

GLOBAL YATIRIM HOLDİNG A.Ş.

**INFORMATION MEMORANDUM FOR THE ORDINARY GENERAL ASSEMBLY
MEETING TO BE HELD ON AUGUST 15, 2024, REGARDING THE FINANCIALS OF THE
YEAR 2023**

Our Company's Ordinary General Assembly Meeting regarding the activities and financials of the year 2023 will be held on **August 15, 2024, at 14.00**, at the Company headquarters located at **Büyükdere Cad. No: 193/2 Esentepe Mah. Şişli/İstanbul** to discuss the below-mentioned agenda items.

In accordance with the legal requirements, 01.01.2023 – 31.12.2023 Consolidated Financial Statements and footnotes, the Independent Auditor's Report, the Board of Directors' Annual Report and the Information Memorandum prepared in accordance with the Corporate Governance Rules containing explanations regarding each Agenda item are made available to the shareholders at the Company Headquarters, Public Disclosure Platform (KAP, www.kap.org.tr/en/), on the Company's corporate website at www.globalyatirim.com.tr, on the Public Disclosure Platform, and on the Electronic General Assembly System of the Central Registry Agency at least three weeks prior to the meeting.

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

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

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

Shareholders who will attend the meeting in person are required to present their IDs upon entering the meeting. Shareholders unable to attend the meeting in person, save for the rights and obligations of the ones participating electronically via the Electronic General Assembly System, shall prepare and submit the notarized proxy documents (Annex-1) issued in accordance with the requirements of the Capital Markets legislation. 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 without having a right to vote or say.

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.

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ORDINARY GENERAL ASSEMBLY MEETING
AGENDA
(15.08.2024)

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 2023,
4. Reading of and discussion on the Summary of the Independent Audit Report for the Fiscal Year 2023,
5. Reading of, discussion on and approval of the Balance Sheet, Profit-Loss Accounts for the Fiscal Year 2023,
6. Discussion on and determination of the proposal of the Board of Directors regarding dividend distribution,
7. Discussion on the release of the members of the Board of Directors with respect to Company's activities in the Fiscal Year 2023,
8. Determination of the wages/attendance fee to be paid to the members of the Board of Directors,
9. Appointment of the independent audit firm that is to conduct the independent audit of the fiscal year 2024 in accordance with Article 399 of the Turkish Commercial Code and the regulations of the Capital Markets Board,
10. Informing of the shareholders about the donations and grants made in the Fiscal Year 2023 and determination of the upper limit for the donations to be made in the fiscal year 2024,
11. Informing of 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 2023,
12. Informing of the shareholders about the transactions made in the Fiscal Year 2023 with related parties and with the persons stated under Article 1.3.6 of the Corporate Governance Principles of the Capital Market Board,
13. Approval of the payments made by our Company in the Fiscal Year 2023 to the members of the Board of Directors and senior executives,
14. Granting authority to the members of the Board of Directors in accordance with articles 395 and 396 of the Turkish Commercial Code,
15. 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 650,000,000.- 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	64,997,499,980	64,997,499,980
Total	65,000,000,000	65,000,000,000

The Company's capital of 650,000,000.-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 2023	Capital Ratio (%)	Voting Right Stake (%)
Mehmet Kutman*	34.71	34.71
Other	65.29	65.29
Total	100.-	100.-

**Including the shares of Turkcom Turizm Enerji İnşaat Gıda Yatırımlar A.Ş., owned by Mehmet Kutman.*

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 2023 and are planned to take place in 2024 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. 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 2023 financials.

**ANNOUNCEMENTS PERTAINING TO THE AGENDA ITEMS OF THE ORDINARY
GENERAL ASSEMBLY MEETING DATED AUGUST 15, 2024**

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 2023

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

4. Reading of and discussion on the Summary of the Independent Audit Report for the Fiscal Year 2023

A summary of the Independent Auditor's Report, which is prepared for the fiscal year 2023 in accordance with the provisions of TCC and the Regulation and the Capital Markets Law, shall be read out loud. Independent Auditor's Report is available on the Company’s corporate website at www.globalyatirim.com.tr.

5. Reading of, discussion on and approval of the Balance Sheet, Profit-Loss Accounts for the Fiscal Year 2023

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

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

According to the financial statements prepared in accordance with Turkish Financial Reporting Standards (TFRS) as per the regulations of the Capital Markets Board ("CMB") for the fiscal year ending on December 31, 2023, the company has a net profit of 2.007.817.454,-TL. However, based on the records according to the Turkish Tax Procedure Law (VUK), the current year's net profit is 529.965.661,20 TL.

According to the financial statements prepared in accordance with the Turkish Financial Reporting Standards ("TFRS"), after adding donations amounting to 12.967.721,-TL and deducting legal reserves of 26.498.283,06 TL from the net profit of 2.007.817.454,-TL, the net distributable profit for the period is calculated to be 1.994.286.891,94 TL.

Based on the financial statements prepared in accordance with the Turkish Tax Procedure Law (VUK), after setting aside legal reserves of 26.498.283,06 TL, the remaining net distributable profit for the period is 503.467.378,14 TL.

In the light of the above;

According to the regulations of the Capital Markets Board (CMB), in the distribution of profits, the lower of the amounts determined in accordance with TFRS and VUK should be considered as the basis. Accordingly:

- a) The allocation of 26.498.283,06 TL as legal reserves for the period from 01.01.2023 to 31.12.2023,
 - b) The distribution of a total gross cash dividend of 80.000.000,-TL, from the period's net distributable profit of 503.467.378,14 TL,
 - c) The cash dividend payments to be made by no later than December 31, 2024,
- This proposal by the Board of Directors will be discussed and finalized by the General Assembly.

7. Discussion on the release of the members of the Board of Directors with respect to Company's activities in the Fiscal Year 2023

Pursuant to the TCC, the release of the members of the Board of Directors regarding the activities, transactions and accounts for the year 2023 shall be submitted to the General Assembly for its approval.

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

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

9. Appointment of the independent audit firm that is to conduct the independent audit of the Fiscal year 2024 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 2024 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.

10. Informing of the shareholders about the donations and grants made in the Fiscal Year 2023 and determination of the upper limit for the donations to be made in the Fiscal year 2024

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 2024 will be resolved upon at the general assembly meeting.

11. Informing of 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 2023

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 2023 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.

12. Informing of the shareholders about the transactions made in the Fiscal Year 2023 with related parties and with the persons 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 31.12.2023.

13. Approval of the payments made by our Company in the Fiscal Year 2023 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 2023 shall be submitted to the General Assembly for their approval.

14. 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.

15. 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 August 15, 2024 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 REPRESENTATIVE AUTHORITY:

- a) With respect to the Agenda Items the Proxy is authorized to vote at its own discretion.
- b) The Proxy is authorized to vote in accordance with the instructions below (Please specify if any):
- c) The Proxy is authorized to vote in accordance with the proposals of the Company management
- d) For the other agenda items that may come up, the Proxy is authorized to vote in accordance with the instructions below (Please specify if any):
(If there is no specific instruction, the representative is to vote its own discretion)

B. DETAILS OF THE SHARES THAT ARE HELD BY THE SHAREHOLDER

- a) Series and Group :
- b) Number :
- c) Amount-Nominal Value of the Shares :
- d) Information of any Privileges attached to the Shares :
- e) Bearer or Registered :

I hereby confirm the authorization of a proxy to represent all of my shares listed in the shareholder list prepared by the Central Securities Depository (CSD) one day prior to the General Assembly meeting.

Name, Surname or Legal Title of the Shareholder :

Address :

Signature :

NOTE : (a), (b) or (c) must be circled under Section (A) and for (b) and (d) of Section (A) instructions if any are specified.