

GLOBAL YATIRIM HOLDİNG A.Ş.

INFORMATION MEMORANDUM FOR THE ORDINARY GENERAL ASSEMBLY MEETING TO BE HELD ON 03.07.2025, REGARDING THE FINANCIALS OF THE YEAR 2024

Our Company's Ordinary General Assembly Meeting regarding the activities and financials of the year 2024 will be held on **July 03, 2025, at 14.00**, at the Company headquarters located at **Büyükdere Cad. No: 193/2 Esentepe Mah. Şişli/İstanbul** to discuss the below-mentioned agenda items.

In accordance with the legal requirements, 01.01.2024 – 31.12.2024 Consolidated Financial Statements and footnotes, the Independent Auditor's Report, the Board of Directors' Annual Report and the Information Memorandum prepared in accordance with the Corporate Governance Rules containing explanations regarding each Agenda item are made available to the shareholders at the Company Headquarters, Public Disclosure Platform (KAP, www.kap.org.tr/en/), on the Company's corporate website at www.globalyatirim.com.tr, on the Public Disclosure Platform, and on the Electronic General Assembly System of the Central Registry Agency at least three weeks prior to the meeting.

The shareholders of our company will be able to attend the Ordinary General Assembly Meeting in person or through their representatives, either physically or electronically. Participation in the meeting through the electronic environment is possible with the shareholders' or representatives' secure electronic signatures. Therefore, shareholders who will use the Electronic General Assembly System ("EGAS") must first have a secure electronic signature and register with the Central Securities Depository Joint Stock Company ("CSD")'s e-CSD Information Portal. Shareholders or representatives who do not register with the e-CSD Information Portal and do not have secure electronic signatures will not be able to participate in the General Assembly Meeting through the EGAS electronically.

In accordance with Article 415/4 of the Turkish Commercial Code No, 6102 and Article 30/1 of the Capital Markets Law No, 6362, attendance and voting at the General Assembly is not conditional upon the deposit of Company shares at the Central Registry Agency. Therefore, our shareholders do not have to block their GLYHO shares, in the event that they would like to attend the Ordinary General Assembly Meeting. However, the shareholders, who prefer not to disclose information regarding their IDs and shares held in their accounts, and therefore whose information is not available to our company, must consult their custodians and remove such restriction, which keeps the information regarding their IDs and shares undisclosed to our company, until 17.00 the day before the meeting, at the latest, if they wish to attend the meeting.

Our shareholders and their representatives, who attend the meeting electronically are required to fulfill their obligations in accordance with the provisions of Regulation Regarding the Electronic General Assembly of the Joint Stock Company published on the Official Gazette dated 28.08.2012 and numbered 28395 and Communiqué Regarding Electronic General Assembly System to be applied in the General Assembly Meetings of the Joint Stock Companies, published on the Official Gazette dated 29.08.2012 and numbered 28396.

Shareholders who will attend the meeting in person are required to present their IDs upon entering the meeting. Shareholders unable to attend the meeting in person, save for the rights and obligations of the ones participating electronically via the Electronic General Assembly System, shall prepare and submit the notarized proxy documents (Annex-1) issued in accordance with the requirements of the Capital Markets legislation. Pursuant to the relevant Communiqué, proxy forms that do not conform to the draft template annexed to the General Assembly invitation notice shall strictly not be accepted due to legal obligations. A proxy document is not required from a proxy appointed electronically through the Electronic General Assembly Meeting System.

At the Ordinary General Assembly Meeting, the voters shall use the open voting system by raising hands, without prejudice to the provisions of electronic voting regarding the voting of each item on the agenda.

All stakeholders and the press are invited to the General Assembly Meeting. For the avoidance of doubt, all rights and authorities pertaining to voting at the General Assembly rest exclusively with the shareholders.

Detailed information on processing shareholders' personal data within the framework of the Law on the Protection of Personal Data (No. 6698) is available at the Personal Data Protection section on www.globalyatirim.com.tr.

GLOBAL YATIRIM HOLDİNG A.Ş.

ORDINARY GENERAL ASSEMBLY MEETING
AGENDA
(03.07.2025)

1. Opening and the constitution of the Board of Presidency,
2. Authorization of the Board of Presidency for the execution of the minutes of the meeting,
3. Reading of and discussion on the Activity Report of the Board of Directors for the Fiscal Year 2024,
4. Reading of and discussion on the Summary of the Independent Audit Report for the Fiscal Year 2024,
5. Reading of, discussion on and approval of the Balance Sheet, Profit-Loss Accounts for the Fiscal Year 2024,
6. Discussion on the release of the members of the Board of Directors with respect to Company's activities in the Fiscal Year 2024,
7. Discussion on and determination of the proposal of the Board of Directors regarding dividend distribution,
8. Determination of the wages/attendance fee to be paid to the members of the Board of Directors,
9. Election of the members of the Board of Directors and determination of their terms of Office,
10. Appointment of the independent audit firm that is to conduct the independent audit of the fiscal year 2025 in accordance with Article 399 of the Turkish Commercial Code and the regulations of the Capital Markets Board,
11. Informing the shareholders about the donations and grants made in the Fiscal Year 2024 and determination of the upper limit for the donations to be made in the fiscal year 2025,
12. Informing the shareholders about the collaterals, pledges, mortgages granted, and revenues or benefits obtained for the purpose of securing debt of third parties in the Fiscal Year 2024,
13. Informing the shareholders about the transactions made in the Fiscal Year 2024 with related parties and with the people stated under Article 1.3.6 of the Corporate Governance Principles of the Capital Market Board,
14. Approval of the payments made by our Company in the Fiscal Year 2024 to the members of the Board of Directors and senior executives,
15. Informing the General Assembly regarding the share buyback transactions carried out by the Company on the stock exchange, in accordance with the Principle Decision published in the Capital Markets Board's Weekly Bulletin dated 19.03.2025 and numbered 2025/16, and pursuant to the Board of Directors' resolution dated 24.03.2025.
16. Discussion and approval of the Board of Directors' proposal dated 14.03.2025 regarding the share buyback program of the Company, within the scope of the relevant provisions of the Turkish Commercial Code, the Capital Markets Law, and the Capital Markets Board's Communiqué II-22.1 on Share Buyback,
17. Granting authority to the members of the Board of Directors in accordance with articles 395 and 396 of the Turkish Commercial Code,
18. Wishes and closing of the meeting.

ADDITIONAL EXPLANATIONS WITHIN THE SCOPE OF CMB REGULATIONS

1. Capital Structure and Voting Rights

The upper limit of the registered capital of the Company is 9,000,000,000.-TL and is divided into 900,000,000,000 shares each of which has 1 Kr (one Kr) nominal value. All of the shares are registered shares. The permission of the upper limit of the registered capital given by the Capital Market Board is valid for the years of 2022-2026 (5 years). The issued capital of the Company is 1,950,000,000.- TL and the shares representing this capital are grouped as follows;

Group	Number	Amount (Kr)
A	20	20
D	1,000,000	1,000,000
E	1,500,000	1,500,000
C	194,997,499,980	194,997,499,980
Total	195,000,000,000	195,000,000,000

The Company's capital of 1.950,000,000.-TL has been paid in cash and in full as free of collusion.

(A), (D) and (E) group shares have privilege and (C) group shares have no privilege. The privileged shares do not have voting privilege, and each share has one vote. The privileged share groups had been formed before the Company had gone public, and their amendment and/or removal is subject to the consent of the privileged shareholders by law, and is thus out of scope of the authority of the general assembly of the shareholders. As per Article 9 of the Articles of Association, with the title "Board of Directors, Term and Quora", it is required that 2 of the members of the Board of Directors be elected among candidates nominated by Group (A) shareholders, one among candidates nominated by Group (D) shareholders and one among candidates nominated by Group (E) shareholders. Each nominee for the Board of Directors shall be identified by decision of simple majority of present members of shareholders belonging to share group or share groups nominating him/her. Although all shareholders are entitled to nominate a candidate for the Board of Directors, their nomination shall be approved by Group (A) shareholders prior to election if they are to be elected as the Board of Directors member by General Assembly. For two members of the Board of Directors, all shareholders are entitled to nominate. In case one of Group (D) or Group (E) shareholders fail to nominate a candidate, relevant nominee shall be assigned by mentioned other group. In case none of Group (D) or Group (E) shareholders nominate a candidate, any shareholder can nominate a candidate for these two members of the Board of Directors.

Mehmet Kutman, founding shareholder, Chair of the Board and the Chief Executive Officer, owns 50% of (A) group shares, 75.15% of (D) group shares and 73.67% of (E) group shares, while Erol Göker, founding shareholder and Vice-Chair of the Board, owns 50% of (A) group shares, 12.1% of (D) group shares and 8.23% of (E) group shares.

Shareholding structure and the voting rights of our shareholders are provided in the following table:

Shareholding structure and the voting rights		
As of 31 December 2024	Capital Ratio (%)	Voting Right Stake (%)
Mehmet Kutman*	35,42	35,42
Bülent Büyükuğur	10,21	10,21
Other	54,37	54,37
Total	100.-	100.-

* The shares registered in the name of VTB (Europe) SE (“VTB Europe”) in the shareholder structure of Global Yatırım Holding A.Ş. are in fact owned by Turkcom Turizm Enerji İnşaat Gıda Yatırımları A.Ş. (“Turkcom”). All of the shares representing 100% of Turkcom’s capital are owned by Mehmet Kutman. Turkcom and VTB Europe entered into a Global Master Repurchase Agreement (2011 Version) on 15 September 2021. Pursuant to this agreement, a total of 92,621,796 Class C non-privileged shares owned by Turkcom were pledged as collateral for a loan and transferred to the custody account of VTB Europe at Citi Bank London’s Istanbul branch. The agreement has expired, and negotiations are ongoing between both VTB Europe (which, as of 1 January 2024, has been renamed as OWH SE i.L. (Ost-West Handelsbank – East-West Commercial Bank)) and Turkcom for the return of the shares. VTB Europe (OWH SE i.L.) was removed from OFAC’s list of sanctioned entities as of 2 April 2024, and the transaction is expected to be concluded shortly. The shares held in custody at Citi Bank London as collateral do not grant VTB Europe any rights to participate in management or receive dividends.

2. Managerial and Operational Changes in Our Company or our Subsidiaries which may Significantly Affect the Activities of our Company:

The substantial management and operational changes which took place in 2024 and are planned to take place in 2025 are announced to the public through material event disclosures, announcements and Financial Statements Footnotes. Material event disclosures made by our Company in accordance with legal requirements are available at <https://globalyatirim.com.tr/tr/duyurular/ozel-durum-aciklamalari> on our website and <https://www.kap.org.tr/tr/sirket-bilgileri/genel/967-global-yatirim-holding-a-s>

3. In case the agenda of the General Assembly Meeting includes the dismissal, replacement, or election of members of the Board of Directors; information shall be provided regarding the reasons for dismissal or replacement, and for those whose candidacy for board membership has been submitted to the Company: their résumés, positions held in the last ten years and the reasons for leaving those positions, the nature and materiality of their relationship with the Company and its related parties, whether they meet the independence criteria, and any other matters that may affect the Company’s operations if they are elected as board members.

As the term of office of the current members of the Board of Directors (Mehmet Kutman, Erol Göker, Serdar Kırmaz, Ayşegül Bense, Oğuz Satıcı, Hüseyin Faik Açıkalın, and Gülsüm Azeri) will expire on August 3, 2025, the election of board members is included in the agenda of the General Assembly Meeting. Pursuant to Article 9 of the Company’s Articles of Association, the Board of Directors shall consist of seven (7) members, who are elected for a term not exceeding three (3) years. The résumés of the current members of the Board of Directors are published on the Company’s website: <https://globalyatirim.com.tr/tr/yonetim-kurulu/>. In addition to the election of board members, in order

to ensure compliance with the Capital Markets Board's Communiqué on Corporate Governance No. II-17.1, the General Assembly will also carry out the election of independent board members.

4. Information regarding demands of shareholders, Capital Markets Board of Turkey or other regulatory authorities for placing an article on the agenda:

No request has been submitted to the Investor Relations Department concerning a demand by the shareholders, Capital Markets Board of Turkey or other regulatory authorities to have an article placed on the agenda of the ordinary general assembly meeting to be held on the 2024 financials.

**ANNOUNCEMENTS PERTAINING TO THE AGENDA ITEMS OF THE ORDINARY
GENERAL ASSEMBLY MEETING DATED 03.07.2025**

1. Opening and the constitution of the Board of Presidency

Within the framework of the provisions of Turkish Commercial Code no. 6102 (“TCC”) and the Regulation of the Ministry of Customs and Commerce regarding Principles and Procedures of General Assembly Meetings of Joint Stock Companies and Representatives of the Ministry of Customs and Commerce to Be Present in These Meetings ("Regulation" or "General Assembly Regulation"), a Board of Presidency shall be elected to chair the general assembly meeting.

2. Authorization of the Board of Presidency for the execution of the minutes of the meeting

In accordance with the provisions of TCC and the Regulation, granting authority to the Board of Presidency for the purposes of signing the minutes of the meeting shall be voted.

3. Reading of and discussion on the Activity Report of the Board of Directors for the Fiscal Year 2024

In accordance with the provisions of TCC and the Regulation and the Capital Markets Code no. 6362 (“Capital Markets Law”), shareholders shall be informed on the Consolidated Financial Statements, the Independent Auditor’s Report, and the Board of Directors’ Annual Report, including the Corporate Governance Compliance Report, along with the following agenda and the Information Memorandum containing the information required by Capital Markets Board regulations, which were made available to the shareholders at Company Headquarters, on the Company’s corporate website at www.globalyatirim.com.tr and in the Electronic General Meeting System of the Central Registry Agency, three weeks prior to the general assembly meeting as per the mandatory legal period, and such documents shall be approved by the shareholders.

4. Reading of and discussion on the Summary of the Independent Audit Report for the Fiscal Year 2024

A summary of the Independent Auditor's Report, which is prepared for the fiscal year 2024 in accordance with the provisions of TCC and the Regulation and the Capital Markets Law, shall be read out loud. Independent Auditor's Report is available on the Company’s corporate website at www.globalyatirim.com.tr.

5. Reading of, discussion on and approval of the Balance Sheet, Profit-Loss Accounts for the Fiscal Year 2024

Information about our financial statements and legal statutory accounts, which, pursuant to the TCC and Capital Markets Law have been made ready three weeks prior to the general assembly meeting at our Company Headquarters and on <http://www.globalyatirim.com.tr/tr/> for review of our shareholders, shall be presented to our shareholders for their evaluation and approval.

6. Discussion on the release of the members of the Board of Directors with respect to Company's activities in the Fiscal Year 2024

Pursuant to the TCC, the release of the members of the Board of Directors regarding the activities, transactions and accounts for the year 2024 shall be submitted to the General Assembly for its approval.

7. Discussion on and determination of the proposal of the Board of Directors regarding dividend distribution

In accordance with the financial statements prepared in compliance with Turkish Financial Reporting Standards ("TFRS") pursuant to the regulations of the Capital Markets Board ("CMB"), our Company recorded a net profit of TRY 3,314,682,862 for the financial year ending on 31.12.2024. According to our legal records ("LR") kept in accordance with the Tax Procedure Law and other applicable legislation, the net profit for the same period was TRY 136,451,298.54.

As per the financial statements prepared in accordance with TFRS, after adding donations amounting to TRY 15,651,013 to the net profit of TRY 3,314,682,862 and deducting the legal reserves of TRY 6,822,564.93, the net distributable profit for the period amounts to TRY 3,323,511,310.07.

As per the financial statements prepared in accordance with the Turkish Tax Procedure Law (VUK), after setting aside legal reserves of TRY 6,822,564.93 from the period profit of TRY 136,451,298.54, the net distributable profit for the period amounts to TRY 129,628,733.61.

In accordance with the CMB regulations, the lower of the amounts determined under TFRS and LR shall be taken as the basis for profit distribution.

Accordingly, it has been resolved to propose the following matters to the approval of our shareholders at the upcoming Ordinary General Assembly Meeting:

- a) Allocation of TRY 6,822,564.93 as legal reserves for the financial period between 01.01.2024 - 31.12.2024,
- b) Distribution of a total (gross) cash dividend of TRY 125,000,000 from the net distributable profit of TRY 129,628,733.61,
- c) Completion of cash dividend payments by no later than December 31, 2025.

This proposal by the Board of Directors will be discussed and finalized by the General Assembly.

8. Determination of the wages/attendance fee to be paid to the members of the Board of Directors

In accordance with the provisions of TCC, the Regulation and the Capital Markets Law, the wages/attendance fee to be paid to the members of the Board of Directors shall be determined.

9. Election of the members of the Board Members and Determination of Their Terms of Office

As the term of office of the current members of the Board of Directors (Mehmet Kutman, Erol Göker, Serdar Kırmaz, Ayşegül Bense, Oğuz Satıcı, Hüseyin Faik Açıkalın, and Gülsüm Azeri) will expire on August 3, 2025, the agenda of the General Assembly Meeting includes the election of Board members and determination of their terms of office. Pursuant to Article 9 of the Company's Articles of Association, the Board of Directors consists of seven (7) members, who are elected for a term not exceeding three (3) years. The résumés of the current Board members are available on the Company's website at: <https://globalyatirim.com.tr/tr/yonetim->

[kurulu/](#). In addition, in order to ensure compliance with the Capital Markets Board's Communiqué on Corporate Governance No. II-17.1, the election of independent members will also be conducted.

10. Appointment of the independent audit firm that is to conduct the independent audit of the Fiscal year 2025 in accordance with Article 399 of the Turkish Commercial Code and the regulations of the Capital Markets Board

In accordance with the Turkish Commercial Code and Capital Markets Board regulations, and taking into consideration the opinion of the Audit Committee and the Board of Directors resolutions to have PKF Aday Bağımsız Denetim Anonim Şirketi serve as the independent auditor of the Company's financial reports for the financial year 2025 and to let it conduct other activities that fall within its purview within the context of the regulations. This decision shall be submitted to the General Assembly for ratification.

11. Informing the shareholders about the donations and grants made in the Fiscal Year 2024 and determination of the upper limit for the donations to be made in the Fiscal year 2025

Pursuant to Article 6(2) of the CMB's Communiqué on Dividends No. II-19.1, information concerning the donations and payments made within a year must be provided to shareholders at the general assembly meeting. This is only for information purposes, and is not to be submitted to the approval of the shareholders.

Additionally, as per Article 19(5) of the Capital Markets Law, the upper limit of donations to be made in the year 2025 will be resolved upon at the general assembly meeting.

12. Informing the shareholders about the collaterals, pledges, mortgages granted, and revenues or benefits obtained for the purpose of securing debt of third parties in the Fiscal Year 2024

The shareholders shall be provided with the information that no collaterals, pledges, mortgages and sureties have been provided to secure third party debts within the year 2024 and therefore no income or benefit has been derived by our Company from collaterals, pledges, mortgages and sureties that have been provided to secure third party debts.

13. Informing the shareholders about the transactions made in the Fiscal Year 2024 with related parties and with the people stated under Article 1.3.6 of the Corporate Governance Principles of the Capital Market Board

Pursuant to Article 1.3.6 of the Corporate Governance Principles of the Capital Market Board, the General Assembly shall be informed in the event that shareholders having managerial control, board members, senior management and their relatives up to the second degree of blood or affinity engage in a significant business transaction creating a conflict of interest with the Company or its subsidiaries, competed with the company in the same line of business on their own behalf or on the behalf of others, or was involved in the same business as that of the Company as unlimited partner in another company. Information about said transactions must be included as a separate article on the agenda and recorded into the minutes of the General Assembly.

To fulfill the requirements of the foregoing, the shareholders will be provided with the information that there has not been any material transactions which require notification in accordance with the Corporate Governance Principle No. 1.3.6, and that however, all

transactions conducted with the related parties are indicated in footnote No.6 of the financial statements dated 31.12.2024.

14. Approval of the payments made by our Company in the Fiscal Year 2024 to the members of the Board of Directors and senior executives

Payments made to the Board Members and the executives of the Company in the year 2024 shall be submitted to the General Assembly for their approval.

15. Informing the General Assembly Regarding the Share Buyback Transactions Conducted by the Company on the Stock Exchange, in Accordance with the Principle Decision Published in the Capital Market Board's Weekly Bulletin Dated 19.03.2025 and Numbered 2025/16, and Pursuant to the Board of Directors Resolution Dated 24.03.2025

Pursuant to the Principle Decision published in the Capital Market Board's Weekly Bulletin dated 19.03.2025 and numbered 2025/16, companies whose shares are traded on the stock exchange may initiate a share buyback program through a board of directors resolution without the need for a general assembly resolution, provided that the program is submitted to the shareholders' information at the first general assembly meeting to be held thereafter. In line with this decision, our Company commenced the buyback of its own shares on the stock exchange pursuant to the Board of Directors resolution dated 24.03.2025. Shareholders will be informed at the General Assembly regarding the buyback transactions carried out from 24.03.2025 until the date of the General Assembly.

16. Discussion and Approval of the "Share Buyback Program Dated 14.03.2025" Regarding the Repurchase of the Company's Own Shares, within the Framework of the Relevant Provisions of the Turkish Commercial Code, the Capital Market Law, and the Capital Market Board's Communiqué No. II-22.1 on Share Buybacks

Pursuant to the Capital Market Board's Communiqué No. II-22.1 on Share Buybacks, the Board of Directors prepared the "Share Buyback Program dated 14.03.2025" and resolved to submit this program to the approval of the General Assembly. Under the relevant resolution, in order to minimize the impact of extraordinary market developments, contribute to the establishment of a fair market value for the Company's shares on the stock exchange, and ultimately protect the interests of all stakeholders, particularly our minority shareholders, it is proposed that: The Company (GLYHO) be authorized to buyback its own shares from the stock exchange; the maximum number of shares subject to buyback be set at 195,000,000 lots (representing 10% of the issued share capital); the maximum fund to be allocated for the buyback be determined as TRY 2,500,000,000; the Share Buyback Program be valid for a maximum period of 3 (three) years as of the date of approval by the General Assembly; and the "Share Buyback Program dated 14.03.2025" be submitted for the approval of the General Assembly.

17. Granting authority to the members of the Board of Directors in accordance with articles 395 and 396 of the Turkish Commercial Code

The members of the Board of Directors shall engage in business within scope of articles 395 and 396 of the TCC, entitled "Ban on doing Business with the Company and Borrowing from the Company" and "Non-Compete", only with the approval of the General Assembly. As per above, shareholders' approval shall be sought to allow board members to engage in such business. Shareholders shall also be inform of such business, if and when our Company is informed that such business took place within the relevant year.

18. Wishes and closing of the meeting

ANNEX-1 Form of Proxy

GLOBAL YATIRIM HOLDİNG A.Ş.
Esentepe Mah. Büyükdere Cad. No:193/2 Şişli/İstanbul

I/we hereby appoint [...], as my/our representative to represent me/us and vote, submit proposals and sign documents on my/our behalf, within the framework of the instructions below, at the Annual General Assembly Meeting of Global Yatırım Holding A.Ş. scheduled for 14.00 pm on 03.07.2025 or at any adjournment thereof and to be held at the Company headquarters located at Büyükdere Caddesi No: 193/2 Esentepe Mah. Şişli/İstanbul.

A) SCOPE OF REPRESENTATION AUTHORITY:

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. Regarding the Items on the Agenda of the General Assembly;

- a) The proxy holder is authorized to vote in accordance with their own discretion.
- b) The proxy holder is authorized to vote in line with the recommendations of the company management.
- c) The proxy holder is authorized to vote in accordance with the instructions specified in the table below.

2. Special instructions regarding other matters that may arise during the General Assembly meeting and specifically the exercise of minority rights:

- a) The proxy holder is authorized to vote in accordance with their own discretion.
- b) The proxy holder is not authorized to represent on these matters.
- c) The proxy holder is authorized to vote in accordance with the special instructions provided below.

B) The shareholder shall specify the shares to be represented by the proxy holder by selecting one of the options below.

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

- a) Series and class:*
 - b) Number/Group:**
 - c) Quantity – Nominal value:
 - ç) Whether privileged in voting rights:
 - d) Bearer or registered shares:
 - e) Proportion of total shares/voting rights held by the shareholder:
- *This information is not required for dematerialized shares.
**For dematerialized shares, if available, group information shall be provided instead of the number.

2. I hereby approve the representation by the proxy holder of all my shares registered under my name in the list of shareholders entitled to attend the general assembly, as prepared by the Central Registry Agency (MKK) on the day prior to the general assembly meeting.

SHAREHOLDER INFORMATION:

Full Name / Trade Name:
Turkish ID Number / Tax Identification Number:
Trade Registry Number:
MERSIS Number:
Address: