

ANNOUNCEMENT FROM THE BOARD OF DIRECTORS OF GSD HOLDİNG ANONİM ŞİRKETİ

The Ordinary General Assembly Meeting for the year 2025

The Ordinary General Assembly Meeting of GSD Holding A.Ş. for the fiscal year 2025 will be held on Friday, 24 April 2026 at 13.00 at Aydınevler Mahallesi Kaptan Rıfat Sokak No:3 Küçükyaı 34854 Maltepe İstanbul in order to negotiate and resolve on the following agenda items.

The Financial Statements for the fiscal year 2025 prepared in accordance with the regulations of the Capital Markets Board (CMB), the Independent Audit Report issued by the Independent Audit Firm, the Board of Directors' proposal regarding the distribution of profit for the 2025 accounting period, and the Board of Directors' Annual Report including statements on compliance with the Corporate Governance Principles and Sustainability Principles, together with our TSRS-Compliant Sustainability Report containing our disclosures within the scope of the Turkish Sustainability Reporting Standards ("TSRS") published by the Public Oversight, Accounting and Auditing Standards Authority of the Republic ("KGK") for the year 2024, as well as the detailed Information Document including the agenda items below and the disclosures required for compliance with the regulations of the Capital Markets Board, will be made available for the review of our esteemed shareholders at the Company Headquarters, on the Company's corporate website at www.gsdholding.com.tr, and on the Public Disclosure Platform and the Electronic General Assembly System of the Central Registry Agency, at least three weeks prior to the meeting date, within the legally prescribed period, excluding the announcement and meeting dates.

Shareholders who wish to attend the Ordinary General Assembly Meeting are required to fulfill the procedures announced to the public by the Central Securities Depository. The "list of shareholders" regarding the rights holders and their representatives attending the meeting will be obtained from the Electronic General Assembly System before the commencement of the meeting. This "list of shareholders" will be used in the preparation of the list of attendees. Persons who physically attend the meeting venue in order to participate in the Ordinary General Assembly Meeting will be verified as to whether they are shareholders or their representatives through the aforementioned list.

Shareholders who are unable to attend the meeting in person are required—without prejudice to the rights and obligations of shareholders who will participate electronically through the Electronic General Assembly System—to arrange their proxy forms in accordance with the sample attached hereto or obtain the proxy form template from the Company Headquarters or the Company's corporate website at www.gsdholding.com.tr, and to submit their notarized proxy forms (Annex/1) to the Company by fulfilling the requirements set forth in the Communiqué No. II-30.1 on "Voting by Proxy and Proxy Solicitation by Call," which entered into force upon its publication in the Official Gazette dated 24.12.2013 and numbered 28861. A proxy appointed electronically through the Electronic General Assembly System is not required to submit a proxy document. Powers of attorney that are not compliant with the sample attached to the general assembly invitation and required under the said Communiqué will not be accepted due to our legal responsibility.

Shareholders who will vote through the Electronic General Assembly System are kindly requested to obtain information from the Central Securities Depository or from our Company's Investor Relations Department in order to fulfill their obligations within the scope of the "Regulation on General Assemblies of Joint Stock Companies Held in Electronic Environment," published by the Ministry of Trade in the Official Gazette dated 28.08.2012 and numbered 28395.

Pursuant to Article 415 paragraph 4 of the Turkish Commercial Code No. 6102 and Article 30 paragraph 1 of the Capital Markets Law, the right to attend and vote at the general assembly is not conditional upon the deposit of share certificates. Accordingly, shareholders are not required to block their shares in order to attend the general assembly meeting. Shareholders attending the General Assembly Meeting in person only need to present identification at the meeting.

Without prejudice to the provisions regarding electronic voting, voting on the agenda items at the ordinary general assembly meeting will be conducted by open voting through a show of hands.

Respectfully submitted for the information of our esteemed shareholders.

GSD HOLDİNG A.Ş.
BOARD OF DIRECTORS

GSD HOLDİNG ANONİM ŞİRKETİ
THE AGENDA FOR THE ORDINARY GENERAL ASSEMBLY MEETING FOR THE YEAR 2025

1. Opening and Forming the Presidential Board of Meeting,
2. Presentation, discussion and approval of the 2025 Annual Report prepared by the Company's Board of Directors,
3. Presentation of the Summary of the Independent Audit Report for the 2025 fiscal year,
4. Reading, discussion and approval of the Financial Statements for the 2025 financial year prepared in accordance with the regulations of the Capital Markets Board,
5. Presentation, discussion and approval of the 2024 TSRS-Compliant Sustainability Report,
6. Acquittal of members of the Board of Directors for their activities in 2025,
7. Discussion and resolution of the proposal of the Board of Directors regarding the distribution of profit for the 2025 financial year,
8. Resolving on the profit distribution policy of the Company for the year 2026 and the following years,
9. Determination of the monthly remuneration of the Members of the Board of Directors and the Independent Members of the Board of Directors,
10. Approval of the selection of the Independent Audit Firm made by the Board of Directors in accordance with the Turkish Commercial Code and the regulations of the Capital Markets Board and the Public Oversight, Accounting and Auditing Standards Authority,
11. Informing the shareholders about the donations made by the Company during 2025 within the scope of its Donation and Aid Policy and determination of an upper limit for donations to be made in 2026,
12. Informing the shareholders, pursuant to the regulations of the Capital Markets Board, about the guarantees, pledges, mortgages and sureties granted by the Company and its subsidiaries in favor of third parties during 2025, as well as the income or benefits derived therefrom,
13. Informing the General Assembly, on the transactions, if any, within the context of Article 1.3.6. of Annex-I of the Corporate Governance Communiqué (II-17.1.) of the Capital Markets Board,
14. Giving information to the shareholders regarding the principles of remuneration of the members of the board of directors and senior executives,
15. Adoption of a resolution, pursuant to Articles 395 and 396 of the Turkish Commercial Code, to grant permission to the Members of the Board of Directors to conduct transactions with the Company in their own name or on behalf of others, to engage in commercial transactions falling within the scope of the Company's field of activity in their own name or on behalf of others, and to become partners with unlimited liability in companies engaged in the same line of business as the Company,
16. Information to shareholders about the existing buyback program,
17. Wishes and Closing.

**PROXY FORM FOR THE GENERAL ASSEMBLY MEETING
OF GSD HOLDİNG ANONİM ŞİRKETİ**

I hereby appoint _____ as my proxy authorized to represent me, to vote and make proposals in line with the views I express herein below and sign the required papers at the Ordinary General Assembly of GSD Holding Anonim Şirketi that will convene on 24 April 2026, Friday at 13:00 at the address of Aydınevler Mahallesi Kaptan Rıfat Sokak No:3 Küçükyalı 34854 Maltepe İstanbul.

Proxy (*)

Name Surname/Trade Name:

T.R. Identification Number/Tax Identification Number, Trade Registry and Number and the Central Registration System Number:

(*) For foreign national proxies, the equivalents of the aforementioned information must be submitted, if available.

A) SCOPE OF THE REPRESENTATION DOCUMENT

The scope of the power of attorney must be determined by selecting one of the options (a), (b) or (c) for the sections 1 and 2.

1. In relation to the Items on the General Assembly Agenda;

- a) The proxy is authorized to vote in line with his own views.
- b) The proxy is authorized to vote in line with the recommendations made by the Company management.
- c) The proxy is entitled to vote in line with the following instructions.

Instructions:

When the option (c) is selected by the shareholder, the instructions are given in relation to each agenda item by marking one of the options given next to them (accept or reject) and if the reject option is marked, the statement of oppositions, if any, requested to be recorded in the minutes of the general assembly meeting, are written.

Agenda Items (*)	Accept	Reject	Statement of Opposition
1. Opening and Forming the Presidential Board of Meeting,			
2. Presentation, discussion and approval of the 2025 Annual Report prepared by the Company's Board of Directors,			
3. Presentation of the Summary of the Independent Audit Report for the 2025 fiscal year,			
4. Reading, discussion and approval of the Financial Statements for the 2025 financial year prepared in accordance with the regulations of the Capital Markets Board,			
5. Presentation, discussion and approval of the 2024 TSRS-Compliant Sustainability Report,			
6. Acquittal of members of the Board of Directors for their activities in 2025,			
7. Discussion and resolution of the proposal of the Board of Directors regarding the distribution of profit for the 2025 financial year,			
8. Resolving on the profit distribution policy of the Company for the year 2026 and the following years,			

9. Determination of the monthly remuneration of the Members of the Board of Directors and the Independent Members of the Board of Directors,			
10. Approval of the selection of the Independent Audit Firm made by the Board of Directors in accordance with the Turkish Commercial Code and the regulations of the Capital Markets Board and the Public Oversight, Accounting and Auditing Standards Authority,			
11. Informing the shareholders about the donations made by the Company during 2025 within the scope of its Donation and Aid Policy and determination of an upper limit for donations to be made in 2026,			
12. Informing the shareholders, pursuant to the regulations of the Capital Markets Board, about the guarantees, pledges, mortgages and sureties granted by the Company and its subsidiaries in favor of third parties during 2025, as well as the income or benefits derived therefrom,			
13. Informing the General Assembly, on the transactions, if any, within the context of Article 1.3.6. of Annex-I of the Corporate Governance Communique (II-17.1.) of the of the Capital Markets Board,			
14. Giving information to the shareholders regarding the principles of remuneration of the members of the board of directors and senior executives,			
15. Adoption of a resolution, pursuant to Articles 395 and 396 of the Turkish Commercial Code, to grant permission to the Members of the Board of Directors to conduct transactions with the Company in their own name or on behalf of others, to engage in commercial transactions falling within the scope of the Company's field of activity in their own name or on behalf of others, and to become partners with unlimited liability in companies engaged in the same line of business as the Company,			
16. Information to shareholders about the existing buyback program,			
17. Wishes and Closing.			

(*)The items on the agenda of the General Assembly are stated one by one. If the minorities have a draft resolution, it is specified separately to enable voting by proxy.

2. The special instructions with regard to the other matters which may arise during the meeting and especially exercising the minority rights:

- a) The proxy is authorized to vote in line with his own views.
- b) The proxy is not authorized to vote with regard to these matters.
- c) The proxy is entitled to vote in line with the following instructions.

SPEACIAL INSTRUCTIONS; Special instructions by the shareholder to the proxy, if any, are provided here.

B) The shareholders determines the shares they wish to be represented by their proxies by selecting one of the following options.

1. I approve that my following shares detailed below shall be represented by the proxy.

- a) Group:
- b) Number-Nominal value:
- c) Whether they have any privilege with regard to voting rights:
- d) The proportion to the total shares/voting rights held by the shareholder:

2. I approve that all of my shares stated in the list of the shareholders who can attend the general assembly meeting provided by MKK (the Central Registry Agency) one day prior to the general assembly meeting shall be represented by the proxy.

THE SHAREHOLDER'S NAME AND SURNAME/TRADE NAME (*):

T.R. Identification Number/Tax Identification Number, Trade Registry and Number and the Central Registration System Number of the Shareholder:

The Shareholder's Address:

(*) For foreign national proxies, the equivalents of the aforementioned information must be submitted, if available.

THE SHAREHOLDER'S SIGNATURE