 0.85% as of the end of 2024.

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 regarding the repurchase transactions will be submitted to the General Assembly.

**18. 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.

#### INVEO YATIRIM HOLDING AŞ SHAREHOLDING STRUCTURE AND VOTING RIGHTS

SHAREHOLDER	SHARE AMOUNT (TL)	NUMBER OF SHARES	VOTING RATE	VOTING RIGHTS (%)
ERHAN TOPAÇ	810,239,994.54	810,239,994.54	824,239,994.54	81.29
GROUP A	1,000,000.00	1,000,000.00	15,000,000	1.48
GROUP B	809,239,994.54	809,239,994.54	809,239,994.54	79.81
OTHER	189,760,005.46	189,760,005.46	189,760,005.46	18.71
GROUP B	189,760,005.46	189,760,005.46	189,760,005.46	18.71
TOTAL	1,000,000,000.00	1,000,000,000.00	1,014,000,000.00	100

Pursuant to Article 12 of the Company's Articles of Association, each Group A share has 15 (Fifteen) voting rights and each Group B share has 1 (One) voting right in the election of the members of the Board of Directors.

#### 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 for Inveo Yatırım Holding AŞ and Group Companies**

With the material event disclosures of our Company dated 07.03.2024, it was announced in detail that Inveo Yatırım Holding, which manages its investments in 4 areas; Capital Markets, Banking, Venture

Capital and Strategic Investments, has decided to launch a Simplification Plan for the effective management of its direct and indirect financial investments.

Within the scope of the Simplification Plan, which aims to reassess the operational areas of companies, reduce the number of directly owned subsidiaries, manage certain direct investments indirectly by transferring them to Group Companies, enhance organizational and operational efficiency, and ensure effective resource management, the activities carried out are summarized below.

BV Teknoloji, Novel Scala, Detay Danışmanlık, Devexperts Teknoloji, Devexperts Bilgi, Ichain Yatırım Holding, BIE - 1st Gaming and Esports GSYF shares held by Inveo Yatırım Holding were transferred. As a result of these transfers, Inveo Yatırım Holding AŞ received a cash inflow of approximately TL 152 million.

BV Technology shares owned by Inveo Yatırım Holding were transferred to Inveo Ventures in March 2024 and 11 direct and indirect startups owned by hiVC GSYO were transferred to Inveo Ventures in April 2024. As a result of these transfers and the investments made during the year, the total number of direct and indirect venture companies owned by Inveo Ventures GSYO reached 61 as of 31.12.2024.

An application has been submitted to the CMB regarding the increase of the issued capital of Inveo Ventures GSYO from 65,000,000 TRY to 215,500,000 TRY, by increasing it by 150,500,000 TRY in cash, corresponding to a rate of 231.54%.

As part of our focus on international growth and our vision, to ensure the effective management of companies we invest in across different countries in the global capital markets, Inveo Alfa and Inveo Beta, wholly owned subsidiaries of our company, will be merged, and their activities will be carried out under one roof within Finveo Yatırım Holding AŞ.

Our application regarding the increase of HiVC GSYO's issued capital from 37,878,790 TRY to 250,000,000 TRY and the change of its trade name to "Turpe Girişim Sermayesi Yatırım Ortaklığı" was approved by the CMB on December 5, 2024, and will be submitted for approval at the HiVC General Assembly.

Turpe's primary investment focus is on SMEs at Series B and above or Pre-IPO levels, with a strategy to target companies in strategic and high-potential sectors that have a strong and/or improvable financial position and aim for M&A or IPO objectives.

- **Misyon Yatırım Bankası AŞ became operational:**

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 license 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, has completed its preparations for human resources, infrastructure and process and started its activities in 2023.

In 2024, within the scope of the goal of establishing its unique position on the pillars of custody banking, service banking and platform banking needed in our country and region with its pioneering work in its field; the Board of Directors of Misyon Yatırım Bankası AŞ, of which our Company owns 76.999%, has decided to increase the capital of Misyon Yatırım Bankası AŞ 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 our Company's share of TL 384,997,000 of the increased capital of TL 500,000,000, corresponding to 384,997,000 shares with a value of 1 Turkish Lira each, shall be subscribed by our Company in cash and paid before registration. The General Assembly of Mission Yatırım Bankası AŞ dated May 23, 2024 was registered on May 27, 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, 76.999% of which is owned by our Company, is presented below for your information.

MİSYON YATIRIM BANKASI AŞ	SHARE AMOUNT (TL)	RATIO (%)
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>TOPLAM</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. The information regarding the persons to be nominated for the Board of Directors is given in Appendix 4 and the declarations of independence of the independent board member candidates are given in Appendix 5.

### **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.

Within the framework of Article 5 of the agenda of the Ordinary General Assembly meeting where the activities of 2024 will be discussed, the Articles of Association is subject to amendment 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.

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

- Appendix/1 – Power of Attorney Sample
- Appendix/2 – Amendment to the Articles of Association
- Appendix/3 – Profit Distribution Table
- Appendix/4 – Curriculum Vitae of Board Member Candidates
- Appendix/5 – Declarations of Independence of Independent Member Candidates

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

### POWER OF ATTORNEY

### INVEO YATIRIM HOLDING 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 ordinary general assembly meeting of Inveo Yatırım Holding 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 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	Rejection	Dissenting Opinion
1. Opening and formation of the			

meeting chairmanship			
2. Reading, discussing and resolving on the Board of Directors' Annual Report for 2024			
3. Reading the summary of the independent audit report for the fiscal year 2024			
4. Reading, discussing and resolving on the Financial Statements prepared in accordance with the CMB regulations for the year 2024			
5. Resolution on the amendment text regarding Article 7 of the Company's Articles of Association titled "Capital and Shares"			
6. Release of the Members of the Board of Directors separately for the 2024 operating year			
7. Resolution on the Board of Directors' proposal for dividend distribution for the fiscal year 2024			
8. Giving information about the donations made by the Company in 2024 within the framework of the CMB legislation			
9. Determining the upper limit for donations to be made in 2025 within the framework of CMB legislation			
10. Determination of the number and terms of office of the members of the Board of Directors			
11. Election of the members of the Board of Directors			
12. Determination of the monthly salaries of the Members of the Board of Directors and Independent Board Members			
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			

<b>14. Authorizing the members of the Board of Directors for the transactions specified in Articles 395 and 396 of the Turkish Commercial Code</b>			
<b>15. In 2024, informing the shareholders about the guarantees, pledges, mortgages (GPM), given by the Company in favor of third parties and the income and benefits obtained</b>			
<b>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,</b>			
<b>17. Giving information about the previous period Buy-Back Program carried out with the decision of the Board of Directors,</b>			
<b>18. Wishes and closing</b>			

**(\*) 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**

<b>OLD PROVISIONS</b>	<b>NEW PROVISIONS</b>
<p><b>CAPITAL AND SHARES</b></p> <p><b>ARTICLE 7-</b> The Company was established on 10/03/1998 as an investment trust with registered capital in accordance with the provisions of the Capital Markets Law.</p> <p>With the approval of the Capital Markets Board dated 28.05.2014 and numbered 16/506, the Company's articles of association have been amended to remove the status of investment trust. The authorized capital ceiling of the Company is <del>TL 1,000,000,000 (One Billion)</del>. This capital is divided into <del>1,000,000,000 (One Billion)</del> shares, each of which is worth TL 1 (one). The issued capital within the authorized capital ceiling is TL 1,000,000,000 (one billion) and has been paid in accordance with the procedure specified in the Capital Markets Law and related communiqués.</p> <p>The share groups representing the issued capital consist of (A) Group registered shares amounting to TL 1,000,000 for 1,000,000 shares and (B) Group bearer shares amounting to TL 999,000,000 for 999,000,000 shares.</p> <p>Shares representing the capital are monitored in dematerialized form within the framework of dematerialization principles.</p>	<p><b>CAPITAL AND SHARES</b></p> <p><b>ARTICLE 7-</b> The Company was established on 10/03/1998 as an investment trust with registered capital in accordance with the provisions of the Capital Markets Law.</p> <p>With the approval of the Capital Markets Board dated 28.05.2014 and numbered 16/506, the Company's articles of association have been amended to remove the status of investment trust. The authorized capital ceiling of the Company is <b>TL 3,000,000,000 (Three Billion)</b>. This capital is divided into <b>3,000,000,000 (Three Billion)</b> shares, each of which is worth TL 1 (one). The issued capital within the authorized capital ceiling is TL 1,000,000,000 (one billion) and has been paid in accordance with the procedure specified in the Capital Markets Law and related communiqués.</p> <p>The share groups representing the issued capital consist of (A) Group registered shares amounting to TL 1,000,000 for 1,000,000 shares and (B) Group bearer shares amounting to TL 999,000,000 for 999,000,000 shares.</p> <p>Shares representing the capital are monitored in dematerialized form within the framework of dematerialization principles.</p>

OLD PROVISIONS	NEW PROVISIONS
<p>Registered shares may be freely transferred. No new shares may be issued unless the issued shares are completely sold and their price is paid. The amount of issued capital must be shown in the documents in which the title of the company is used.</p> <p>In capital increases, new Group A shares shall be issued for Group A shares and new Group B shares shall be issued for Group B shares. However, if the Board of Directors restricts the shareholders' right to purchase new shares, all new shares to be issued shall be issued as Group B shares. The authorized capital permission granted by the Capital Markets Board is valid for <del>2023-2027</del> (five years). At the end of <del>2027</del>, even if the permitted capital ceiling has not been reached, in order for the Board of Directors to take a capital increase decision after <del>2027</del>; it is obligatory to obtain authorization from the General Assembly by obtaining permission from the Capital Markets Board for the previously permitted ceiling or a new ceiling amount. If the said authorization is not obtained, no capital increase can be made by the board of directors' resolution. The board of directors is authorized to increase the issued capital by issuing shares up to the registered capital ceiling whenever it deems necessary in accordance with the provisions of the capital markets law and the relevant legislation between <del>2023</del> and <del>2027</del>, and to take decisions on limiting the shareholders' right to acquire new shares and issuing privileged shares or shares above or below the nominal value.</p> <p>The power to restrict the right to acquire new shares may not be exercised in a way to cause inequality among shareholders.</p>	<p>Registered shares may be freely transferred. No new shares may be issued unless the issued shares are completely sold and their price is paid. The amount of issued capital must be shown in the documents in which the title of the company is used.</p> <p>In capital increases, new Group A shares shall be issued for Group A shares and new Group B shares shall be issued for Group B shares. However, if the Board of Directors restricts the shareholders' right to purchase new shares, all new shares to be issued shall be issued as Group B shares. The authorized capital permission granted by the Capital Markets Board is valid for <b>2024-2028</b> (five years). At the end of <b>2028</b>, even if the permitted capital ceiling has not been reached, in order for the Board of Directors to take a capital increase decision after <b>2028</b>; it is obligatory to obtain authorization from the General Assembly by obtaining permission from the Capital Markets Board for the previously permitted ceiling or a new ceiling amount. If the said authorization is not obtained, no capital increase can be made by the board of directors' resolution. The board of directors is authorized to increase the issued capital by issuing shares up to the registered capital ceiling whenever it deems necessary in accordance with the provisions of the capital markets law and the relevant legislation between <b>2024</b> and <b>2028</b>, and to take decisions on limiting the shareholders' right to acquire new shares and issuing privileged shares or shares above or below the nominal value.</p> <p>The power to restrict the right to acquire new shares may not be exercised in a way to cause inequality among shareholders.</p>

### Appendix/3 – Dividend Distribution Table

INVEO YATIRIM HOLDİNG AŞ 2024 DIVIDEND DISTRIBUTION TABLE (TRY)			
1. Paid-In / Issued Capital		1.000.000.000,00	
2. Total Legal Reserves (According to Legal Records)		48.000.000,00	
Information on privileges in dividend distribution, if any, in the Articles of Association			There is no privilege.
		Based on CMB Regulations	Based on Legal Records
3.	Current Period Profit	(1.486.116.851)	171.612.690,64
4.	Taxes Payable (-)	57.362.638	0,00
5.	Net Current Period Profit	(1.428.754.213)	171.612.690,64
6.	Losses in Previous Years (-)	0	0,00

7.	Primary Legal Reserve (-)	8.580.635	8.580.634,53
8.	Net Distributable Current Period Profit	(1.437.334.848)	163.032.056,11
9.	Donations Made During The Year ( + )	31.000	31.000
10.	Donation-Added Net Distributable Current Period Profit on which First Dividend Is Calculated	(1.437.303.848)	163.063.056,11
11.	First Dividend to Shareholders	0,00	0,00
	- Cash	0,00	0,00
	- Stock	0,00	0,00
12.	Dividend Distributed to Owners of Privileged Shares	0,00	0,00
13.	Other Dividend Distributed	0,00	0,00
	- To the Employees	0,00	0,00
	- To the Members of the Board of Directors	0,00	0,00
	- To Non-Shareholders	0,00	0,00
14.	Dividend to Owners of Redeemed Shares	0,00	0,00
15.	Second Dividend to Shareholders	0,00	0,00
16.	Secondary Legal Reserves	0,00	0,00
17.	Statutory Reserves	0,00	0,00
18.	Special Reserves		0,00
19.	Extraordinary Reserves	0	163.032.056,11
20.	Other Distributable Resources	0,00	0,00
	- Profit in Previous Years	0	0,00
	- Extraordinary Reserves	0	0,00
	- Pursuant to the Law and Articles of Association	0	0,00

#### DIVIDEND PAYMENT RATIO TABLE

	Share Group	TOTAL DIVIDENDS DISTRUBUTED		TOTAL DIVIDEND AMOUNT / NET DISTRIBUTABLE PROFIT FOR THE PERIOD	DIVIDEND PER SHARE FOR 1 TL NOMINAL VALUE	
		CASH (TL)	SHARES (TL)	RATIO (%)	AMOUNT (TL)	RATIO (%)
NET	Group A	0,00	0,00	0,00	0,00	0,00
	Group B	0,00	0,00	0,00	0,00	0,00
	TOTAL	0,00	0,00	0,00	0,00	0,00

#### Appendix/4 – Curriculum Vitae of Board Member Candidates

##### Erhan Topaç – Board Member Candidate

Erhan Topaç, born in 1953, received his master's degree in Mechanical Engineering from Boğaziçi University and his PhD in Mathematical Modeling from the Industrial Engineering Department at the same university. Between 1979 and 1989, Mr. Topaç worked in various positions at Eczacıbaşı Holding and served as Marketing Manager of Pepsi Cola between 1989 and 1990. Erhan Topaç served as Deputy Chairman of the

Turkish Capital Markets Association between 2001 and 2003, Chairman of the Board of Directors of HUB Girişim Sermayesi Yatırım Ortaklığı AŞ between 2006 and 2015, and Chairman of the Board of Directors of Gedik Portföy Yönetimi AŞ between 2008 and 2015. He served as Board Member of Borsa İstanbul AŞ and Chairman of the Capital Markets Association of Turkey between 2018-2019, Vice Chairman of the Capital Markets Association of Turkey between 2019-2021, Member of the Board of Trustees of Gedik University between 2010-2021, Chairman of the Board of Directors of Marbaş Menkul Değerler AŞ between 2004-2022 and Chairman of the Board of Directors of Gedik Yatırım Menkul Değerler AŞ between 1991-2022.

Erhan Topaç has been the Chairman of the Board of Directors of Inveo Yatırım Holding AŞ since its establishment in 1998 and is also the Chairman of the Board of Directors of Misyon Yatırım Bankası AŞ.

In accordance with the CMB Corporate Governance Principles, Erhan Topaç, who is a non-executive director, 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 of Inveo Yatırım Holding AŞ.

### **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 Deputy Chairman of the Board of Directors and General Manager of Inveo Yatırım Holding AŞ, Chairman and CEO of Gedik Yatırım Menkul Değerler 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 Girişim Sermayesi Yatırım Ortaklığı AŞ, 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.

In accordance with the CMB Corporate Governance Principles, Mr. Onur Topaç is not qualified as an independent member of the Board of Directors. The duties he has undertaken in the last ten years are mainly listed above and he is currently the Vice Chairman of the Board of Directors and General Manager at Inveo Yatırım Holding AŞ.

### **Bora Oruç – Board Member Candidate**

In 1999, Bora Oruç graduated from Middle East Technical University, Department of Economics. Bora Oruç started working at the Capital Markets Board in the same year and served as the Vice Chairman responsible for publicly traded companies, capital market instrument issuances, investment institutions, institutional investors, financial infrastructure institutions and relations with international financial institutions at the Capital Markets Board between 2014 and 2020. Bora Oruç, who served as a member of the G20 Financial Stability Board's Standing Committee on Regulatory Cooperation between 2017 and 2020 and as the Chairman of the Board of Directors of Merkezi Kayıt Kuruluşu AŞ between 2018 and 2020, completed his MBA at Cambridge University in 2009.

Bora Oruç currently serves as Managing Partner at OMG Capital Advisors, Independent Board Member at İş Yatırım Ortaklığı AŞ and Independent Board Member at Peker Gayrimenkul Yatırım Ortaklığı AŞ.

Pursuant to the CMB Corporate Governance Principles, Bora Oruç is not a candidate for independent membership. His duties in the last ten years are mainly listed above and he is currently a Board Member at Inveo Yatırım Holding 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. Ahmet Aka has been serving as an Independent Board Member at Marbaş Menkul Değerler AŞ since August 2024 and at Gedik Yatırım Menkul Değerler AŞ since March 2024.

In accordance with the CMB Corporate Governance Principles, Ahmet Aka, who has no executive duties, is an independent member of the Board of Directors. The duties he has undertaken in the last ten years are mainly listed above and he is qualified as a member of the Board of Directors. He has been serving as an Independent Board Member at Inveo Yatırım Holding AŞ since March 2024.

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

He graduated from Istanbul University, Faculty of Economics. He completed his master's degree at the Institute of Social Sciences, Business Finance program of the same university. He also completed his master's degree in Money, Banking and Finance at the University of Birmingham in the UK. He received his PhD degree from Yıldız Technical University, Institute of Social Sciences, Department of Economics. He started his professional career as an assistant financial analyst at T. Vakıflar Bankası in 1985, and then worked as an expert and chief expert at the Capital Markets Board between 1987 and 2013 in the research and audit departments.

Between 2013-2017, he worked as Quality Control and Corporate Governance Director at an independent audit firm. He also served as an independent board member of the Turkish Capital Markets Association between 2016-2018. He 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. He is currently a part-time lecturer at Mimar Sinan Fine Arts University, Department of Statistics in the undergraduate program. In addition to these, he holds a CPA license, independent auditor certificate and license certificates issued by the Capital Markets Licensing Registry and Training Organization, and is a member of the Independent Auditing Association and the Turkish Economic Association. Rüya Eser is an Independent Board Member at Inveo Yatırım Holding AŞ and also serves as an Independent Board Member at Gedik Yatırım Menkul Değerler AŞ, Marbaş Menkul Değerler AŞ and Kartonsan Karton Sanayi ve Ticaret AŞ.

Pursuant to the CMB Corporate Governance Principles, Rüya Eser, who has no executive duties, qualifies as an Independent Board Member. The duties she has undertaken in the last ten years are mainly listed above and she has no relation with Inveo Yatırım Holding AŞ.



**INVEO YATIRIM HOLDING AŞ**

**STATEMENT OF INDEPENDENCE FOR BOARD MEMBER CANDIDATE**

- Inveo Yatirim Holding 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**

## INVEO YATIRIM HOLDING AŞ

### STATEMENT OF INDEPENDENCE FOR BOARD MEMBER CANDIDATE

- Inveo Yatirim Holding 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 is no employment relationship in a managerial position to assume important duties and responsibilities in the last five years, no joint or sole ownership of more than 5% of the capital or voting rights or privileged shares, or no 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**