

GÖZDE GİRİŞİM SERMAYESİ YATIRIM ORTAKLIĞI A.Ş.
MINUTES OF THE 2023 ORDINARY GENERAL ASSEMBLY MEETING HELD ON 25/06/2024

The 2023 Ordinary General Assembly Meeting of Gözde Girişim Sermayesi Yatırım Ortaklığı A.Ş. was held on 25/06/2024 at 11:00 a.m. at the address "Kısıklı Mah. Ferah Cad. No:1 B.Çamlıca Üsküdar-İstanbul" under the supervision of Yılmaz Akbaş, the Ministry Representative assigned by the letter dated 14/06/2024 and numbered 97959975 by the Istanbul Governorship Directorate of Commerce.

As stipulated in the Law and the Articles of Association, the invitation for the meeting was made in due time by being published in the Turkish Trade Registry Gazette dated 21/05/2024 and numbered 11086 and on the Company's official website www.gozdegirisim.com.tr and on the Public Disclosure Platform and also by announcing the date and agenda of the meeting.

As per the List of Attendants, upon ascertaining that out of 385,000,000 shares corresponding to a total capital of 385,000,000.00 Turkish Liras, 241,792,671.389 shares corresponding to the capital of 241,792,671.389 Turkish Liras are represented physically by proxy, 53,951 shares corresponding to the capital of 53,951 Turkish Liras are represented physically and electronically by principal, and 20,697,070 shares corresponding to the capital of 20,697,070 Turkish Liras are represented electronically by proxy, totaling 262,543,692.389 shares corresponding to the capital of 262,543,692.389 Turkish Liras being represented at the meeting, and thus, upon the understanding that the minimum meeting quorum stipulated in both the Law and the Articles of Association was present and that the independent audit company representative PwC Bağımsız Denetim ve Serbest Muhasebeci Mali Müşavirlik A.Ş. (representative Erdem ÖZDEMİREL) and Board Member Aytaç Saniye MUTLUGÜLLER were also present at the General Assembly, the meeting was opened by Levent SİPAHİ and the agenda was discussed.

1. The meeting was called to order physically and electronically. Clarification was made on the mode of voting; it was explained that shareholders who are physically present at the meeting hall are required to cast their votes openly and by showing hands, and shareholders who will use dissenting votes are required to state their dissenting votes verbally, without prejudice to the electronic vote counting regulations as contained in both the Law and the Company's articles of association

As per Article 1527 paragraphs 5 and 6 of the Turkish Trade Law, it was determined that the Company had fulfilled the electronic general meeting preparations in compliance with the legal regulations. Erkan KIZILBOĞA, who has "Central Registry Agency Electronic General Meeting System Certificate Specialization", was appointed by the meeting chairmanship in order to use the electronic general meeting system, and the meeting was opened in the physical and electronic environment simultaneously, and the other items on the agenda are started to be discussed.

Mr. Levent SİPAHİ was proposed by the representative of the shareholder Yıldız Holding A.Ş.' representative Levent TAŞÇI for the election of the Chairman of the Meeting. Since there were no other proposals and suggestions, this proposal was voted. As a result of the voting, the election of Mr. Levent SİPAHİ as the Chairman of the Meeting was unanimously The Chairman of the Meeting assigned Levent TAŞÇI as the Secretary and İsmail ÖNDER as the Vote Collector.

2. It was put to vote to authorize the Meeting Presidency to sign the General Assembly meeting minutes on behalf of the General Assembly. The authorization of the Meeting Chairmanship to sign the minutes of the General Assembly Meeting was approved unanimously
3. The Chairman of the Meeting verbally suggested that the Board of Directors' annual report for the fiscal year 2023 be considered as read since it was published on the company's website and on the E-General Assembly System of the Central Registry Agency. Since there were no other proposals and suggestions, this proposal was unanimously accepted with 262,295,013.389 votes in favor against 248,679 votes in opposition. The 2023 Annual Report was discussed
4. Regarding the 2023 accounting period, the summary of the Independent External Audit report containing the results of the activities related to the Financial Statements issued by PwC Bağımsız Denetim ve Serbest Muhasebeci Mali Müşavirlik A.Ş. in accordance with the Communiqué on Principles Regarding Financial

5. The Chairman of the Meeting proposed that the balance sheet and profit/loss statement for the fiscal year 2023, which were accurately reflected in accordance with the accounting principles and standards set forth in the Communiqué Serial: II.14.1 on Principles Regarding Financial Reporting in Capital Markets published by the Capital Markets Board of the Republic of Turkey, be deemed to have been read since they were announced on the company website and on the E-General Assembly System of the Central Registry Agency. Since there were no other proposals and proposals, this proposal was accepted by a majority of votes with 262,295,013.389 votes in favor against 248,679 in opposition. The Balance Sheet and Profit/Loss Statement for the fiscal year 2023 were read in summary by Mr. Serkan YANDI and opened for discussion. No one took the floor. Following the voting, the Balance Sheet and Profit/Loss Statement for the fiscal year 2023 were unanimously approved with 262,295,013.389 votes in favor against 248,679 votes in opposition.
6. The acquittal of members of the Board of Directors Mr. Murat ÜLKER, Mr. Ali ÜLKER, Mr. Mehmet TÜTÜNCÜ, Mr. İbrahim TAŞKIN, Mr. Hüseyin Avni METİNKALE, Mr. Erman KALKANDELEN, Mrs. Aytaç Saniye MUTLUGÜLLER, Mr. Agah UĞUR, Mr. Mrs. Fatma Füsün AKKAL BOZOK was put to vote for their activities and transactions in 2023. Members of the Board of Directors did not participate in their own acquittal votes, in response to 248,679 votes in opposition; It was acquitted by majority vote with 262,295,013.389 votes in favor.
7. Within the framework of the proposal made by shareholder Yıldız Holding A.Ş. and as a result of the voting; The written proposal to pay a monthly fee net of TRY 34,000 to the independent members of the Board of Directors and not to pay salaries to the other members of the Board of Directors was read. Since there were no other suggestions or proposals, this proposal was put to vote. As a result of the voting, it was accepted by majority vote with 20,697,070 votes in opposition and 241,846,622.389 votes in favor.
8. The resolution of the Board of Directors dated 17/05/2024 to not distribute dividends for the year 2023 due to the net loss for the fiscal year ending on December 31, 2023 was accepted with a majority of votes with 262,489,742.389 votes in favor against 53,950 votes in opposition.
9. The resolution to approve the selection of PwC Bağımsız Denetim ve Serbest Muhasebeci Mali Müşavirlik A.Ş. (a member of PricewaterhouseCoopers) to conduct the independent external audit of the Company's accounts and transactions for the fiscal year 2024 in accordance with the Board of Directors' resolution, was approved unanimously
10. The General Assembly was informed that no guarantees, pledges and mortgages were given by the Company in 2023 within the framework of the Capital Markets Board regulations.
11. The Resolution on granting permission to the members of the Board of Directors regarding their transactions with the company in accordance with the provisions of Articles 395 and 396 of the Turkish Commercial Code was approved unanimously with 262,489,742.389 votes in favor against 53,950 votes in opposition.
12. Since there was no other item to be discussed on the agenda, the meeting was ended by the Meeting Presidency.

MINISTRY REPRESENTATIVE

Yılmaz AKBAŞ

MEETING CHAIRMAN

Levent SİPAHİ

VOTE COLLECTOR

İsmail ÖNDER

SECRETARY

Levent TAŞÇI