

**GEDİK YATIRIM MENKUL DEĞERLER AŞ**  
**INFORMATION DOCUMENT REGARDING THE ORDINARY GENERAL ASSEMBLY**  
**MEETING RELATED TO 2025 DATED 13 MARCH 2026**

**1. INVITATION OF ORDINARY GENERAL ASSEMBLY FOR THE YEAR 2025**

The Ordinary General Assembly Meeting of our Company for the year 2025 will be held on Friday, March 13, 2026 at 10:00 p.m. at Altayçeşme Mahallesi Çamlı Sokak Pasco Plaza No: 21 Kat:11 Maltepe / İstanbul to discuss the following agenda.

The Consolidated 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' proposal for dividend distribution for the fiscal year 2025, the Annual Report of the Board of Directors and the attached Corporate Governance Principles Compliance Report and the agenda items, draft change of articles of association, curricula vitae of Board of Director candidates declaration of independence and the information notes containing the necessary explanations for compliance with the Corporate Governance Principles will be made available for the review of the Esteemed Shareholders at Altayçeşme Mahallesi Çamlı Sokak Pasco Plaza No: 21 Kat:11 Maltepe / İstanbul, on the company website at [www.gedik.com/en/](http://www.gedik.com/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.gedik.com/en/](http://www.gedik.com/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 Gedik 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. **Power of attorney forms that do not comply with the mandatory format provided in the "General Assembly Invitation Announcement" will not be accepted due to our legal responsibilities.**

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.

For the General Assembly Meeting held physically:

- Individual shareholders must present their identification documents,
- Corporate shareholders must present the identification documents of the person authorized to represent and bind the legal entity, along with their authorization documents,
- Representatives of both individuals and legal entities must present their identification documents and power of attorney,
- Representatives authorized through the Electronic General Assembly System must present their identification documents and sign the attendance list to participate.

It is submitted for the information of Esteemed Shareholders.

## **2. 2025 ANNOUNCEMENTS REGARDING THE AGENDA ITEMS OF THE ORDINARY GENERAL ASSEMBLY MEETING**

### **1. Opening and formation of the meeting chairmanship,**

Pursuant to the provisions of the "Turkish Commercial Code No. 6102" (TCC) and the "Regulation on the Procedures and Principles of the General Assembly Meetings of Joint Stock Companies and the Ministry Representatives to be present at these Meetings" ("General Assembly Regulation") and Article 7 of the Company's General Assembly Internal Directive, the Chairman of the Meeting shall be elected to conduct the General Assembly meeting. In accordance with the General Assembly Internal Directive, at least one minute clerk and, if deemed necessary, a sufficient number of vote collectors shall be elected by the Meeting Chairman.

### **2. Reading, discussing and resolving on the Board of Directors' Annual Report for 2025,**

Within the framework of the Turkish Commercial Code, General Assembly Regulation and CMB regulations, the Board of Directors' Annual Report for the year 2025, including the Corporate Governance Compliance Report, which is made available for the review of our shareholders at our Company's headquarters, on the Electronic General Assembly Portal (e-GEM) of MKK and on our Company's website (<https://gedik.com/en>) for three weeks prior to the General Assembly meeting, will be presented for the opinion and approval of our shareholders.

### **3. Reading the summary of the independent audit report for the fiscal year 2025,**

The summary of the Independent Audit Report prepared in accordance with the regulations of the Capital Markets Board for the 2025 accounting period, which is available for the review of our shareholders at our Company's headquarters, on the Electronic General Assembly Portal (e-GEM) of the Central Registry Agency (CRA) and on our Company's website (<https://gedik.com/en>) for three weeks prior to the General Assembly meeting, will be read and presented for the information of our shareholders.

### **4. Reading, discussing and resolving on the Financial Statements prepared in accordance with the CMB regulations for the year 2025,**

Within the framework of the Turkish Commercial Code, General Assembly Regulation and CMB regulations, information will be given about our Financial Statements prepared in accordance with the CMB regulations for the year 2025, which are made available for the review of our shareholders at our Company's headquarters, on the Electronic General Assembly Portal (e-GEM) of MKK and on our Company's website (<https://gedik.com/en>) for three weeks prior to the General Assembly meeting, and will be submitted for the opinion and approval of our shareholders.

### **5. Release of the Members of the Board of Directors separately for the 2025 operating year,**

Within the framework of the provisions of the Turkish Commercial Code and the General Assembly Regulation, the release of the members of the Board of Directors separately for their activities, transactions and accounts for the year 2025 will be submitted to the approval of the General Assembly.

### **6. Pursuant to Article 16/3 of the CMB's Communiqué on Shares No. VII-128.1, within the framework of the commitment given to the CMB in the process of the Company's capital increase through bonus issue in 2025, approval of existing in legal books and records of Company, and previous year**

**losses existing in the last financial statements prepared and disclosed to public,**

Within the scope of increasing the issued capital of TL 1,000,000,000, within the registered capital ceiling of TL 3,000,000,000, by 100% (TL 1,000,000,000) to TL 2,000,000,000, to be covered from TL 671,037,604.98 of positive differences arising from equity adjustment, TL 197,491,296.76 from share premium, TL 863,609.55 from real estate sales profit, TL 642,017.66 from subsidiary share sales profit, and TL 129,965,471.05 from extraordinary reserves regarding the bonus capital increase process in 2025 is covered from the positive differences of capital adjustment remaining after the offsetting of previous years' losses, it has been decided to undertake to the CMB in accordance with Article 16 (3) of the Communiqué on Shares (VII-128.1) that the lower of the previous years' losses in the legal books and records of our Company and the previous years' losses in the last financial statements prepared in accordance with the regulations of the Capital Markets Board ('CMB') and disclosed to the public will be closed at the first general assembly meeting to be held from internal resources. In this context, within the framework of the commitment given to the CMB, information will be given and submitted to the opinion and approval of our shareholders about the closure of the lower of the previous years' losses in the Company's legal books and records and the previous years' losses in the last financial statements prepared in accordance with the Board regulations and disclosed to the public, by offsetting from internal resources.

**7. Acceptance, acceptance with amendments or rejection of the proposal of the Board of Directors regarding the utilization of the profit for the year 2025,**

According to our financial statements for the accounting period 01.01.2025 - 31.12.2025, prepared by our Company in accordance with TFRS within the framework of the Turkish Commercial Code and CMB regulations and audited by PKF Aday Bağımsız Denetim AŞ, 'Consolidated Net Profit for the Period Attributable to the Parent Company' amounting to TL 1,507,707,136 has been obtained, and the table regarding our Dividend Distribution Policy and our dividend distribution proposal prepared in accordance with the Dividend Distribution Table format in the Dividend Distribution Communiqué numbered II-19.1 and the Dividend Guidelines announced in accordance with this Communiqué is given in Appendix 2.

**8. Giving information about the donations made by the Company in 2025 within the framework of the CMB legislation,**

Pursuant to Article 6 of the Capital Markets Board's Dividend Communiqué No. II- 19.1, donations made during the year must be submitted for the information of the General Assembly. In 2025, the upper limit of donations to be made by our Company was determined as one thousandth of the asset size of 2025, and according to the financial statements of 2025, one thousandth of the asset size of 2025 was realized as TL 24,458,058. In 2024, TL 991,757.77 was donated and aided by our Company. This article is for information purposes and will not be voted.

**9. Determining the upper limit for donations to be made in 2026 within the framework of CMB legislation,**

Pursuant to Article 6 of the Capital Markets Board's Dividend Communiqué No. II- 19.1, the limit of donations to be made must be determined by the General Assembly in cases not specified in the Articles of Association and the donations made during the year must be submitted to the information of the General Assembly.

In 2026, the upper limit of donations to be made will be determined by the General

Assembly.

**10. Determination of the number and terms of office of the members of the Board of Directors,**

In accordance with the TCC and the Regulation, the number of board members and their terms of office will be determined by taking into account the principles regarding the election of the board of directors in our Articles of Association.

Pursuant to Article 9 of our Articles of Association titled 'Board of Directors and Term of Office', the number of members of the Board of Directors can be determined as minimum 5 and maximum 7. Within the framework of paragraph 1 of Article 6 of the Corporate Governance Communiqué and the groups described in the CMB Bulletin No. 2025/3, since our Company is in Group 1, the number of independent members must be at least 2 if the Board of Directors consists of 5 or 6 members, and at least 3 if the Board of Directors consists of 7 members.

Although it depends on the decision to be taken at the General Assembly, it is expected that the Company's Board of Directors will consist of 5 members in the new period and therefore the Company will need 2 independent members. According to the Articles of Association, the maximum term of office of the members of the Board of Directors is three years, and the term of office of the members of the Board of Directors will also be determined at the General Assembly.

**11. Election of the members of the Board of Directors**

Pursuant to the CMB regulations, the Turkish Commercial Code and the General Assembly Regulation, members of the Board of Directors will be elected by taking into account the principles regarding the election of members of the Board of Directors in our Articles of Association. In addition, independent members will be elected in order to comply with the CMB's Corporate Governance Communiqué numbered II-17.1.

In accordance with the structure of the Board of Directors, the duty of the Nomination Committee is carried out by the Corporate Governance Committee. Upon the recommendation of the Corporate Governance Committee, which evaluated the candidates submitted to it, the Board of Directors decided to nominate Mr. Ahmet Aka and Ms. Rüya Eser were nominated as Independent Board Member candidates, and since we are a Group 1 Company, the independent member candidates were submitted to the CMB. Our Company has been notified that the CMB has decided not to express any negative opinion about the Independent Board Member candidates with its letter dated 27.01.2026. The curriculum vitae of the Board of Directors member candidates are given in Appendix 3, and the declarations of independence of the independent board member candidates are given in Appendix 4.

**12. Determination of the monthly salaries of the Members of the Board of Directors and Independent Board Members,**

Within the scope of our Company's Remuneration Policy, monthly salaries of the members of the board of directors and independent board members will be determined.

**13. To resolve on the amendment text regarding Article 6 of the Company's Articles of Association titled "Capital and Type of Shares",**

Pursuant to the letter of the Capital Markets Board dated 21.11.2025 and numbered E-29833736-110.04.04-81498, and the letter of the Ministry of Trade, General Directorate of Domestic Trade dated 26.11.2025 and numbered E-50035491-431.02-00116035945; it has

been resolved to increase the registered capital ceiling stated in Article 6 titled "Capital and Type of Shares" of our Company's Articles of Association from 3,000,000,000.00 TL to 6,000,000,000.00 TL, and it will be submitted for the approval of our shareholders.

**14. Resolutions upon discussion, of the proposal regarding the appointment of the independent external audit firm by the Board of Directors for the audit of the 2026 fiscal year accounts and transactions, the annual report, in accordance with the regulations of the Turkish Commercial Code, the Capital Markets Board and the Public Oversight, Accounting and Auditing Standards Authority,**

Pursuant to the Turkish Commercial Code No. 6102 and Capital Markets Law No. 6362 and the Public Oversight, Accounting and Auditing Standards Authority, in accordance with the principles set forth, upon the proposal of the Audit Committee, at the Board of Directors meeting of our Company dated February 17, 2026, it was resolved to appoint PKF Aday Bağımsız Denetim AŞ, registered at the Istanbul Trade Registry Office with Trade Registry No. 561406-0 at Reşitpaşa Mahallesi Eski Büyükdere Cad. No:14 Park Plaza Kat:3 Interior Door No:10 Sarıyer İstanbul, to audit the financial reports and activity report for the 2026 accounting period and to carry out other activities within the scope of the relevant regulations in these laws as the Company's Independent Audit company for the fiscal year 2025, and to submit the said selection to the approval of the first Ordinary General Assembly to be held, and this selection will be submitted to the approval of our shareholders at the General Assembly.

**15. Authorizing the members of the Board of Directors for the transactions specified in Articles 395 and 396 of the Turkish Commercial Code,**

The General Assembly will be asked for the approval of the members of the Board of Directors to carry out transactions within the framework of Article 395 paragraph 1 of the TCC entitled "Prohibition of Transactions with the Company and Borrowing Money from the Company" and Article 396 entitled "Prohibition of Competition".

**16. Informing the shareholders about the guarantees, pledges, mortgages (GPM), given by the Company in favor of third parties and the income and benefits obtained in 2025,**

Within the framework of Article 12, Paragraph 4 of the CMB Corporate Governance Communiqué No. II-17.1; guarantees, pledges, mortgages and sureties given in favor of third parties and the income or benefits obtained will be included as a separate item on the agenda of the ordinary general assembly meeting and our shareholders will be informed. Information on the GPMs given by the Company is given in footnote 12 of our financial statements dated 31.12.2025.

**17. Giving information about the shareholders about the transactions within the scope of principle 1.3.6 of the CMB Corporate Governance Communiqué No. II- 17.1,**

In the event that the shareholders who control the management, members of the board of directors, managers with administrative responsibility and their spouses and relatives by blood or marriage up to second degree make a significant transaction that may cause a conflict of interest with the partnership or its subsidiaries and/or make a transaction on their own behalf or on behalf of someone else in the type of commercial business that falls within the field of activity of the partnership or its subsidiaries, or enter into another partnership engaged in the same type of commercial business as a partner with unlimited liability; such transactions shall be included in the agenda of the general assembly as a

separate agenda item in order to provide detailed information on the subject at the general assembly and shall be recorded in the minutes of the general assembly. Our shareholders will be informed that there were no transactions within the scope of principle 1.3.6 of the CMB Corporate Governance Communiqué in 2025.

**18. Providing information on the previous “Share Buyback Program” implemented pursuant to a Board of Directors’ resolution, and submitting for approval the termination of the share repurchase program initiated within the scope of the “Share Buyback Program,**

In accordance with the Capital Markets Board’s Communiqué on Repurchased Shares (II-22.1) and the principle decisions in force, the “Share Buyback Program” proposal prepared by our Board of Directors was resolved at our Company’s Extraordinary General Assembly Meeting held on 31 January 2025 that the duration of the buyback program would be 3 years as of the approval date of the buyback program, the maximum number of shares subject to repurchase would be 57,000,000 TL nominal (57,000,000 shares, each with a nominal value of 1 TL), and the fund to be allocated for the buyback would be determined as 513 Million TL.

Within this scope; a total of 5.185.302 shares of Gedik Yatırım A.Ş. were repurchased by our Company between 05.02.2025 and 31.12.2025 at prices ranging from 6,65-8,10 TL. Including the shares obtained through the bonus capital increase fully realized at 100%, the total GEDIK shares held amount to 10.370.604 shares). The purchases were made at a minimum 6,65 TL, a maximum 8,10 TL and an average 7,1472 TL unit share price.

As of the General Assembly date, the total value of the shares acquired under our Company’s most recent share repurchase program, including those not yet disposed of, amounts to 37.060.622 TL, and the ratio of these shares to the capital is 0,52%, which will be presented to the shareholders for their information.

Pursuant to the resolution adopted by our Board of Directors dated 17.02.2026; at its meeting held on 06.01.2025, our Board of Directors resolved to terminate the share repurchase program initiated within the scope of the “Share Buyback Program,” which was approved at the General Assembly meeting held on 31.01.2025 and authorized the Board of Directors, and to submit it to the General Assembly for discussion at the first General Assembly, and the termination of the “Share Buyback Program” will be submitted for approval.

**19. Discussion and resolution of the Board of Directors’ proposal regarding the selection of an independent external audit firm for the audit of the sustainability reports for the years 2024–2025-2026, in accordance with the regulations of the Public Oversight, Accounting and Auditing Standards Authority,**

In accordance with the principles determined by the Public Oversight, Accounting and Auditing Standards Authority, and upon the recommendation of the Audit Committee, at the meeting of our Board of Directors dated 17 February 2026, it was resolved that PKF Aday Bağımsız Denetim AŞ, registered with the Istanbul Trade Registry Directorate under Trade Registry No. 561406-0 and having its registered address at Reşitpaşa Mahallesi Eski Büyükdere Cad. No:14 Park Plaza Floor:3 Door No:10 Sarıyer İstanbul, be selected as the Company’s independent audit firm for the 2024–2025 fiscal year for the audit of the 2024-2025-2026 sustainability report to be prepared within the scope of TSRS, and that such selection be submitted for the approval of the first Ordinary General Assembly to be held; and this selection will be submitted for the approval of our

shareholders at the General Assembly.

## 20. Wishes and closing.

### 3. ADDITIONAL DISCLOSURES WITHIN THE SCOPE OF SPK REGULATIONS AND CORPORATE GOVERNANCE PRINCIPLES

General disclosures made within the framework of Capital Markets Board regulations and Corporate Governance Principles are presented for the information of our shareholders in this section.

#### 3.1. Shareholding Structure and Voting Rights

*Pursuant to subparagraph a of Article 1.3.1 of the Corporate Governance Principles, "The total number of shares and voting rights reflecting the shareholding structure of the partnership as of the date of disclosure, and if there are privileged shares in the partnership capital, the number of shares and voting rights representing each privileged share group and information on the nature of the privileges." are presented to our shareholders.*

#### GEDİK YATIRIM MENKUL DEĞERLER AŞ SHAREHOLDING STRUCTURE AND VOTING RIGHTS

SHAREHOLDER	SHARE AMOUNT (TL)	NUMBER OF SHARES	VOTING RATE	VOTING RIGHTS (%)
INVEO YATIRIM HOLDİNG A.Ş.	1,697,321,198.41	1,697,321,198.41	1,697,321,198.41	84.87
OTHER	302,678,801.59	302,678,801.59	302,678,801.59	15.13
<b>TOTAL</b>	<b>2,000.000.000.00</b>	<b>2,000.000.000.00</b>	<b>2,000.000.000.00</b>	<b>100,00</b>

#### 3.2. Information on Significant Activities of the Company and Subsidiaries

*Pursuant to subparagraph b of Article 1.3.1 of the Corporate Governance Principles, "Information on the changes in the management and activities of the Incorporation and its subsidiaries that took place in the previous accounting period or planned for the future accounting periods that will significantly affect the activities of the Incorporation and the reasons for these changes." is announced to the shareholders.*

Changes in the management and operations of our Company and our subsidiaries that took place during the 2025 fiscal year or are planned for the upcoming fiscal years that will significantly affect the Company's operations are presented below for the information of our shareholders:

#### Participation in the Capital Increase of Misyon Yatırım Bankası A.Ş.

With 30 years of accumulated knowledge and experience in the capital markets field, Misyon Yatırım Bankası, of which our Company is among the founding shareholders, was

established in December 2021 in order to contribute to the financing of the investments needed by Türkiye and obtained its operating license from the BRSA in December 2022. Centering its objectives on becoming the pioneer of the new economy and the leading privately owned investment bank in our region, Misyon Yatırım Bankası completed its preparations regarding human resources, infrastructure and processes in 2023 and commenced its operations.

In 2025, within the scope of its objective to position itself uniquely on the pillars of custody banking, service banking and platform banking needed in our country and region through its pioneering activities in its field;

Pursuant to the resolution adopted by the Board of Directors of Misyon Yatırım Bankası AŞ to increase its issued capital from TL 1,000,000,000 to TL 1,500,000,000, our Company, which holds 23% of Misyon Yatırım Bankası AŞ, participated in TL 70,000,000 of the TL 500,000,000 capital increase. The General Assembly of Misyon Yatırım Bankası AŞ dated 28 May 2025 was registered on 29 May 2025, and as a result of this transaction, our Company's shareholding ratio decreased from 23% to 20%.

In line with the resolution adopted by the Board of Directors of Misyon Yatırım Bankası Anonim Şirketi, in which our Company holds a 20% stake, regarding the increase of its share capital by TL 500,000,000 from TL 1,500,000,000 to TL 2,000,000,000, our Company participated in TL 100,000,000 of the TL 500,000,000 capital increase at the relevant General Assembly meeting. The General Assembly of Misyon Yatırım Bankası Anonim Şirketi dated November 7, 2025 was registered on November 11, 2025, and its share capital was increased from TL 1,500,000,000 to TL 2,000,000,000.

#### **Participation in the Capital Increase of Inveo Ventures Girişim Sermayesi Yatırım Ortaklığı A.Ş.**

As a result of the issuance due to the increase of the issued capital of Inveo Ventures Girişim Sermayesi Yatırım Ortaklığı AŞ (Inveo Ventures), in which our Company holds 15%, from TL 65,000,000 to TL 215,500,000, and the issuance of shares with a nominal value of TL 150,500,000, our Company's direct shareholding in Inveo Ventures increased to 39.44%.

#### **Change of Name and Participation in the Capital Increase of HiVC Girişim Sermayesi Yatırım Ortaklığı A.Ş.**

As a result of the approval of the issuance certificate regarding the increase of the issued capital of HiVC Girişim Sermayesi Yatırım Ortaklığı AŞ ("HiVC"), in which our Company holds 88.2%, from TL 37,878,790 by TL 212,121,210 to TL 250,000,000, and the change of its trade name to "Turpe Girişim Sermayesi Yatırım Ortaklığı AŞ", our Company's direct shareholding in Turpe Girişim Sermayesi Yatırım Ortaklığı AŞ decreased to 55.79%.

#### **Establishment of GY Varlık Kiralama A.Ş.**

Pursuant to the Capital Markets Board's Communiqué on Lease Certificates No. III-61.1 (the "Communiqué"), in order to carry out lease certificate issuances in which institutions meeting the criteria specified in the Communiqué will act as fund users or originators, an Asset Leasing Company was established in the form of a joint stock company under the name GY Varlık Kiralama A.Ş., with a capital of TL 1,000,000.00 (One Million Turkish Lira), wholly owned by our Company. As a result of the work carried out within this scope, upon obtaining the necessary approvals, the incorporation procedures of GY Varlık Kiralama Anonim Şirketi were completed and registered by the Istanbul Trade Registry Directorate

on 24.10.2025.

**Regarding Ichain Yatırım Holding A.Ş. Becoming a Shareholder of Misyon Kripto Varlık Alım Satım Platformu A.Ş.**

Ichain Yatırım Holding AŞ (“Ichain”), whose entire capital is owned by our Company and which operates for the purpose of making investments focused on crypto asset technologies, in line with its objective of making collaborations and investments in the field of crypto assets and decentralized finance (DeFi); pursuant to the decision to participate in the capital increase to be carried out by Misyon Kripto Varlık Alım Satım Platformu AŞ (“Misyon Kripto”), 100% owned by Misyon Finansal Teknolojiler AŞ, which is wholly owned by our subsidiary Misyon Yatırım Bankası AŞ, whose purpose of incorporation is the trading, initial sale or distribution, exchange, transfer of crypto assets and the provision of custody services related to these transactions, TL 100,000,000 corresponding to a total of 100,000,000 shares representing the increased capital was paid in cash by Ichain prior to registration, and Ichain’s share in Misyon Kripto became 66.67%, while the share of Misyon Finansal Teknolojiler AŞ became 33.33%. Gedik Yatırım’s indirect total shareholding ratio in Misyon Kripto also became 73.33%.

**Regarding the Bonus Capital Increase of Marbaş Menkul Değerler A.Ş.**

As a result of the approval granted by the Capital Markets Board; the issued capital of our subsidiary Marbaş Menkul Değerler AŞ (Marbaş Menkul), of which we own all the shares, was increased from TL 150,000,000 to TL 360,000,000, and the increased capital amounting to TL 210,000,000 was covered from internal resources. In relation to the said capital increase, the issued capital of Marbaş Menkul was increased to TL 360,000,000.

**Regarding the Bonus Capital Increase**

As a result of the approval granted by the Capital Markets Board; within our Company’s registered capital ceiling of TL 3,000,000,000, the issued capital of TL 1,000,000,000 was increased by 100%, i.e., by TL 1,000,000,000, to TL 2,000,000,000 through a bonus capital increase, and through the bonus capital increase, the issued capital was increased to TL 2,000,000,000.

**Regarding the Sale of the Shares of Inveo Ventures Girişim Sermayesi Yatırım Ortaklığı A.Ş. to Qualified Investors**

By our affiliate Inveo Ventures Girişim Sermayesi Yatırım Ortaklığı AŞ; it was resolved to realize a capital increase by increasing its issued capital, currently TL 215,500,000, by TL 72,000,000 (25.04% of the increased capital) and selling the shares to be issued through capital increase to qualified investors within the framework of the capital markets legislation, to determine the sale price as TL 4.4292 per share as a result of the price determination report dated 16.12.2025, and within this scope; as Gedik Yatırım Menkul Değerler AŞ, to waive participation as a shareholder in the capital increase and sale to qualified investors transaction, and that our current shareholding structure would decrease from 39.44% to 29.57% as a result of the said capital increase; an application has been made to the Capital Markets Board and our process is ongoing.

### **3.3. Information on the Persons to be Nominated for the Membership of the Company's Board of Directors**

Pursuant to subparagraph c of Article 1.3.1 of the Corporate Governance Principles, "*If the agenda of the general shareholders' meeting includes the dismissal, replacement or election of board members, the grounds for dismissal and replacement, the backgrounds of the persons whose candidacy for board membership has been submitted to the partnership, the duties they have carried out in the last ten years and the reasons for their departure, the nature and materiality level of their relationship with the partnership and related parties of the partnership, whether they have the qualifications of independence, and information on similar issues that may affect the activities of the partnership in case these persons are elected as board members.*" are announced to the shareholders.

Article 11 of the agenda of the Ordinary General Assembly meeting, where the activities of 2025 will be discussed, is the election of the members of the Board of Directors, and the information regarding the persons to be nominated for the membership of the Board of Directors is given in Appendix 3 and the declarations of independence of the independent board member candidates are given in Appendix 4.

### **3.4. Information on Requests for Adding Items to the Agenda**

Pursuant to subparagraph ç of Article 1.3.1 of the Corporate Governance Principles, which is obligatory to be applied, "*The requests of the shareholders of the Incorporation submitted in writing to the Investor Relations Department regarding the addition of items to the agenda, and in cases where the Board of Directors does not accept the agenda proposals of the shareholders, the rejected proposals and the reasons for rejection.*" are announced to the shareholders.

2025 activities to be discussed at the Ordinary General Assembly meeting, no request for any item to be added to the agenda was received.

### **3.5. Information on Amendment to the Articles of Association**

Pursuant to subparagraph d of Article 1.3.1 of the Corporate Governance Principles, "*In case there is an amendment to the articles of association on the agenda, the old and new versions of the amendments to the articles of association together with the relevant board of directors' resolution.*" are announced to the shareholders.

Within the framework of Article 13 of the agenda of the Ordinary General Assembly meeting where the activities of 2025 will be discussed, the Articles of Association is subject to amendment and the necessary Material Event Disclosures have been made on the Public Disclosure Platform. The necessary permissions have been obtained from the CMB and the Ministry of Trade for the amendments to the Articles of Association. The old and new versions of the amendments to the Articles of Association are given in Appendix

## **4. APPENDIX TO THE 2025 ORDINARY GENERAL ASSEMBLY INFORMATION DOCUMENT**

Appendix 1 – Power of Attorney Sample Appendix 2 – Dividend Distribution Table

Appendix 3 – Curriculum Vitae of Board Member Candidates

Appendix 4 – Declarations of Independence of Independent Member Candidates

Appendix 5 – Amendment to the Articles of Association

## Appendix 1 – Power of Attorney Sample

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 Gedik Yatırım Menkul Değerler AŞ for the year 2025 to be held at Altayçeşme Mahallesi Çamlı Sokak Pasco Plaza No: 21 Kat:11 Maltepe / İstanbul on Friday, March 13, 2026 at 10:00 pm.

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 2025			
3. Reading the summary of the independent audit report for the fiscal year 2025			
4. Reading, discussing and resolving on the Financial Statements prepared in accordance with the CMB regulations for the year 2025			
5. Release of the Members of the Board of Directors separately for the 2025 operating year			
6. Pursuant to Article 16/3 of the CMB's Communiqué on Shares No. VII-128.1, within the framework of the commitment given to the CMB in the process of the Company's capital increase through bonus issue in 2025, approval of existing in legal books and records of Company, and previous year losses existing in the last financial statements prepared and disclosed to public			
7. Acceptance, acceptance with amendments or rejection of the proposal of the Board of Directors regarding the utilization of the profit for the year 2025			
8. Giving information about the donations made by the Company in 2025 within the framework of the CMB legislation			
9. Determining the upper limit for donations to be made in 2026 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. To resolve on the amendment text regarding Article 6 of the Company's Articles of Association titled "Capital and Type of Shares"			

Agenda Items (*)	Acceptance	Rejection	Dissenting Opinion
14. Resolutions upon discussion, of the proposal regarding the appointment of the independent external audit firm by the Board of Directors for the audit of the 2026 fiscal year accounts and transactions, the annual report, in accordance with the regulations of the Turkish Commercial Code, the Capital Markets Board and the Public Oversight, Accounting and Auditing Standards Authority			
15. Authorizing the members of the Board of Directors for the transactions specified in Articles 395 and 396 of the Turkish Commercial Code			
16. Informing the shareholders about the guarantees, pledges, mortgages (GPM), given by the Company in favor of third parties and the income and benefits obtained in 2025			
16. Informing the shareholders about the guarantees, pledges, mortgages (GPM), given by the Company in favor of third parties and the income and benefits obtained in 2025			
17. Giving information about the shareholders about the transactions within the scope of principle 1.3.6 of the CMB Corporate Governance Communiqué No. II-17.1			
18. Providing information on the previous "Share Buyback Program" implemented pursuant to a Board of Directors' resolution, and submitting for approval the termination of the share repurchase program initiated within the scope of the "Share Buyback Program"			
19. Discussion and resolution of the Board of Directors' proposal regarding the selection of an independent external audit firm for the audit of the sustainability reports for the years 2024–2025-2026, in accordance with the regulations of the Public Oversight, Accounting and Auditing Standards Authority			
20. Wishes and closing			

**(\*) 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.**

**1. 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.**

**A. 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) Wheter 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**

## Appendix 2 – Dividend Distribution Table

GEDİK YATIRIM MENKUL DEĞERLER AŞ 2025 DIVIDEND DISTRIBUTION TABLE (TRY)		
<b>1. Paid-In / Issued Capital</b>		2.000.000.000,00
<b>2. Total Legal Reserves (According to Legal Records)</b>		240.230.067,97
<b>Information on privileges in dividend distribution, if any, in the Articles of Association</b>		There is no privilege,
	<b>Based on CMB Regulations</b>	<b>Based on Legal Records</b>
<b>3. Current Period Profit</b>	1.816.047.206,00	1.685.154.622,13
<b>4. Taxes Payable (-)</b>	308.340.070,00	265.282.463,50
<b>5. Net Current Period Profit</b>	<b>1.507.707.136,00</b>	<b>1.419.872.158,63</b>
<b>6. Losses in Previous Years (-)</b>	-	-
<b>7. Primary Legal Reserve (-)</b>	<b>70.993.607,93</b>	<b>70.993.607,93</b>
<b>8. Net Distributable Current Period Profit</b>	<b>1.436.713.528,07</b>	<b>1.348.878.550,70</b>
<b>Dividend Advance Distributed (-)</b>		
<b>Dividend Advance Less Net Distributable Current Period Profit</b>	<b>1.436.713.528,07</b>	<b>1.348.878.550,70</b>
<b>9. Donations Made During The Year (+)</b>	991.757,77	991.757,77
<b>10. Net Distributable Period Profit Including Donations</b>	<b>1.437.705.285,84</b>	<b>1.349.870.308,47</b>
<b>11. First Dividend to Shareholders</b>	<b>750.000.000,00</b>	<b>750.000.000,00</b>
<b>* Cash</b>	750.000.000,00	750.000.000,00
<b>* Free</b>	-	-
<b>12. Dividend Distributed to Owners of Privileged Shares</b>		
<b>13. Other Dividend Distributed</b>	-	-
- To the Employees		
- To the Members of the Board of Directors		
- To Non-Shareholders		
<b>14. Dividend to Owners of Redeemed Shares</b>		
<b>15. Second Dividend to Shareholders</b>		
<b>16. Secondary Legal Reserves</b>	<b>65.000.000,00</b>	<b>65.000.000,00</b>
<b>17. Statutory Reserves</b>		
<b>18. Special Reserves</b>	<b>98.252.000,00</b>	<b>98.252.000,00</b>
- Renewal Fund (VUK-328)		
- VCIF/T Fund (VUK-325/a)	98.252.000,00	98.252.000,00
<b>19. Extraordinary Reserves</b>	<b>523.461.528,07</b>	<b>435.626.550,70</b>
<b>20. Other Distributable Resources</b>		

### DIVIDEND PAYOUT RATIO TABLE

Share Group	CASH DIVIDEND AMOUNT (TL) - NET	STOCK DIVIDEND AMOUNT (TL)	TOTAL DIVIDEND AMOUNT (TL) / NET DISTRIBUTABLE CURRENT PERIOD PROFIT (%)	DIVIDEND TO BE PAID FOR SHARE WITH PAR VALUE OF 1 TL - NET (TL)	DIVIDEND TO BE PAID FOR SHARE WITH PAR VALUE OF 1 TL - NET (%)
Gross	750,000,000,00	-	%52.20	0.375000	%37.00000
<b>TOTAL</b>	<b>750,000,000,00</b>	-	<b>%52.20</b>	<b>0.375000</b>	<b>%37.00000</b>
Net (*)	-	-	%0.00	-	%0.000000
<b>TOTAL</b>	-	-	<b>%0.00</b>	-	<b>%0.000000</b>

(\*) Net dividend is not shared as it will be calculated according to the shareholder structure on the distribution day.

### **Appendix 3 – Curriculum Vitae of Board Member Candidates**

#### **Onur Topaç – Board Member Candidate**

Onur Topaç, born in 1990 in Istanbul, graduated from the Austrian High School, received his bachelor's degree in Industrial Engineering from Koç University in 2013 and his master's degree in Financial Engineering from Özyegin University. In 2008, Onur Topaç started his finance career at Gedik Yatırım and took part in the establishment phase of the Banking Department in 2013. A pioneer of technological transformation, Mr. Topaç served as General Manager and Chairman of the Board of Directors at HUB Girişim Sermayesi Yatırım Ortaklığı AŞ between 2015 and 2020, and as Vice Chairman of the Board of Directors at Marbaş Menkul Değerler AŞ between 2015 and 2019.

Mr. Topaç, who serves as Chairman of the Board and CEO at Gedik Yatırım Menkul Değerler AŞ, also holds the positions of Vice Chairman of the Board and General Manager at Inveo Yatırım Holding AŞ, Vice Chairman of the Board at Misyon Yatırım Bankası AŞ, Chairman of the Board at Turpe Girişim Sermayesi Yatırım Ortaklığı AŞ and Inveo Ventures Girişim Sermayesi Yatırım Ortaklığı AŞ, and Chairman of the Board at Ichain Yatırım Holding AŞ, Inveo Araç Kiralama Hizmetleri AŞ, GYT Bilişim ve Ticaret AŞ, GY Varlık Kiralama AŞ, and Misyon Cripto Varlık Alım Satım Platformu AŞ. He also continues to serve as Vice Chairman of the Board at Misyon Finansal Teknolojiler AŞ and İstanbul Kandilli Gayrimenkul Yatırım AŞ, and as a Board Member (representing a legal entity) at BV Teknoloji İş Geliştirme Danışmanlık ve Organizasyon Hizmetleri AŞ.

Onur Topaç, who is an executive member in accordance with the CMB Corporate Governance Principles, does not qualify as an independent board member. His duties in the last ten years are mainly listed above, and he is currently the Chairman of the Board of Directors and CEO of Gedik Yatırım Menkul Değerler AŞ.

#### **Ersan Akpınar – Board Member Candidate**

Born in 1975, Ersan Akpınar graduated from İstanbul Atatürk High School for Science and then Bilkent University Department of Mathematics (Scholar) in 1998. He worked as Egebank Corporate Marketing Specialist between 1998 and 1999 and Cash Management and Investment Products Manager between 2000 and 2001 at Osmanlı Bankası. Akpınar worked as the Marketing and Product Manager at Akbank and its subsidiary Ak Portfolio for all investment products, particularly in mutual funds, stocks, Retail and Corporate Portfolio Management between 2002 and 2008. In 2008, he continued to work on segment management and asset management for high-income investors in Akbank Retail Banking Department. Along with the marketing activities he managed under the brand Birebir Bankacılık (for high-income investor groups), he was also engaged in significant works aimed at developing sales channels.

He established a central investor representation model meeting all investment needs of wealthy investors by serving remotely in a widespread manner in 2012 for the first time in Türkiye, In May 2015. Ersan Akpınar joined Gedik Yatırım as Domestic Sales Deputy General Manager, Ersan Akpınar made significant contributions to the strengthening of Gedik Yatırım's existing sales network, adding new sales functionalities and growing the organization, and he was appointed as General Manager and Board Member at Gedik Yatırım in January 2022.

In accordance with the CMB Corporate Governance Principles, Ersan Akpınar, who is an executive member, does not qualify as an independent board member. The duties he has undertaken in the last ten years are mainly listed above and he is currently serving as the General Manager and Vice Chairman of the Board of Directors at Gedik Yatırım Menkul Değerler AŞ.

### **Gökhan Tosun - Board Member Candidate**

Born in Ankara in 1977, Gökhan Tosun completed his undergraduate education in the Department of Economics (Scholarship) at Bilkent University in 2000 and his master's degree in Business Administration at Bilgi University in 2016. Continuing his education in the Banking and Finance PhD Program at Kadir Has University, Gökhan Tosun began his career in 2000 in the Audit Department of PricewaterhouseCoopers (PwC). Between 2003 and 2006, he held various positions at BP Petrolleri AŞ; between 2006 and 2008 at Türk Ekonomi Bankası; and between 2008 and 2011 at Akbank. Serving as Deputy Chairman of the Executive Board at the Batik Group between 2011 and 2013, Gökhan Tosun provided consultancy services to leading companies and family funds between 2013 and 2021. Gökhan Tosun joined Inveo Yatırım Holding AŞ in 2021 and continues to serve as Strategy and Planning Director. He currently serves as a Member of the Board of Directors at Inveo Ventures GSYO; Vice Chairman of the Board of Directors at ICHAIN Yatırım Holding AŞ and Inveo Araç Kiralama Hizmetleri AŞ; Member of the Board of Directors at Finveo Yatırım Holding AŞ (as the legal entity representative of Inveo Yatırım Holding AŞ); and Member of the Board of Directors at Misyon Destek ve Finansal Hizmetler AŞ, GY Varlık Kiralama AŞ, İstanbul Kandilli Gayrimenkul Yatırım AŞ, Turpe Girişim Sermayesi Yatırım Ortaklığı AŞ, and Misyon Yatırım Bankası AŞ.

Gökhan Tosun, who is a non-executive director in accordance with the CMB Corporate Governance Principles, is not a candidate for independent membership. His duties in the last ten years are mainly listed above and he continues to serve as a Board Member at Gedik Yatırım Menkul Değerler AŞ.

### **Ahmet Aka – Independent Board Member Candidate**

Born in 1952 in Istanbul, Ahmet Aka graduated from Boğaziçi University, Department of Electrical Engineering in 1976 and received his Master's degree in the same department in 1979. He worked as a Technical Consultant at Saran AŞ / Plaser AŞ between 1979-1981. Ahmet Aka then worked as Business Partner at CSA Electronik between 1981-1983, Assistant General Manager at Nebim Neyir Bilgisayar Sanayii ve Hizmetleri AŞ, a distributor of Texas Instruments computers, between 1983-1988, and Assistant General Manager at Hewlett Packard Turkey between 1989-2001. He served as founding shareholder and General Manager at Fotomobil AŞ between 2001-2006, Independent Board Member at İnci Holding between 2007-2009, Strategic Planning and Marketing consultant at Gedik Yatırım Menkul Değerler AŞ between 2010-2012, and Independent Board Member at Gedik Yatırım Menkul Değerler AŞ between 2012-2018. He served as the Chairman of the Board of Directors at Marbaş Menkul Değerler AŞ between April 2022 and August 2024. Ahmet Aka has been serving as an Independent Board Member at Marbaş Menkul Değerler AŞ since August 2024 and at Inveo Yatırım Holding AŞ since March 2024.

Pursuant to the CMB Corporate Governance Principles, Ahmet Aka, who is not an executive officer, meets the qualifications of an Independent Board Member. His duties in the last ten years are mainly listed above and he has been serving as an Independent Board Member at Gedik Yatırım Menkul Değerler AŞ.

### **Rüya Eser - Independent Board Member Candidate**

Rüya Eser, graduated from Istanbul University, Faculty of Economics in 1983. She completed his master's degree at the Institute of Social Sciences, Business Finance program of the same university in 1986. She also completed his master's degree in Money, Banking and Finance at the University of Birmingham in the UK in 1996. She received his PhD degree from Yıldız Technical University, Institute of Social Sciences, Department of Economics in 2017. She started his professional career as an assistant financial analyst at Türkiye Vakıflar Bankası T.A.O. in 1985, then worked at the Capital Markets Board of Turkey between 1987 and 2013 as an expert, chief expert in research and auditing departments, and retired from this institution in 2013. Between 2013-2017, she worked as Quality Control and Corporate Governance Director at a Güreli Yeminli Mali Müşavirlik ve Bağımsız Denetim Hizmetleri AŞ. She also served as an independent board member of the Turkish Capital Markets Association between 2016-2018. She has articles published in refereed journals and book chapters on capital markets, independent auditing, complexity economics, and papers presented and published in national and international scientific meetings. She is currently teaching as a part-time lecturer in the undergraduate program at Mimar Sinan Fine Arts University, Department of Statistics. In addition to these, she holds a CPA license, independent auditor certificate and license certificates issued by the Capital Markets Licensing Registry and Training Organization. she has been serving as an Independent Board Member at Gedik Yatırım Menkul Değerler AŞ since October 2021, at Inveo Yatırım Holding AŞ and Kartonsan Karton Sanayi ve Ticaret AŞ since March 2022 and at Marbaş Menkul Değerler AŞ since November 2023.

Pursuant to the CMB Corporate Governance Principles, Rüya Eser, who is not an executive officer, meets the qualifications of an Independent Board Member. The duties she has undertaken in the last ten years are mainly listed above, and she has been serving as an Independent Board Member at Gedik Yatırım Menkul Değerler AŞ since October 2021.

## Appendix 4 – Declarations of Independence of Independent Member Candidates

### GEDİK YATIRIM MENKUL DEĞERLER AŞ

#### STATEMENT OF INDEPENDENCE FOR BOARD MEMBER CANDIDATE

- Gedik Yatırım Menkul Değerler AŞ (the Company), partnerships in which the Company has management control or significant influence, shareholders who control the management of the Company or have significant influence in the Company and legal entities in which these shareholders have management control, and myself, my spouse and my relatives by blood or marriage up to the second degree; there has been no employment relationship in a managerial position to assume important duties and responsibilities within the last five years, no joint or sole ownership of more than 5% of the capital or voting rights or privileged shares, or no significant commercial relationship has been established,
- Within the last five years, I have not worked as a partner (5% or more), as an executive with significant duties and responsibilities, or as a member of the board of directors in companies from which the Company purchases or sells services or products to a significant extent within the framework of the agreements made, especially in companies that audit (including tax audit, legal audit, internal audit), rating and consultancy of the Company, during the periods when the services or products are purchased or sold,
- I have the professional training, knowledge and experience to duly fulfill the duties that I will undertake as an independent board member,
- I am not working full-time in public institutions and organizations (except for university faculty membership in accordance with the applicable legislation) as of the date of my nomination and, if elected, during my term of office,
- I am deemed to be a resident in Turkey according to the Income Tax Law (G,V,K,) dated 31/12/1960 and numbered 193,
- I have strong ethical standards, professional reputation and experience that I can make positive contributions to the activities of the Company, that I can maintain my impartiality in conflicts of interest between the Company and shareholders, that I can make decisions freely by taking into account the rights of stakeholders,
- I will allocate time for Company affairs to the extent that I can follow the functioning of the Company's activities and fully fulfill the requirements of the duties I have undertaken,
- I have not been a member of the Board of Directors of the Company for more than six years within the last ten years,
- I have not served as an independent board member in more than three of the companies controlled by the Company or the shareholders who control the management of the Company and in more than five of the companies traded on the stock exchange in total,
- I have not been registered and announced on behalf of the legal entity elected as a member of the board of directors,
- In the event that a situation arises that removes my independence, I will immediately inform the Company's Board of Directors and resign from my position,

I accept and declare,

**Rüya Eser**

**13.01.2026**

**GEDİK YATIRIM MENKUL DEĞERLER AŞ**  
**STATEMENT OF INDEPENDENCE FOR BOARD MEMBER CANDIDATE**

- Gedik Yatırım Menkul Değerler AŞ (the Company), partnerships in which the Company has management control or significant influence, shareholders who control the management of the Company or have significant influence in the Company and legal entities in which these shareholders have management control, and myself, my spouse and my relatives by blood or marriage up to the second degree; there has been no employment relationship in a managerial position to assume important duties and responsibilities within the last five years, no joint or sole ownership of more than 5% of the capital or voting rights or privileged shares, or no significant commercial relationship has been established,
- Within the last five years, I have not worked as a partner (5% or more), as an executive with significant duties and responsibilities, or as a member of the board of directors in companies from which the Company purchases or sells services or products to a significant extent within the framework of the agreements made, especially in companies that audit (including tax audit, legal audit, internal audit), rating and consultancy of the Company, during the periods when the services or products are purchased or sold,
- I have the professional training, knowledge and experience to duly fulfill the duties that I will undertake as an independent board member,
- I am not working full-time in public institutions and organizations (except for university faculty membership in accordance with the applicable legislation) as of the date of my nomination and, if elected, during my term of office,
- I am deemed to be a resident in Turkey according to the Income Tax Law (G,V,K,) dated 31/12/1960 and numbered 193,
- I have strong ethical standards, professional reputation and experience that I can make positive contributions to the activities of the Company, that I can maintain my impartiality in conflicts of interest between the Company and shareholders, that I can make decisions freely by taking into account the rights of stakeholders,
- I will allocate time for Company affairs to the extent that I can follow the functioning of the Company's activities and fully fulfill the requirements of the duties I have undertaken,
- I have not been a member of the Board of Directors of the Company for more than six years within the last ten years,
- I have not served as an independent board member in more than three of the companies controlled by the Company or the shareholders who control the management of the Company and in more than five of the companies traded on the stock exchange in total,
- I have not been registered and announced on behalf of the legal entity elected as a member of the board of directors,
- In the event that a situation arises that removes my independence, I will immediately inform the Company's Board of Directors and resign from my position,

I accept and declare,

**Ahmet Aka**

**13.01.2026**

## Appendix 4 – Amendment to the Articles of Association

OLD VERSION	NEW VERSION
<p><b>ARTICLE 6 – SHARE CAPITAL AND TYPE OF SHARES</b></p> <p>The Company has adopted the registered capital system pursuant to the provisions of the Capital Markets Law and transitioned to this system with the permission of the Capital Markets Board dated 29/04/2010 and numbered 11/336.</p> <p>The Company's registered capital ceiling is TL <b>3,000,000,000 (Three Billion Turkish Liras)</b>, divided into <b>3,000,000,000 (Three Billion)</b> shares, each with a nominal value of TL 1.00 (One Turkish Lira). The Company's issued capital is TL <b>2,000,000,000 (Two Billion Turkish Liras)</b>. This capital is divided into <b>2,000,000,000 (Two Billion)</b> shares, each with a nominal value of TL 1.00 (One Turkish Lira). The entire issued capital of the Company, amounting to TL <b>2,000,000,000 (Two Billion Turkish Liras)</b>, has been fully paid in.</p> <p>Previously, the Company's issued capital was TL 1,000,000,000.00 (One Billion Turkish Liras). In this instance, the increased capital amounting to TL 1,000,000,000.00 (One Billion Turkish Liras) has been covered as follows: TL 671,037,604.98 from positive differences arising from equity inflation adjustments, TL 197,491,296.76 from share premium, TL 863,609.55 from gain on sale of real estate, TL 642,017.66 from gain on sale of subsidiary shares, and TL 129,965,471.05 from extraordinary reserves.</p> <p>The registered capital authorization granted by the Capital Markets Board is valid for the years <b>2024–2028 (five years)</b>. Even if the permitted capital ceiling has not been reached by the end of <b>2028</b>, in order for the Board of Directors to adopt a resolution to increase the capital after <b>2028</b>, it is mandatory to obtain authorization from the General Assembly for a new term by securing permission from the Capital Markets Board for the previously authorized ceiling or for a new ceiling amount. If such authorization is not obtained, no capital increase may be resolved by the Board of Directors.</p> <p>All shares are registered shares.</p> <p>There are no restrictions on the transfer of shares within the framework of the conditions stipulated by the Capital Markets Legislation.</p> <p>The Board of Directors is authorized, between 2024 and 2028, in accordance with the Capital Markets Law and the relevant legislation, to issue shares up to the registered capital ceiling and thereby increase the issued capital whenever deemed necessary, to issue shares above their nominal value, and to partially or fully restrict shareholders' pre-emptive rights.</p> <p>The shares representing the capital are monitored in book-entry form within the framework of dematerialization principles.</p>	<p><b>ARTICLE 6 – SHARE CAPITAL AND TYPE OF SHARES</b></p> <p>The Company has adopted the registered capital system pursuant to the provisions of the Capital Markets Law and has transitioned to this system with the permission of the Capital Markets Board dated 29/04/2010 and numbered 11/336.</p> <p>The registered capital ceiling of the Company is TL <b>6,000,000,000 (Six Billion Turkish Lira)</b>, divided into <b>6,000,000,000 (Six Billion)</b> shares, each with a nominal value of TL 1.00 (one Turkish Lira). The issued share capital of the Company is TL <b>2,000,000,000 (Two Billion Turkish Lira)</b>. This capital is divided into 2,000,000,000 (Two Billion) shares, each with a nominal value of TL 1.00 (one Turkish Lira). The entire issued capital of the Company, amounting to TL <b>2,000,000,000 (Two Billion Turkish Lira)</b>, has been fully paid.</p> <p>Previously, the issued share capital of the Company was TL 1,000,000,000.00 (One Billion), and the capital increase of TL 1,000,000,000.00 (One Billion) has been covered as follows: TL 671,037,604.98 from positive differences arising from equity adjustment; TL 197,491,296.76 from share premium; TL 863,609.55 from real estate sales gain; TL 642,017.66 from subsidiary share sales gain; and TL 129,965,471.05 from extraordinary reserves.</p> <p>The registered capital authorization granted by the Capital Markets Board is valid for the period <b>2025–2029 (five years)</b>. Even if the authorized capital ceiling has not been reached by the end of <b>2029</b>, in order for the Board of Directors to adopt a capital increase resolution after <b>2029</b>, it is mandatory to obtain permission from the Capital Markets Board for the previously authorized ceiling or for a new ceiling amount and to obtain authorization from the General Assembly for a new period. In the absence of such authorization, the Board of Directors may not resolve on a capital increase.</p> <p>All shares are registered shares.</p> <p>There is no restriction on the transfer of shares within the framework of the conditions stipulated under the Capital Markets Legislation.</p> <p>The Board of Directors is authorized, between the years 2025–2029, in accordance with the Capital Markets Law and the relevant legislation, to increase the issued capital by issuing shares up to the registered capital ceiling when deemed necessary, to issue shares above their nominal value, and to partially or completely restrict the pre-emptive rights of shareholders.</p> <p>The shares representing the capital are monitored in book-entry form within the framework of dematerialization principles.</p>