



**Information Document related to the
Ordinary General Meeting for 2025**



GÖZDE GİRİŞİM SERMAYESİ YATIRIM ORTAKLIĞI A.Ş.
From the Board of Directors.
Invitation to the Ordinary General Meeting of 2025

Dear Shareholders,

The Ordinary General Assembly Meeting of our Company regarding the 2025 fiscal year will be held on 28.04 2026, at 14:00 at the address: "Kısıklı Mah. Ferah Cad. No:1 B. Çamlıca Üsküdar/Istanbul" to discuss the agenda items specified below. (*)

In accordance with the Corporate Governance Principles and Communiqués of the Capital Markets Board (CMB); the General Assembly agenda, the Board of Directors' Annual Report for 2025, Financial Statements and Independent Audit Report, the proposal regarding Dividend Distribution, the Corporate Governance Compliance Report included in the Annual Report, and a detailed Information Note containing explanations required for compliance with CMB regulations will be made available for the review of our shareholders at the Company Headquarters, on the Company's website at www.gozdegirisim.com.tr (under Investor Relations), on the Public Disclosure Platform (KAP), and the Electronic General Assembly System (EGKS) within the legal period of three weeks prior to the meeting.

Pursuant to Article 1527 of the Turkish Commercial Code, shareholders who wish to attend the General Assembly meeting electronically, either in person or through their representatives, must notify their preference via the Electronic General Assembly System (EGKS) provided by the Central Securities Depository (MKK). If a representative is to attend on behalf of a shareholder, the representative's identity information must be registered in the EGKS. This applies even if the representative will attend the meeting physically.

In accordance with Article 415 of the Turkish Commercial Code, only shareholders (or their representatives) whose shares have been dematerialized within the framework of MKK regulations and whose names appear on the list of shareholders may attend the meeting. Shareholders on this list may attend the meeting physically by presenting their identification.

Shareholders or representatives wishing to attend electronically must fulfill their obligations in accordance with the "Regulation on Electronic General Assembly Meetings in Joint Stock Companies" and the related Communiqué. Otherwise, participation in the meeting will not be possible. Detailed information regarding EGKS can be accessed at www.mkk.com.tr.

Shareholders who cannot attend the meeting in person and wish to exercise their voting rights through a proxy must issue a power of attorney in accordance with the provided sample (available at the Company HQ or website) and comply with the matters stipulated in the CMB Communiqué II-30.1. The power of attorney must be notarized.

Pursuant to the Turkish Commercial Code and the Capital Markets Law, the right to attend and vote at the General Assembly is not conditional upon the physical deposition of share certificates. Therefore, shareholders do not need to block their shares if they wish to attend.

Except for the provisions regarding electronic voting, the open voting method (show of hands) will be used for the agenda items during the meeting.

(*) In accordance with Article 29 of the Capital Market Law, registered letters won't be sent to our shareholders for the invitation to the General Meeting.

Gözde Girişim Sermayesi Yatırım Ortaklığı A.Ş.



GÖZDE GİRİŞİM SERMAYESİ YATIRIM ORTAKLIĞI A.Ş.
AGENDA OF THE ORDINARY GENERAL MEETING FOR 2025

1. Opening and formation of the Meeting Chairmanship,
2. Granting authority to the Meeting Chairmanship to sign the General Assembly Meeting Minutes,
3. Reading and discussion of the Board of Directors' Annual Activity Report for the 2025 fiscal year,
4. Reading of the summary of the Independent External Audit Report for the 2025 fiscal year,
5. Reading, discussion, and approval of the Financial Statements for the 2025 fiscal year,
6. Approval of the appointments of the Board Members appointed during the period,
7. Discussion and resolution regarding the release (acquittal) of the Board Members from liability for their activities and transactions during the 2025 fiscal year,
8. Election of new Board Members, determination of their terms of office and remuneration,
9. Discussion and resolution regarding the Board of Directors' proposal on dividend distribution,
10. Discussion and resolution on the Board of Directors' proposal for the selection of an Independent External Audit Firm for the audit of accounts and transactions for the 2026 fiscal year, pursuant to the Turkish Commercial Code and Capital Markets legislation,
11. Informing the shareholders regarding the collaterals, pledges, and mortgages granted by the Company in favor of third parties and the income or benefits obtained therefrom within the framework of Capital Markets Board regulations,
12. Granting permission to shareholders holding management control, Board Members, senior executives, and their spouses and relatives by blood or marriage up to the second degree, within the framework of Articles 395 and 396 of the Turkish Commercial Code; and informing the shareholders about the transactions carried out within this scope during 2025, in accordance with Principle 1.3.6 of the Capital Markets Board Corporate Governance Communiqué,
13. Closing.



ADDITIONAL EXPLANATIONS MADE WITHIN THE SCOPE OF ARTICLE 1.3.1 OF CORPORATE GOVERNANCE PRINCIPLES COMMUNIQUE (SERIAL: II NO: 17.1)

1.3.1.a - As of the date of the announcement, the total number of shares and voting rights reflecting the shareholding structure of the company, if there are privileged shares in the capital of the company, the number of shares representing each privileged share group and voting rights:

The company's articles of association do not contain any privileges regarding the exercise of voting rights. According to the articles of association, each share gives one voting right. As of the latest situation, the shareholding structure of the Company is as follows;

Shareholders	31 December 2025		31 December 2024	
	Share capital (%)	Capital Amount (TRY)	Share capital (%)	Capital Amount (TRY)
Kökler Yatırım Holding A.Ş.	29.73	114,466,300	29.73	114,466,300
Yıldız Holding A.Ş.	22.79	87,731,783	22.79	87,731,783
Şükran Danışmanlık ve Yönetim A.Ş.	5.14	19,803,301	5.14	19,803,301
İhsaniye Danışmanlık ve Yönetim A.Ş.	5.14	19,803,301	5.14	19,803,301
Clarastra Danışmanlık ve Yönetim A.Ş.	5.14	19,803,301	5.14	19,803,301
Other	32.06	123,392,014	32.06	123,392,014
Nominal Capital	100	385,000,000	100	385,000,000

1.3.1.b - Information on the changes in the management and activities of the company and its subsidiaries that have taken place in the previous accounting period or planned in the future accounting periods, which will significantly affect the activities of the partnership, and the reasons for these changes.

In the event of a change in management and operational matters that may significantly affect company activities, a public disclosure is made within the framework of the relevant communique.

1.3.1.c - Information on the dismissal, replacement or election of the members of the board of directors on the agenda of the general assembly meeting, if any; justification for their dismissal and replacement, CVs of persons whose candidacy for board of directors has been submitted to the partnership, their duties in the last ten years and reasons for leaving, the nature and importance level of the partnership and their relationship with its related parties, whether they have independence or not, and similar issues that may affect the partnership activities in case these persons are elected as members of the board of directors.

Within the framework of the Capital Markets Board's Communiqué on Corporate Governance No. II-17.1, the report of the Corporate Governance Committee, which has assumed the duties of the Nomination Committee, was evaluated, and an application was made to the Capital Markets Board for the candidacy opinions of Ms. Esra KIVRAK, Ms. Fatma Pınar ILGAZ, and Mr. Ali TUĞLU. Following the positive opinion of the CMB (SPK), the independent member candidacies will be submitted for the approval of the first General Assembly to be held.



1.3.1.ç - The requests submitted by the shareholders of the partnership in writing to the Investor Relations Department regarding the inclusion of an item on the agenda, in cases where the board of directors doesn't accept the agenda proposals of the partners, the proposals that are not accepted and the reasons for rejection.

None

1.3.1.d - In case of a change in the articles of association on the agenda, together with the decision of the relevant board of directors, the old and new forms of the amendments to the articles of association:

None



POWER OF ATTORNEY

I hereby appoint, who is introduced in detail below, as my proxy, to be authorized to represent us/me, to vote, to make proposals and to sign the necessary documents in line with the views I have stated below at the ordinary general meeting of Gözde Girişim Sermayesi Yatırım Ortaklığı A.Ş. to be held 28/04/2026, at 14:00 at Kisikli Mah. Ferah Cad. No:1 B.Camlıca Uskudar/Istanbul address.

Proxy's(*):

Name, Surname / Commercial Title:

Turkish Identity No/Tax No, Trade Registry and Number and MERSIS number:

(*) For proxies of foreign nationality, it is obligatory to submit the equivalents of the aforementioned information, if any.

Note: The power of attorney must be notarized.

For the sections 1 and 2 given below, one of the options (a), (b) or (c) should be chosen to determine the scope of the representation authority.

1. Regarding the Matters Included in the Agenda of the General Meeting;

- The proxy is authorized to vote in line with his/her own opinion.
- The proxy is authorized to vote in line with the proposals of the partnership management.
- The proxy is authorized to vote in accordance with the instructions given in the table below.

Instructions:

In case (c) choice is selected by the shareholder, one of the options (accept or reject) given opposite the relevant general assembly agenda item is marked and in case the reject option is selected, it is given by stating the dissenting opinion, if any, which is requested to be written in the minutes of the general assembly meeting.

Agenda Items (*)	Accept	Reject	Dissenting Opinion
1. Opening and formation of the Meeting Chairmanship,			
2. Granting authority to the Meeting Chairmanship to sign the General Assembly Meeting Minutes,			
3. Reading and discussion of the Board of Directors' Annual Activity Report for the 2025 fiscal year,			
4. Reading of the summary of the Independent External Audit Report for the 2025 fiscal year,			



5. Reading, discussion, and approval of the Financial Statements for the 2025 fiscal year,			
6. Approval of the appointments of the Board Members appointed during the period,			
7. Discussion and resolution regarding the release (acquittal) of the Board Members from liability for their activities and transactions during the 2025 fiscal year,			
8. Election of new Board Members, determination of their terms of office and remuneration,			
9. Discussion and resolution regarding the Board of Directors' proposal on dividend distribution,			
10. Discussion and resolution on the Board of Directors' proposal for the selection of an Independent External Audit Firm for the audit of accounts and transactions for the 2026 fiscal year, pursuant to the Turkish Commercial Code and Capital Markets legislation,			
11. Informing the shareholders regarding the collaterals, pledges, and mortgages granted by the Company in favor of third parties and the income or benefits obtained therefrom within the framework of Capital Markets Board regulations,			
12. Granting permission to shareholders holding management control, Board Members, senior executives, and their spouses and relatives by blood or marriage up to the second degree, within the framework of Articles 395 and 396 of the Turkish Commercial Code; and informing the shareholders about the transactions carried out within this scope during 2025, in accordance with Principle 1.3.6 of the Capital Markets Board Corporate Governance Communiqué,			

- Voting is not done on information items.

(*) Matters in the agenda of the General Meeting are listed one by one. If the minority has a separate draft resolution, this is also indicated separately to ensure voting by proxy.



2. Special instruction regarding other issues that may arise in the General Meeting and especially the use of minority rights:

- a) The proxy is authorized to vote in line 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; Special instructions, if any, to be given by the shareholder to the proxy are specified here.

The shareholder chooses one of the options below and specifies the shares he/she wants the proxy to represent.

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

- a) Composition and series:*
- b) Number/Group:**
- c) Pieces-Nominal value:
- ç) Whether there is a voting privilege:
- d) Bearer-Registered:*
- e) Ratio of shareholder to total shares/voting rights:

*This information is not requested for the dematerialized shares.

**For the dematerialized shares, information about the group, if any, will be given instead of the number.

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

NAME, SURNAME or TITLE OF THE SHAREHOLDER(*)

Turkish Identity No/Tax No, Trade Registry and Number and MERSIS number:

Address:

(*) For shareholders of foreign nationality, it is obligatory to submit the equivalents of the aforementioned information, if any.

SIGNATURE