

**GSD HOLDİNG ANONİM ŞİRKETİ**  
**INFORMATION DOCUMENT FOR THE 2024 ORDINARY GENERAL**  
**ASSEMBLY MEETING DATED APRIL 28, 2025**

**1. INVITATION TO THE ORDINARY GENERAL ASSEMBLY MEETING ON APRIL 28, 2025**

The Ordinary General Assembly Meeting of GSD Holding A.Ş. for the fiscal year 2024 will be held on Monday, 28 April 2025 at 15.00 at Aydınevler Mahallesi Kaptan Rifat Sokak No:3 Küçükyalı 34854 Maltepe İstanbul in order to negotiate and resolve on the following agenda items.

The Board of Directors' Annual Report and the Independent Auditors' Report, the Financial Statements as of and for the year ended 31 December 2024 of Our Company shall be held accessible to our shareholders 3 weeks prior to the General Assembly Meeting in the Company Headquarters, the website of the Company ([www.gsdholding.com.tr](http://www.gsdholding.com.tr)) and e-GEM (the Electronic General Meeting System).

The list of the shareholders who can attend the general assembly is to be signed by the real person shareholders who attend the general assembly personally by submitting their identity cards and by the representatives of the legal person shareholders who are authorized to represent and bind that legal person by submitting their authorization documents together with their identity cards. The participants who will attend the general assembly by representing real or legal person shareholders must also submit their power of attorney documents. In the event that the shareholders who will vote by proxy in the meeting do not appoint their representatives via e-GEM, those shareholders must submit the proxy form given below (or available on [www.gsdholding.com.tr](http://www.gsdholding.com.tr)) to our Company by notarizing their signatures or adding their notarized statement of signature to the signed proxy form, in accordance with the communiqué II-30.1 of the Capital Markets Board published in the official gazette dated 24 December 2013.

The shareholders who want to attend the general assembly meeting electronically in person or by their representatives must express their preferences in this regard via e-GEM until the day before the date of the general assembly at the latest. In the event that a representative attends the general assembly instead of a rightholder, the identity of the representative must be entered into e-GEM. In the event that the representative attends the general assembly personally, the authorization may also be made in this way. The notifications may be made by the institutions where the shares are deposited in accordance with the instructions of the rightholders. The rightholders who notified that they will attend the general assembly meeting electronically may withdraw their preferences in this regard via e-GEM until the day before the date of the general assembly at the latest. The rightholders or their representatives who did not withdraw their preference to attend the general assembly electronically cannot attend the general assembly personally. The login to attend the general assembly meeting electronically starts one hour prior to the announced starting time of the general assembly and continues until five minutes before the starting time of the general assembly.

Presented for the information of our esteemed shareholders.

**GSD HOLDİNG A.Ş.**  
**BOARD OF DIRECTORS**

## 2. ADDITIONAL DISCLOSURES UNDER CMB REGULATIONS

The disclosures that must be made pursuant to the "Corporate Governance Communiqué" numbered II-17.1, which entered into force on January 3, 2014, of the Capital Markets Board (CMB) are presented below for your information:

### a. Shareholding Structure and Voting Rights

All shares representing our company are bearer shares, each share having a nominal value of 1 kuruş and a total nominal value of 1,000,000,000.-TL.

As of the date of the announcement of the information document, the total number of shares and voting rights reflecting the partnership structure of our company are as follows:

Partner's Trade Name/Name Surname	Registered / Bearer	Capital Share		Voting Right (%)
		(TL)	(%)	
Mehmet Turgut Yılmaz	Bearer	255.000.009,45	25,5	28,34 <sup>1</sup>
GSD Holding Anonim Şirketi	Bearer	100.000.112,2	10	2
Samet Ali Yavuz	Bearer	61.272.221,91	6,13	6,81 <sup>3</sup>
Marmara Capital Portföy Hisse Senedi (TL) Fonu (Hisse Senedi Yoğun Fon)	Bearer	55.500.000	5,55	6,17 <sup>4</sup>
Other	Bearer	528.227.656,44	52,82	58,69 <sup>5</sup>
Total		<b>1.000.000.000</b>	<b>100</b>	<b>100</b>

Information regarding privileged shares representing the capital is as follows:

Partner's Trade Name/Name Surname	Registered / Bearer	Capital Share		Voting Right (%)	Concession Type	Whether It Is Traded On The Stock Exchange
		(TL)	(%)			
A	Bearer	1.571,2	0 <sup>6</sup>	0 <sup>7</sup>	Privilege to nominate board members	Not Processed
B	Bearer	1.571,2	0 <sup>8</sup>	0 <sup>9</sup>	Privilege to nominate board members	Not Processed

<sup>1</sup> Rounded.

<sup>2</sup> In accordance with Article 18 titled "Rights Regarding Repurchased Shares" of the Capital Markets Board's Communiqué on Repurchased Shares numbered II-22.1; repurchased shares, including the shares acquired free of charge by the partnerships, do not grant any shareholding rights except for dividends and the right to purchase new shares. In this context, the shares held by our company have not been taken into account in the calculation of voting rights and the voting rights of other shareholders have been calculated accordingly.

<sup>3</sup> Rounded.

<sup>4</sup> Rounded.

<sup>5</sup> Rounded.

<sup>6</sup> Rounded.

<sup>7</sup> Rounded.

<sup>8</sup> Rounded.

<sup>9</sup> Rounded.

C	Bearer	1.571,2	0 <sup>10</sup>	0 <sup>11</sup>	Privilege to nominate board members	Not Processed
D	Bearer	999.995.286,4	100 <sup>12</sup>	100 <sup>13</sup>	Privilege to nominate board members	Not Processed

**b. Changes in Management and Operations which Shall Significantly Affect Corporate Operations of Our Company and Our Affiliated Partnerships:**

There are no management or activity changes that will significantly affect our Company's activities that our Company and its subsidiaries have made in 2024 or are planned for future accounting periods. The special situation disclosures made by our Company within the scope of the relevant legislation can be accessed at <http://www.kap.gov.tr/>.

**c. If the general assembly meeting agenda includes the dismissal, replacement or election of board members; the reasons for dismissal and replacement, the CVs of the persons whose candidacy for board membership has been submitted to the partnership, the duties they have held in the last ten years and the reasons for their departure, the nature and significance of their relationship with the partnership and its related parties, whether they have the qualification of independence and similar issues that may affect the partnership activities if these persons are elected as board members.**

It is not available.

**d. Requests of shareholders of the partnership to the Investor Relations Department in writing regarding the inclusion of an item on the agenda, in cases where the board of directors does not accept the agenda suggestions of the partners, the rejected suggestions and the reasons for rejection.**

No such request has been sent to us.

**e. If there is an amendment to the articles of association on the agenda, the old and new forms of the amendments to the articles of association, together with the relevant board of directors' decision.**

With the decision of our Company's Board of Directors dated February 5, 2025 and numbered 2025-2, an application was made for the amendment of Article 7 titled "Registered Capital" of the Company's Articles of Association within the scope of the CMB (II-18.1) Communiqué on Registered Capital System, to include the increase of the current Registered Capital Ceiling from TL 1,500,000,000 to TL 25,000,000,000 and the extension of the current Registered Capital Ceiling period from 2021-2025 to 2025-2029. The relevant application was approved by the Capital Markets Board with its letter dated February 10, 2025 and numbered E-29833736-110.04.04-67581. Subsequently, it was approved by the Ministry of Trade of the Republic of Turkey with the letter dated 20.02.2025 and numbered E-50035491-431.02- 00106449555. The new Articles of Association will be submitted to the approval of our shareholders at the general assembly. Since there is an amendment to the Articles of Association on the agenda, the old and new texts showing the amendments to the Articles of Association are as follows:

<sup>10</sup> Rounded.

<sup>11</sup> Rounded.

<sup>12</sup> Rounded.

<sup>13</sup> Rounded.

CURRENT TEXT	NEW TEXT
<p><b>CAPITAL</b></p> <p><b>ARTICLE 7.</b> The Company has adopted the authorized share capital system in accordance with the provisions of the Capital Markets Law numbered 2499 amended by the Law numbered 3794 and has changed over to the said system pursuant to the permission of the Capital Markets Board dated 21 October 1998 and numbered 92/1161.</p> <p>The authorized share capital of the Company is <del>TL 1,500,000,000 (OneBillionFiveHundredMillionTurkishLiras)</del>, being divided into <del>150,000,000,000</del> shares, each with a nominal value of Kr 1 (OneKurus).</p> <p>The authorized share capital granted by the Capital Markets Board is effective for the years <del>2024-2025</del> (5 years). Even if the authorized share capital had not been reached at the end of <del>2025</del>, in order that the Board of Directors may resolve on a share capital increase after the year <del>2025</del>, it is obligatory to renew the authorisation for a future period from the General Assembly, having obtained a permission from the Capital Markets Board for an authorized share capital which is the same as or different from that approved previously. If the authorisation is not renewed after the expiration date, a share capital increase by means of the resolution of the Board of Directors cannot be made.</p> <p>The issued capital of the Company is TL 1.000.000.000 (OneBillionTurkish Liras), being divided into 100.000.000.000 shares made up of 157.120 Class (A) bearer shares, 157.120 Class (B) bearer shares, 150.120 Class (C) bearer shares and 99.999.528.640 Class (D) bearer shares each with a nominal value of Kr 1 (OneKuruş).</p> <p>The Board of Directors is entitled to increase the issued capital by issuing new bearer shares until the authorized capital ceiling in accordance with the provisions of the Capital Markets Law when it deems necessary between the years <del>2024-2025</del>.</p> <p>The issued capital has been wholly paid in. The Board of Directors may take decisions regarding the issuance of privileged shares in various groups or shares above or below their nominal value, the sale of allocated shares, limiting the shareholders' rights to acquire new shares or restricting the rights of privileged shareholders. The authorization to restrict the right to acquire new shares cannot be used in a way that causes inequality among shareholders.</p> <p>Shares representing the share capital are dematerialized in accordance with the principles of dematerialization.</p>	<p><b>CAPITAL</b></p> <p><b>ARTICLE 7.</b> The Company has adopted the authorized share capital system in accordance with the provisions of the Capital Markets Law numbered 2499 amended by the Law numbered 3794 and has changed over to the said system pursuant to the permission of the Capital Markets Board dated 21 October 1998 and numbered 92/1161.</p> <p>The authorized share capital of the Company is <b>TL 25,000,000,000 (TwentyfiveBillionTurkishLiras)</b>, being divided into <b>2,500,000,000,000</b> shares, each with a nominal value of Kr 1 (OneKurus).</p> <p>The authorized share capital granted by the Capital Markets Board is effective for the years <b>2025-2029</b> (5 years). Even if the authorized share capital had not been reached at the end of <b>2029</b>, in order that the Board of Directors may resolve on a share capital increase after the year <b>2029</b>, it is obligatory to renew the authorisation for a future period from the General Assembly, having obtained a permission from the Capital Markets Board for an authorized share capital which is the same as or different from that approved previously. If the authorisation is not renewed after the expiration date, a share capital increase by means of the resolution of the Board of Directors cannot be made.</p> <p>The issued capital of the Company is TL 1.000.000.000 (OneBillionTurkish Liras), being divided into 100.000.000.000 shares made up of 157.120 Class (A) bearer shares, 157.120 Class (B) bearer shares, 150.120 Class (C) bearer shares and 99.999.528.640 Class (D) bearer shares each with a nominal value of Kr 1 (OneKuruş).</p> <p>The Board of Directors is entitled to increase the issued capital by issuing new bearer shares until the authorized capital ceiling in accordance with the provisions of the Capital Markets Law when it deems necessary between the years <b>2025-2029</b>.</p> <p>The issued capital has been wholly paid in. The Board of Directors may take decisions regarding the issuance of privileged shares in various groups or shares above or below their nominal value, the sale of allocated shares, limiting the shareholders' rights to acquire new shares or restricting the rights of privileged shareholders. The authorization to restrict the right to acquire new shares cannot be used in a way that causes inequality among shareholders.</p> <p>Shares representing the share capital are dematerialized in accordance with the principles of dematerialization.</p>

### **3. MEETING AGENDA**

1. Opening and Forming the Presidential Board of Meeting,
2. Reading and discussing the Board of Directors' Annual Report for the year 2024,
3. Reading and discussing the Independent Auditors' Report for the year 2024,
4. Reading, discussing and voting on the Financial Statements for the year 2024,
5. Acquittal of members of the Board of Directors for their activities in 2024,
6. Deciding to allocate or distribute the 2024 dividend into reserves, In case the board of directors proposed to the general assembly not to distribute dividends, the reason for such proposal and information as to use of the dividend,
7. Resolving on the profit distribution policy of the Company for the year 2025 and the following years,
8. Submitting the amendment text regarding the amendment of Article 7 titled "Registered Capital" of the Company's Articles of Association to the approval of the General Assembly,
9. Resolving on the remuneration of the members of the Board of Directors,
10. Approval of the selection of the Independent Audit Firm by the Board of Directors, in accordance with the Turkish Commercial Code, Capital Markets Board regulations, and the Public Oversight, Accounting, and Auditing Standards Authority regulations,
11. Giving information to the shareholders regarding the amount and beneficiaries of all donations and contributions made in the year 2024 in accordance with the donations and grants policy approved by the Company's General Assembly held on 31 May 2012 and the policy changes, if any, and resolving on the upper limit for donations to be made in a financial year,
12. Giving information to the shareholders regarding the guarantees, collaterals and mortgages given by the Company for the third parties and the acquired income or interest in accordance with the Corporate Governance Communiqué numbered II-17.1 published in the Official Gazette dated 3 January 2014,
13. In the event that the controlling shareholders, the members of board of directors, the senior executives and their spouses and relatives up to second degree make significant transactions with the Company or its affiliated companies which may lead to a conflict of interest with them, make commercial transactions falling within the field of activities of the Company or its affiliated companies in behalf of themselves or others, enter as a general partner with unlimited liability into a partnership dealing with the same kind of business activities as the Company or its affiliated companies, giving information about transactions carried out in this regard during the year,
14. Giving information to the shareholders regarding the principles of remuneration of the members of the board of directors and senior executives and allowing the shareholders who want to present their opinions on this issue to speak,
15. Authorization of the members of the Board of Directors to make transactions under the articles 395 and 396 of the Turkish Commercial Code,
16. The General Assembly should be informed about the offsetting of the indexed amounts of past years' losses resulting from the first adjustment made according to inflation in the TAS/TFRS tables, and the past years' losses due to inflation accounting in the company's statutory books and legal records,
17. Providing information to shareholders within the scope of the share buyback program initiated in accordance with the decision taken by the Board of Directors,
18. Wishes and Closing.