

## INVEO YATIRIM HOLDING AŞ

### FROM THE CHAIRMAN OF THE BOARD OF DIRECTORS

#### INVITATION OF ORDINARY GENERAL ASSEMBLY DATED 26 MARCH 2025

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 / Istanbul 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.

## **INVEO YATIRIM HOLDING AŞ's**

**26 MARCH 2025**

### **2024 ORDINARY GENERAL ASSEMBLY MEETING AGENDA**

- 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,
- 14.** Authorizing the members of the Board of Directors for the transactions specified in Articles 395 and 396 of the Turkish Commercial Code,
- 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,
- 16.** Giving informations about the shareholders about the transactions within the scope of principle 1.3.6 of the CMB Corporate Governance Communiqué No. II-17.1,
- 17.** Giving information about the previous period Buy-Back Program carried out with the decision of the Board of Directors,
- 18.** Wishes and closing.

**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			

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

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			
14. Authorizing the members of the Board of Directors for the transactions specified in Articles 395 and 396 of the Turkish Commercial Code			
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			
16. Giving informations about the shareholders about the transactions within the scope of principle 1.3.6 of the CMB Corporate Governance Communiqué No. II-17.1,			
17. Giving information about the previous period Buy-Back Program carried out with the decision of the Board of Directors,			
18. Wishes and			

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

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

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

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

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

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

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

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

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

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

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

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

Address:

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

SIGNATURE

**INVEO YATIRIM HOLDING AŞ**

**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></p> <p>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>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</p>	<p><b>CAPITAL AND SHARES</b></p> <p><b>ARTICLE 7-</b></p> <p>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> <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</p>

**INVEO YATIRIM HOLDING AŞ**

**AMENDMENT TO THE ARTICLES OF ASSOCIATION**

<b>OLD PROVISIONS</b>	<b>NEW PROVISIONS</b>
<p>order for the Board of Directors to take a capital increase decision after <b>2027</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>2023</b> and <b>2027</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>	<p>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>