



**Information Document related to the
Ordinary General Meeting for 2022**



GÖZDE GİRİŞİM SERMAYESİ YATIRIM ORTAKLIĞI A.Ş.
From the Board of Directors;
Invitation to the Ordinary General Meeting of 2022

Dear Shareholders,

Our Company's Ordinary Shareholders' General Meeting for the year 2022 will be held on 03/05/2023, at 11:00 at "Kisikli Mah. Ferah Cad. No:1 B.Camlıca Uskudar-Istanbul" address according to the agenda specified below. (*)

Regarding the issues to be discussed at the Ordinary General Assembly in accordance with the CMB Corporate Governance Principles and CMB Communiqués; the General Assembly Meeting agenda, Board of Directors Activity Report for the 2022 Activity Year, Financial Statements and Independent Audit Report, Proposal for Profit Distribution and the Corporate Governance Principles Compliance Report in the annex of the Annual Report and the Detailed Information Note containing the necessary explanations for compliance with these agenda items and the regulations of the Capital Markets Board will be made available for review by our esteemed shareholders three weeks before the meeting, within the statutory period, at the Company Headquarters, on the Company website at www.gozdegirisim.com.tr, on the Public Disclosure Platform and on the Electronic General Assembly system.

Shareholders who wish to attend the General Assembly Meeting in person or through their representatives in an electronic environment as per article 1527 of Turkish Commercial Code must declare this preference through the MKK system with the Electronic General Assembly System (EGKS). In the event that the representative will attend the General Meeting instead of the shareholder, the identity information of the representative must be recorded in the EGKS. In cases where the representative will physically attend the meeting, authorization can be given in this way.

Pursuant to article 415 of the Turkish Commercial Code, our shareholders or their representatives whose shares are dematerialized within the framework of Central Securities Depository (MKK) regulations and whose names are on the list of shareholders, will be able to attend the General Meeting. Shareholders whose names are on this list can physically attend the Ordinary General Meeting of our Company by showing their identity cards.

Shareholders or their representatives who wish to attend the meeting electronically are required to fulfill their obligations in accordance with the provisions of the "Regulation on General Assemblies to be Held Electronically in Joint Stock Companies" published in the Official Gazette dated 28 August 2012 and no. 28395, and the "Communiqué on Electronic General Assembly System to be Implemented in General Assembly of Joint Stock Companies" published in the Official Gazette dated 29 August 2012 and no. 28396. Otherwise, they will not be able to attend the meeting. Detailed information on EGKS can be found at www.mkk.com.tr.

Shareholders who can't attend the meeting in person should issue their power of attorneys in accordance with the example given below or obtain the power of attorney form sample from our Company Headquarters and the Company website at www.gozdegirisim.com.tr in order to exercise their voting rights by proxy and they are required to comply with the issues stipulated in the "Communiqué on Voting by Proxy and Proxy Solicitation" of the Capital Markets Board numbered II-30.1 published in the Official Gazette dated 24.12.2013 and numbered 28861, and then to submit their notarized power of attorneys.

Pursuant to paragraph 4 of article 415 of the Turkish Commercial Code No. 6102 and paragraph 1 of article 30 of the Capital Markets Law, the right to attend and vote in the General Meeting is not subject to the condition of depositing the share certificates. Within this frame, if our shareholders wish to attend the General Assembly Meeting, they don't need to have their shares blocked.



Without prejudice to the voting provisions in the electronic environment regarding the voting of the agenda items at the Ordinary General Assembly Meeting, open voting method will be used by show of hands.

Respectfully submitted for the information of esteemed Shareholders.

(*) In accordance with Article 29 of the Capital Market Law, registered letters won't be sent to our shareholders for the invitation to the General Meeting.

Gözde Girişim Sermayesi Yatırım Ortaklığı A.Ş.

**GÖZDE GİRİŞİM SERMAYESİ YATIRIM ORTAKLIĞI A.Ş.
AGENDA OF THE ORDINARY GENERAL MEETING FOR 2022**

1. Opening and establishing the meeting chairmanship,
2. Giving the authorization with regard that the General Meeting Minutes to be signed by the Chairmanship of the Meeting,
3. Reading and discussing the annual report of the Board of Directors for the 2022 accounting period,
4. Reading the independent external audit summary report for the 2022 accounting period,
5. Reading, discussing and approving the financial statements for the 2022 accounting period,
6. Discussing and deciding on the dismissal of each members of the Board of Directors for their activities and actions for the 2022 accounting period,
7. Election of new members of the Board of Directors, determination of their terms of office and remunerations
8. Discussion and agreement on the proposals on profit distribution prepared by the Board of Directors,
9. Discussing and deciding on the proposal of the Board of Directors regarding the election of independent external audit firm for the audits of accounts and transactions in the fiscal year 2023, in accordance with the Turkish Commercial Code and capital market legislation
10. Giving information to the shareholders about the guarantees, pledges and mortgages given by the Company in favor of 3rd parties and the income or interest they have obtained, in accordance with the regulations of the Capital Markets Board,
11. Discussing and deciding on giving permission to the members of the Board of Directors pursuant to Articles 395 and 396 of the Commercial Code, in order for them to carry out the works that are or are not of the subject of the Company on their behalf or in behalf of others, to be able to become shareholders to the companies performing such kinds of works and to perform other transactions,
12. Closing



ADDITIONAL EXPLANATIONS MADE WITHIN THE SCOPE OF ARTICLE 1.3.1 OF CORPORATE GOVERNANCE PRINCIPLES COMMUNIQUE (SERIAL: II NO: 17.1)

1.3.1.a - As of the date of the announcement, the total number of shares and voting rights reflecting the shareholding structure of the company, if there are privileged shares in the capital of the company, the number of shares representing each privileged share group and voting rights:

The company's articles of association do not contain any privileges regarding the exercise of voting rights. According to the articles of association, each share gives one voting right. As of the latest situation, the shareholding structure of the Company is as follows;

| Shareholder Name-Last Name/ Trade Title | Share in Capital (TL) | Share in Capital (%) |
|--|-----------------------|----------------------|
| Kökler Yatırım Holding A.Ş. | 114.466.300 | %29,73 |
| Yıldız Holding A.Ş. | 87.719.769 | %22,78 |
| Üs Holding A.Ş. | 59.409.903 | %15,43 |
| Franklin Templeton Luxembourg SA | 19.250.000 | %5,00 |
| Other | 104.154.028 | %27,06 |
| Total | 385.000.000 | %100,00 |

1.3.1.b - Information on the changes in the management and activities of the company and its subsidiaries that have taken place in the previous accounting period or planned in the future accounting periods, which will significantly affect the activities of the partnership, and the reasons for these changes.

If there is a significant change in the management and activity subjects that will significantly affect the company's activities, public disclosure is made within the framework of the relevant communiqué.

1.3.1.c - Information on the dismissal, replacement or election of the members of the board of directors on the agenda of the general assembly meeting, if any; justification for their dismissal and replacement, CVs of persons whose candidacy for board of directors has been submitted to the partnership, their duties in the last ten years and reasons for leaving, the nature and importance level of the partnership and their relationship with its related parties, whether they have independence or not, and similar issues that may affect the partnership activities in case these persons are elected as members of the board of directors.

In accordance with the provisions of the TCC and the Regulation, the individual release of our Board members for their activities, transactions and accounts in 2022 and the election of new board members will be submitted for the approval of our shareholders. Mr. Agah UGUR, Ms. Fatma Füsün Akkal BOZOK and Ms. Aytacı Saniye MUTLUGÜLLER's nominations for Independent Board Members will be submitted to the approval of the General Assembly.

1.3.1.ç - The requests submitted by the shareholders of the partnership in writing to the Investor Relations Department regarding the inclusion of an item on the agenda, in cases where the board of directors doesn't accept the agenda proposals of the partners, the proposals that are not accepted and the reasons for rejection.

The request of a shareholder to add an item to the agenda via e-mail was not taken into consideration within the framework of the provision of Article 411 of the Turkish Commercial Code.



1.3.1.d - In case of a change in the articles of association on the agenda, together with the decision of the relevant board of directors, the old and new forms of the amendments to the articles of association:

None

POWER OF ATTORNEY

I hereby appoint, who is introduced in detail below, as my proxy, to be authorized to represent us/me, to vote, to make proposals and to sign the necessary documents in line with the views I have stated below at the ordinary general meeting of Gözde Girişim Sermayesi Yatırım Ortaklığı A.Ş. to be held 03/05/2023, at 11:00 at Kisikli Mah. Ferah Cad. No:1 B.Camlica Uskudar/Istanbul address.

Proxy's(*):

Name, Surname / Commercial Title:

Turkish Identity No/Tax No, Trade Registry and Number and MERSIS number:

(*) For proxies of foreign nationality, it is obligatory to submit the equivalents of the aforementioned information, if any.

Note: The power of attorney must be notarized.

For the sections 1 and 2 given below, one of the options (a), (b) or (c) should be chosen to determine the scope of the representation authority.

1. Regarding the Matters Included in the Agenda of the General Meeting;

- a) The proxy is authorized to vote in line with his/her own opinion.
- b) The proxy is authorized to vote in line with the proposals of the partnership management.
- c) The proxy is authorized to vote in accordance with the instructions given in the table below.

Instructions:

In case (c) choice is selected by the shareholder, one of the options (accept or reject) given opposite the relevant general assembly agenda item is marked and in case the reject option is selected, it is given by stating the dissenting opinion, if any, which is requested to be written in the minutes of the general assembly meeting.

| Agenda Items (*) | Accept | Reject | Dissenting Opinion |
|---|--------|--------|--------------------|
| 1. Opening and establishing the meeting chairmanship, | | | |
| 2. Giving the authorization with regard that the General Meeting Minutes to be signed by the Chairmanship of the Meeting, | | | |
| 3. Reading and discussing the annual report of the Board of | | | |

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|---|--|--|--|
| Directors for the 2022 accounting period, | | | |
| 4. Reading the independent external audit report summary for the 2022 accounting period, | | | |
| 5. Reading, discussing and approving the financial statements for the 2022 accounting period, | | | |
| 6. Discussing and deciding on the dismissal of each members of the Board of Directors for their activities and actions for the 2022 accounting period, | | | |
| 7. Election of new members of the Board of Directors, determination of their terms of office and remunerations | | | |
| 8. Discussion and agreement on the proposals on profit distribution prepared by the Board of Directors, | | | |
| 9. Discussing and deciding on the proposal of the Board of Directors regarding the election of independent external audit firm for the audits of accounts and transactions in the fiscal year 2023, in accordance with the Turkish Commercial Code and capital market legislation | | | |
| 10. Giving information to the shareholders about the guarantees, pledges and mortgages given by the Company in favor of 3rd parties and the income or interest they | | | |



| | | | |
|--|--|--|--|
| have obtained, in accordance with the regulations of the Capital Markets Board, | | | |
| 11. Discussing and deciding on giving permission to the members of the Board of Directors pursuant to Articles 395 and 396 of the Commercial Code, in order for them to carry out the works that are or are not of the subject of the Company on their behalf or in behalf of others, to be able to become shareholders to the companies performing such kinds of works and to perform other transactions, | | | |
| 12.Closing | | | |

• Voting is not done on information items.

(*) Matters in the agenda of the General Meeting are listed one by one. If the minority has a separate draft resolution, this is also indicated separately to ensure voting by proxy.

2. Special instruction regarding other issues that may arise in the General Meeting and especially the use of minority rights:

- a) The proxy is authorized to vote in line 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; Special instructions, if any, to be given by the shareholder to the proxy are specified here.

The shareholder chooses one of the options below and specifies the shares he/she wants the proxy to represent.

1. I approve the representation of my shares detailed below by the proxy.

- a) Composition and series:*
- b) Number/Group:**
- c) Pieces-Nominal value:
- ç) Whether there is a voting privilege:
- d) Bearer-Registered:*
- e) Ratio of shareholder to total shares/voting rights:

*This information is not requested for the dematerialized shares.

**For the dematerialized shares, information about the group, if any, will be given instead of the number.

2. I approve the representation by the proxy of all of my shares in the list of shareholders who can attend the general assembly prepared by MKK the day before the general assembly day.



NAME, SURNAME or TITLE OF THE SHAREHOLDER(*)

Turkish Identity No/Tax No, Trade Registry and Number and MERSIS number:

Address:

(*) For shareholders of foreign nationality, it is obligatory to submit the equivalents of the aforementioned information, if any.

SIGNATURE