

**ORDINARY GENERAL ASSEMBLY MEETING MINUTES OF
GLOBAL YATIRIM HOLDİNG ANONİM ŞİRKETİ
(Jul 3, 2025)**

The Ordinary General Assembly of Global Yatırım Holding Anonim Şirketi (“Company”) convened on Thursday, Jul 3, 2025, at 2:00 p.m. at the Company Headquarters located at Esentepe Mahallesi Büyükdere Caddesi No: 193/2 Şişli/Istanbul to discuss the 2024 annual accounts under the supervision of Ministry Representative Mr. Mahmut GÜNDÖĞDU, who was assigned with the letter dated Jul 1, 2025, and numbered E-90726394-431.03-00110895461 by the Istanbul Governorship Provincial Directorate of Trade.

The Company invited its shareholders to the Ordinary General Assembly Meeting on Jun 3, 2025, through the Public Disclosure Platform of Türkiye’s Central Securities Depository and Trade Repository (“MKK”). The invitation was also published in the Turkish Trade Registry Gazette No. 11346 on Jun 5, 2025 (page 383) and made available on both the MKK Electronic General Meeting System and the Company’s website.

A review of the List of Participants revealed that out of the 195,000,000,000 shares representing the Company’s total capital of TRY 1.950.000.000 a total of 792.865.325.537 shares corresponding to TRY 792,865,325.537 were represented at the meeting. Of these, shares representing TRY 452.546.650 were represented by proxy, and shares representing TRY 340.318.675,537 were represented in person. Accordingly, it was concluded that the meeting quorum required by the Turkish Commercial Code, the Capital Markets Law, and the Articles of Association was met. The meeting was opened by Mehmet KUTMAN, Chairman of the Board of Directors. The meeting continued with the discussion of the agenda items.

1. As a result of the election held to form the Meeting Committee, it was unanimously decided that Mehmet KUTMAN would be elected as Meeting Chair, Selen Torun as Minutes Secretary, and Uğur Noyan as Vote Collector.
2. It was resolved, by majority vote, with 792,835,322.75 affirmative votes against 30,002.787 dissenting votes, that the meeting minutes shall be signed on behalf of the shareholders by the members of the Meeting Presidency.
3. Since the Board of Directors’ Annual Report regarding the Company’s operating results and accounts for the fiscal year 2024 had been made available for shareholders’ review at least three weeks prior to the meeting date at the Company headquarters, on the corporate website at www.globalyatirim.com.tr, on the Public Disclosure Platform and on the Electronic General Assembly System, and sufficient time had been provided for shareholders to review such report until the meeting date, it was resolved, by majority vote, with 792,835,322.75 affirmative votes against 30,002.787 dissenting votes, to accept the Board of Directors’ Annual Report for fiscal year 2024 as read. The Annual Report was opened for discussion; no one took the floor.
4. The Independent Audit Report summary (Opinion page) for the 2024 accounting period was read by the representative of PKF Aday Bağımsız Denetim A.Ş., the independent audit company present at the meeting. The summary was then opened for discussion, but no one took the floor.
5. Since the Balance Sheet and Statement of Profit and Loss for the fiscal year 2024 had been made available for shareholders’ review at least three weeks prior to the meeting date at the Company headquarters, on the corporate website at www.globalyatirim.com.tr, on the Public Disclosure Platform and on the Electronic General Assembly System, and sufficient time had been provided for shareholders to review such financial statements until the meeting date, it was resolved, by majority vote, with 49,681,262 affirmative votes against 30,002.787 dissenting votes, to accept the Balance Sheet and Statement of Profit and Loss as read, and the discussions commenced. No one took the floor.

The Balance Sheet and Statement of Profit and Loss for fiscal year 2024 were approved by majority vote with 792,835,322.75 affirmative votes against 30,002.787 dissenting votes.

6. In the voting held regarding the release of the members of the Board of Directors, the members of the Board did not exercise their voting rights arising from their own shares. As a result of the voting regarding the Company’s operating results and accounts for 2024, it was resolved, by majority vote, with 788,203,185 affirmative votes against 30,002.787 dissenting votes, to release each member of the Board of Directors who served during 2024 separately.
7. The discussions commenced regarding the Board of Directors’ proposal for profit distribution for the fiscal year ended on 31.12.2024.

The Chair of the Meeting informed the General Assembly that:

- According to the financial statements prepared in accordance with Turkish Financial Reporting Standards (“TFRS”) pursuant to Capital Markets Board (“CMB”) regulations, the Company had a net profit for the period of TRY 3,314,682,862, and according to the statutory records kept in accordance with the Tax Procedure Law and other applicable legislation (“Statutory Records”), the Company had a net profit for the period of TRY 136,451,298.54;
- According to the financial statements prepared in accordance with TFRS; after adding donations in the amount of TRY 15,651,013 to the net profit for the period of TRY 3,314,682,862 and deducting statutory reserves in the amount of TRY 6,822,564.93, the net distributable profit for the period amounted to TRY 3,323,511,310.07;
- According to the financial statements prepared in accordance with the Statutory Records, after setting aside statutory reserves in the amount of TRY 6,822,564.93 from the period profit of TRY 136,451,298.54, the remaining net distributable profit for the period amounted to TRY 129,628,733.61;
- Pursuant to the CMB regulations, the lower amount among those determined according to TFRS and the Statutory Records

must be taken as the basis for profit distribution.

Accordingly, in line with the proposal of the Board of Directors, it was resolved, by majority vote, with 792,835,322.75 affirmative votes against 30,002.787 dissenting votes, that:

- a) TRY 6,822,564.93 shall be set aside as statutory reserves for the fiscal year 01.01.2024–31.12.2024;
- b) out of the net distributable profit for the period amounting to TRY 129,628,733.61, a total gross amount of TRY 125,000,000 shall be distributed as cash dividend;
- c) cash dividend payments shall be completed no later than 30 September 2025;

and that the Board of Directors is authorized to carry out the necessary actions and transactions in relation thereto.

8. It was resolved, by majority vote, with 743,154,060.75 affirmative votes against 49,711,264.787 dissenting votes, to pay attendance fees starting from the month following the General Assembly date and continuing until a new amount is determined by the General Assembly, as follows: net TRY 135,000 per month to each Independent Board Member; net TRY 94,500 per month to the other Board Members.
9. Pursuant to the Articles of Association, the election of the members of the Board of Directors of the Company, consisting of seven (7) members, and determination of their term of office were discussed.

As a result of the vote taken,

- Mehmet KUTMAN, with Turkish ID No. , who was present at the meeting and declared his acceptance of the position, as a Member of the Board of Directors;
- Erol GÖKER, with Turkish ID No. , who was present at the meeting and declared his acceptance of the position, as a Member of the Board of Directors;
- Aységül BENSEL, with Turkish ID No. , whose declaration of acceptance of the position was seen, as a Member of the Board of Directors;
- Serdar KIRMAZ, with Turkish ID No. , who declared his acceptance of the position, as a Member of the Board of Directors;
- Hüseyin Faik AÇIKALIN, with Turkish ID No. , who was present at the meeting and declared his acceptance of the position, as an independent Board Member in accordance with the Corporate Governance regulations of the Capital Markets Board, with the prior approval of the I/A Group shareholders as required by the Articles of Association;
- Mevhibe Canan ÖZSOY, with Turkish ID No. , whose declaration of acceptance of the position was seen, was elected as an independent Board Member in accordance with the Corporate Governance legislation of the Capital Markets Board,
- Agah UĞUR, with Turkish ID No. , whose declaration of acceptance of office has been seen, as an independent member of the Board of Directors in accordance with the Corporate Governance legislation of the Capital Markets Board, was elected by a majority vote of 743,154,060.75 in favour and 49,711,264.787 against.

The election of the Board of Directors Members to serve for a term of 2 (two) years was approved by a majority vote of 743,154,060.75 votes in favour and 49,711,264.787 votes against.

10. Within the framework of the Turkish Commercial Code and Capital Markets Board regulations, it was resolved, by majority vote, with 792,835,322.75 affirmative votes against 30,002.787 dissenting votes, to appoint PKF Aday Bağımsız Denetim A.Ş., located at Reşit Paşa Mah. Eski Büyükdere Cad. Park Plaza No:14 Floor:3 Sarıyer/İstanbul, registered with the Istanbul Trade Registry under number 561406-0, registered with Maslak Tax Office under number 007 051 1435 and having MERSİS number 0007-0511-4350-0017, as the independent external auditor for the fiscal year 2025.
11. The Chair of the Meeting informed the shareholders that the total amount of donations and aids made in 2024 within the scope of the Company's Donations and Aid Policy amounted to TRY 13,887,326 based on nominal amounts (total amount calculated based on the purchasing power as of 31.12.2024: TRY 15,651,013), and that such amount consisted of various donations and aids made to various public institutions and organizations such as Istanbul Foundation for Culture and Arts, Turkish Education Foundation, Acil İhtiyaç Projesi Vakfı, Yatağan Sports Club, Biriz Dayanışma Association, local administrative authorities, municipalities, etc.
It was resolved, by majority vote, with 743,154,060.75 affirmative votes against 49,711,264.787 dissenting votes, to determine the upper limit for donations to be made in 2025 as TRY 35,000,000.
12. The shareholders were informed that in 2024, the Company did not provide any guarantees, pledges or mortgages to secure the debts of third parties and, accordingly, no income or benefit was obtained within this scope.
13. The shareholders were informed that in 2024, there was no transaction falling within the scope of Principle No. 1.3.6 of the Corporate Governance Principles annexed to the Capital Markets Board's Corporate Governance Communiqué No. II-17.1, in respect of transactions conducted with related parties and persons specified therein, and that all other transactions with related parties were explained in detail in footnote no. 6 of the consolidated financial statements dated 31.12.2024.
14. The Company's senior management consists of the senior executives of the Company and its subsidiaries, and the chairpersons, vice chairpersons, members of the boards of directors and general managers of the Company and its subsidiaries.
The table below, indicating the total gross amount of salaries, bonuses, attendance fees and other payments made in 2024 by the Company and its subsidiaries to the relevant board members and senior executives consisting of 79 persons, amounting to TRY 348,518,845 (total gross amount calculated based on the purchasing power as of 31.12.2024: TRY 391,253,083), was submitted

to the shareholders for information and approval. It was resolved, by majority vote, with 792,760,483.75 affirmative votes against 104,841.787 dissenting votes, to approve such payments.

31.12.2024 Endekslème Öncesi	Global Yatırıim Holding A.Ş.	Ardus Gayrimenkul Yatırımları A.Ş.	Global Ticari Emalak Yatırımları A.Ş.	Global Menkul Değerler A.Ş.-Konsolide	Census Enerji İşletmeciliği ve Hizmetleri A.Ş.	Straton Maden Yatırımları ve İşletmeciliği A.Ş.	Global Liman İşletmeleri A.Ş.	Ege Liman İşletmeleri A.Ş.	Global Gemicilik Turizm, Seyahat ve Nakliyat Hizmetleri A.Ş.	Port of Adria JSC - (Bar Limanı)	Global Ports Holding Plc	Naturelgaz San. ve Tic. A.Ş.	İstanbul Portföy Yönetimi A.Ş.	Toplam
Üst düzey yöneticilere ödenen ücretler	28.933.011	2.729.256	6.128.052	28.674.303	11.636.568	5.083.248	30.260.964	7.227.455	398.856	5.584.894	75.461.599	55.908.978	90.491.661	348.518.845
Huzur hakkı	7.272.474	1.517.082	672.734	1.534.794	5.013.404	1.310.346	277.243	-	398.856	785.153	-	4.592.749	1.717.617	25.092.452
Maas ve diğer yan haklar	21.660.537	1.212.174	5.455.318	27.139.509	6.623.164	3.772.902	29.983.721	7.227.455	-	4.799.741	75.461.599	51.316.229	88.774.044	323.426.393

15. The shareholders were informed that, pursuant to the Principle Decision published in the Capital Markets Board Weekly Bulletin dated 19.03.2025 and numbered 2025/16, and in accordance with the Board of Directors' resolution dated 24.03.2025, it was decided to put into effect immediately, without waiting for General Assembly approval, the Share Buyback Program dated 14.03.2025, with the aim of minimizing the impact of extraordinary developments in the markets, contributing to the creation of a healthy price formation environment for the Company's shares traded on the stock exchange, and ultimately protecting the interests of all stakeholders, primarily minority shareholders.

Within this scope, it was stated that by the Board of Directors' resolution dated 24.03.2025, the maximum number of shares to be subject to buyback was determined as 195,000,000 lots (10% of the issued capital) as specified in the Share Buyback Program dated 14.03.2025, and the maximum fund amount was determined as TRY 2,500,000,000.

It was further stated that in the period between 24.03.2025 and 30.06.2025, a total of 11,120,330 shares, corresponding to 0.5703% of the Company's capital, were repurchased, and a total of TRY 77,584,950 was paid in return. Within the scope of the buyback program, between 24.03.2025 and 30.06.2025, the Company purchased 11,120,330 GLYHO shares at an average price of TRY 6.97686 per share for a total of TRY 77,584,950, and the maximum share price in the purchase transactions was TRY 8.00.

16. The shareholders were informed that the "Share Buyback Program (2025) dated 14.03.2025" regarding the Company's buyback of its own shares, which was resolved by the Company's Board of Directors resolution dated 14.03.2025 and numbered 1131 to be submitted for shareholders' approval at the first General Assembly meeting, had been publicly disclosed on the Public Disclosure Platform and on the Company's corporate website at www.globalyatirim.com.tr as of 14.03.2025 and made available for shareholders' review, within the scope of the relevant provisions of the Turkish Commercial Code and the Capital Markets Law and the Capital Markets Board's Communiqué No. II-22.1 on Repurchased Shares.

The "Share Buyback Program (2025) dated 14.03.2025" was discussed; and it was stated that pursuant to the Communiqué No. II-22.1 on Repurchased Shares and the Principle Decision published in the Weekly Bulletin dated 19.03.2025 and numbered 2025/16, the Share Buyback Program had been initiated by the Board of Directors resolution dated 24.03.2025 without a General Assembly resolution, and that within the scope of such Share Buyback Program, a total of 11,120,330 shares, corresponding to 0.5703% of the Company, had been repurchased until 30.06.2025.

The Share Buyback Program was opened for discussion and submitted for voting.

It was resolved, by majority vote, with 790,830,371.75 affirmative votes against 2,034,953.787 dissenting votes, to approve the Share Buyback Program (2025) dated 14.03.2025, and that repurchase transactions to be carried out after the date of the General Assembly shall be conducted within the scope of the Share Buyback Program (2025) dated 14.03.2025.

17. It was resolved, by majority vote, with 792,835,322.75 affirmative votes against 30,002.787 dissenting votes, to grant permission to the members of the Board of Directors to perform transactions pursuant to Articles 395 and 396 of the Turkish Commercial Code.

18. No wishes or requests were expressed by the shareholders. Shareholder Özgür Taylan Aslan took the floor and thanked the Company's executives for their activities for fiscal year 2024 and for their sensitivity regarding corporate governance.

As the discussions on the agenda items were completed, the Chair announced that the meeting was closed.

Mahmut GÜNDÖĞDU
Ministry Representative

Erol GÖKER
Chair of the Meeting

Uğur NOYAN
Vote Collector

Selen TORUN
Minutes Secretary