

GLOBAL YATIRIM HOLDİNG ANONİM ŞİRKETİ
INFORMATION MEMORANDUM
FOR THE ORDINARY GENERAL ASSEMBLY MEETING TO BE HELD ON 14.05.2026,
REGARDING THE FINANCIALS OF THE YEAR 2025

Our Company's Ordinary General Assembly Meeting regarding the activities and financials of the year 2025 will be held on **May 14, 2026, at 14.00**, at the Company headquarters located at **Büyükdere Cad. No: 193/2 Esentepe Mah. Şişli/Istanbul** to discuss the below-mentioned agenda items.

In accordance with the legal requirements, 01.01.2025 – 31.12.2025 Consolidated Financial Statements and footnotes, the Independent Auditor's Report, the Board of Directors' Annual Report, 2024 Sustainability 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
(14.05.2026)

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 2025,
4. Reading of and discussion on the Summary of the Independent Audit Report for the Fiscal Year 2025,
5. Reading of, discussion on and approval of the Balance Sheet, Profit-Loss Accounts for the Fiscal Year 2025,
6. Submission to the approval of the General Assembly of the appointment by the Board of Directors of the sustainability auditor who conducted the assurance audit of the 2024 Sustainability Report prepared in accordance with the Türkiye Sustainability Reporting Standards,
7. Reading and discussion of the 2024 Sustainability Report, prepared in accordance with the Türkiye Sustainability Reporting Standards and subjected to a sustainability assurance audit,
8. Discussion on the release of the members of the Board of Directors with respect to Company's activities in the Fiscal Year 2025,
9. Discussion on and determination of the proposal of the Board of Directors regarding dividend distribution,
10. Determination of the wages/attendance fee to be paid to the members of the Board of Directors,
11. Appointment of the independent audit firm that is to conduct the independent audit of the fiscal year 2026 in accordance with Article 399 of the Turkish Commercial Code and the regulations of the Capital Markets Board,
12. Appointment of the sustainability auditor who will conduct the assurance audit of the 2025 Sustainability Report to be prepared in accordance with the Türkiye Sustainability Reporting Standards,
13. Informing the shareholders about the donations and grants made in the Fiscal Year 2025 and determination of the upper limit for the donations to be made in the fiscal year 2026,
14. 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 2025,
15. Informing the shareholders about the transactions made in the Fiscal Year 2025 with related parties and with the people stated under Article 1.3.6 of the Corporate Governance Principles of the Capital Market Board,
16. Approval of the payments made by our Company in the Fiscal Year 2025 to the members of the Board of Directors and senior executives,
17. Informing the General Assembly regarding the share buyback transactions carried out by the Company on the stock exchange, in accordance with the currently effective Share Buyback Program,
18. Granting authority to the members of the Board of Directors in accordance with articles 395 and 396 of the Turkish Commercial Code,
19. 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 2025	Capital Ratio (%)	Voting Right Stake (%)
Mehmet Kutman*	35,97	35,97
Bülent Büyükuğur	8,27	8,27
Other	55,76	55,76
Total	100.-	100.-

** Shares corresponding to 18.72% of the share capital of Global Investment Holding Inc., held directly and indirectly by Mehmet Kutman, are held through Turkcom Turizm Enerji İnşaat Gıda Yatırımları A.Ş., of which Mehmet Kutman is the sole shareholder; whereas shares corresponding to 17.18% of the share capital are held through Rota Portföy ABİS Equity Free Special Fund, of which Mehmet Kutman is the sole investor.*

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 2025 and are planned to take place in 2026 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.

The agenda of the General Assembly Meeting of the Company does not include any item regarding the removal, replacement, or election of members of the Board of Directors.

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 2025 financials.

**ANNOUNCEMENTS PERTAINING TO THE AGENDA ITEMS OF THE ORDINARY
GENERAL ASSEMBLY MEETING DATED 14.05.2026**

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 2025

Within the framework of the Turkish Commercial Code, the relevant Regulation, and the Capital Markets Law No. 6362 (the “Capital Markets Law”), information will be provided on the 2025 Annual Report, which includes the corporate governance compliance report and has been made available for the review of our shareholders for a period of three weeks prior to the General Assembly meeting at the Company’s headquarters, on the Public Disclosure Platform (KAP; www.kap.org.tr), on the Central Securities Depository’s Electronic General Assembly portal, and on the Company’s corporate website at www.globalyatirim.com.tr; and such documents will be submitted to the opinion of our shareholders.

4. Reading of and discussion on the Summary of the Independent Audit Report for the Fiscal Year 2025

The Independent Audit Report is made available, within the statutory time limits and at least three weeks prior to the General Assembly meeting, on our corporate website (www.globalyatirim.com.tr), the Public Disclosure Platform (“KAP”), and the Central Securities Depository’s Electronic General Assembly portal.

5. Reading of, discussion on and approval of the Balance Sheet, Profit-Loss Accounts for the Fiscal Year 2025

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. Submission to the General Assembly for approval of the appointment by the Board of Directors of the sustainability auditor who conducted the assurance audit of the 2024 Sustainability Report prepared in accordance with the Türkiye Sustainability Reporting Standards

For the purpose of carrying out the sustainability assurance audit of the sustainability report relating to the 2024 financial year prepared in accordance with the Türkiye Sustainability Reporting Standards, KPMG Bağımsız Denetim ve Serbest Muhasebeci Mali Müşavirlik A.Ş., appointed by the Board of Directors as the sustainability auditor, shall be submitted to the approval of the General Assembly.

7. Reading and discussion of the 2024 Sustainability Report prepared in accordance with the Türkiye Sustainability Reporting Standards and subject to sustainability assurance

The Sustainability Report relating to the 2024 financial year, prepared in accordance with the Türkiye Sustainability Reporting Standards pursuant to applicable legislation and subject to a sustainability assurance engagement, shall be submitted to the information and consideration of the shareholders.

8. Discussion on the release of the members of the Board of Directors with respect to Company's activities in the Fiscal Year 2025

Pursuant to the TCC, the release of the members of the Board of Directors regarding the activities, transactions and accounts for the year 2025 shall be submitted to the General Assembly for its approval.

9. 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 5,088,821,559 for the financial year ending on 31.12.2025. 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 306,915,907.22.

As per the financial statements prepared in accordance with TFRS, after adding donations amounting to TRY 21,309,524 to the net profit of TRY 5,088,821,559 and deducting the legal reserves of TRY 15,345,795.36, the net distributable profit for the period amounts to TRY 5,094,785,287.64.

As per the financial statements prepared in accordance with the Turkish Tax Procedure Law (VUK), after setting aside legal reserves of TRY 15,345,795.36 from the period profit of TRY 306,915,907.22, the net distributable profit for the period amounts to TRY 291,570,111.86.

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 15,345,795.36 as legal reserves for the financial period between 01.01.2025 - 31.12.2025,

b) Distribution of a total (gross) cash dividend of TRY 200,000,000 from the net distributable profit of TRY 291,570,111.86,

c) Completion of cash dividend payments by no later than December 31, 2026.

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

10. 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.

11. Appointment of the independent audit firm that is to conduct the independent audit of the Fiscal year 2026 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 2026 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.

12. Appointment of the sustainability auditor to conduct the assurance audit of the 2025 Sustainability Report to be prepared in accordance with the Türkiye Sustainability Reporting Standards

Pursuant to the Türkiye Sustainability Reporting Standards, and based on the favourable opinion of the Sustainability Committee and the resolution of the Board of Directors, the appointment of KPMG Bağımsız Denetim ve Serbest Muhasebeci Mali Müşavirlik A.Ş., proposed to carry out the assurance audit of the annual sustainability report for the 2025 reporting period, shall be submitted to the approval of the shareholders.

13. Informing the shareholders about the donations and grants made in the Fiscal Year 2025 and determination of the upper limit for the donations to be made in the Fiscal year 2026

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 2026 will be resolved upon at the general assembly meeting.

14. 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 2025

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 2025 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.

15. Informing the shareholders about the transactions made in the Fiscal Year 2025 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 31.12.2025.

16. Approval of the payments made by our Company in the Fiscal Year 2025 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 2025 shall be submitted to the General Assembly for their approval.

17. Informing the General Assembly regarding share repurchase transactions carried out by the Company under the currently effective Share Buyback Program

In accordance with the current Share Buyback Program, information shall be provided to the shareholders regarding the share repurchase transactions carried out from 24.03.2025, when such repurchase transactions were initiated, up to the date of this General Assembly meeting.

18. 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.

19. 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 14.05.2026 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: