

GÖZDE GİRİŞİM SERMAYESİ YATIRIM ORTAKLIĞI A.Ş.
MINUTES OF THE 2022 ORDINARY GENERAL ASSEMBLY MEETING HELD ON 03/05/2023

The 2022 Ordinary General Assembly Meeting of Gözde Girişim Sermayesi Yatırım Ortaklığı A.Ş. was held on 03/05/2023 at 11:00 a.m. at the address "Kısıklı Mah. Ferah Cad. No:1 B.Çamlıca Üsküdar-İstanbul" under the supervision of Ali İbrahim AKGÜN, the Ministry Representative assigned by the letter dated 02/05/2023 and numbered 85007806 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 10/04/2023 and numbered 10808 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, 394,459 shares corresponding to the capital of 394,459 Turkish Liras are represented physically and electronically by principal, and 21,096,985 shares corresponding to the capital of 21,096,985 Turkish Liras are represented electronically by proxy, totaling 263,284,115,389 shares 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 Mert TÜTEN) and Board Member Mehmet TÜTÜNCÜ 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 by Mr. Levent SİPAHİ. 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. Ayyuce BASTAN, 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. 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 approved with 263,153,376.389 votes in favor both physically and electronically against 130,739 votes in opposition by Fatih Bulut, one of the shareholders. The Chairman of the Meeting assigned Levent TAŞÇI as the Secretary and İsmail ÖNDER as the Vote Collector.

2. The authorization of the Meeting Chairmanship to sign the minutes of the General Assembly Meeting was approved by a majority of votes with 263,153,376.389 votes in favor both physically and electronically against 130,739 votes in opposition by Fatih Bulut in the physical platform.
3. The Chairman of the Meeting verbally suggested that the Board of Directors' annual report for the fiscal year 2022 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 262,904,697.389 votes in favor both physically and electronically against 130,739 votes in opposition physically by Fatih Bulut and 248,679 votes in opposition electronically. The 2022 Annual Report was discussed. *Fatih BULUT, one of the shareholders, submitted his written objection in 11 pages and 14 items (including his objections on the following items) to the Chairmanship of the Meeting and it is attached as an annex to the minutes. Regarding this article, the same shareholder took the floor and stated the following: "Pursuant to Article 437 of the TCC, public shareholders are restricted from reviewing the company's Board of Directors' decision book, related party transactions, and independently audited balance sheets of subsidiaries. For this purpose, I request that the General Assembly be postponed until 30 days later in accordance with the provisions of TCC 437 and that public investors be given the right to review." The Chairman of the Meeting declined the request for postponement of the General Assembly meeting, as the quorum required by the legislation according to TCC 420 was not present.*
4. Regarding the 2022 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 Reporting in Capital Markets

Serial: II. 14.1 of the Capital Markets Law published by the Capital Markets Board of the Republic of Turkey Prime Ministry was read. Opened for discussion.

Fatih BULUT, one of the shareholders, submitted his written objection in 11 pages and 14 items (including his objections on the following items) to the Chairmanship of the Meeting and it is attached as an annex to the minutes.

5. The Chairman of the Meeting proposed that the balance sheet and profit/loss statement for the fiscal year 2022, 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 262,641,077.389 votes in favor both physically and electronically against 394,359 votes in opposition physically and 248,679 votes in opposition electronically by Fatih Bulut, Ahmet Fuat Karakuş, Devrim Demiray and Kubilay Çilingiroğlu.

The Balance Sheet and Profit/Loss Statement for the fiscal year 2022 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 2022 were unanimously approved with 262,640,977.389 votes in favor both physically and electronically, against 394,359 votes in opposition physically by Fatih Bulut, Ahmet Fuat Karakuş, Devrim Demiray and Kubilay Çilingiroğlu and 248,779 votes in opposition electronically.

Fatih BULUT, one of the shareholders, submitted his written objection in 11 pages and 14 items (including his objections on the following items) to the Chairmanship of the Meeting and it is attached as an annex to the minutes.

Furthermore, Fatih BULUT, one of the shareholders, stated, independently of his written annotation attached to the minutes regarding this article, "Even though it is stated that the independent audit of the company was audited pursuant to independent auditing standards, I request an answer from the auditor regarding the details of the consultancy services received from the Templeton fund, the fees paid to the Templeton fund and the content of the reports, and whether the same fund provided similar services to the related party." Regarding this article, the company auditor PwC Bağımsız Denetim ve Serbest Muhasebeci Mali Müşavirlik A.Ş. (representative Mert TÜTEN) spoke and said;

"As disclosed in our independent audit report dated March 1, 2023, we conducted our audit based on Standards on Auditing issued by the Public Oversight Accounting and Auditing Standards Authority ("POA") as part of the Turkish Auditing Standards ("TAS"). Our responsibilities within the scope of these standards has been explained in Responsibilities of the Independent Auditor regarding Independent Audit of Consolidated Financial Statements section of our report. We believe that the audit evidence we have obtained during our audit is sufficient and appropriate to provide a basis for our opinion, as discussed in the basis for our opinion."

The written opinion and proposal submitted to the General Assembly by Kubilay ÇİLİNGİROĞLU, one of the shareholders, regarding the question and request of Franklin Templeton, the consultancy firm providing consultancy services to Gözde Girişim A.Ş., regarding the valuation according to which 2% of the consultancy fee was paid, is attached hereto.

6. It was moved on to the acquittal of the Board of Directors for the activities and transactions in the 2022 fiscal term. Each of the members of the Board of Directors did not exercise their voting rights arising from the shares they hold in their individual discharges, and they were discharged by a majority of votes with 262,640,977.389 votes in favor both physically and electronically, against 394,359 votes in opposition physically by Fatih Bulut, Ahmet Fuat Karakuş, Devrim Demiray and Kubilay Çilingiroğlu, among other shareholders attending the meeting and 248,779 votes in opposition electronically. *Regarding this article, Fatih BULUT, one of the shareholders, stated that "The members of the Board of Directors are related persons and they release themselves on behalf of the group companies they manage. This is in violation of the TCC legislation, and the votes of the shareholders who voted against from the public shareholders should not be discharged by taking into account the votes of the shareholders who voted against."*
7. Within the framework of the proposal submitted by the shareholder Yıldız Holding A.Ş. and as a result of the voting; the Chairman of the Meeting read the written motion for the election of Mr. Murat ÜLKER, Mr. Ali ÜLKER, Mr. Mehmet TÛTÛNCÛ, Mr. İbrahim TAŞKIN, Mr. Hüseyin Avni METİNKALE, Mr. Erman KALKANDELEN, who have submitted their written declarations of acceptance of office, as members of the Board of Directors for a term of 3 years; for the election of Ms. Aytaç Saniye MUTLUGÛLLER, Ms. Fatma Füsun Akkal BOZOK and Mr. Agah UĞUR as Independent Board Members with the positive opinion of the Capital Markets Board dated 24/03/2023 and numbered E-12233903-110.07.07.07-35128; for the payment of net TRY 7,500 per month to Ms. Aytaç Saniye MUTLUGÛLLER, net TRY 15,000 per month to Mr. Agah UĞUR and net TRY 15,000 per month to Ms. Fatma Füsun AKKAL BOZOK, and no remuneration to the other members of the Board of Directors. Since there was no other suggestion or proposal, this proposal was put to vote. The motion was approved by a majority of votes with 241,877,048.389 votes in favor both physically and electronically against 394,359 votes in opposition physically by

Fatih Bulut, Ahmet Fuat Karakuş, Devrim Demiray and Kubilay Çilingirođlu and 21,012,708 votes in opposition electronically. *Fatih BULUT, one of the shareholders, submitted his written objection in 11 pages and 14 items (including his objections on the following items) to the Chairmanship of the Meeting and it is attached as an annex to the minutes.*

8. The resolution of the Board of Directors dated 07/04/2023 to not distribute dividends for the year 2022 due to the loss for the period in the financial statements of the Company prepared in accordance with the Tax Procedure Law as of the end of 31/12/2022 was accepted with a majority of votes with 262,889,656.389 votes in favor both physically and electronically against 394,359 votes in opposition physically by Fatih Bulut, Ahmet Fuat Karakuş, Devrim Demiray, and Kubilay Çilingirođlu and 100 votes in opposition electronically. *Fatih BULUT, one of the shareholders, submitted his written objection in 11 pages and 14 items (including his objections on the following items) to the Chairmanship of the Meeting and it is attached as an annex to the minutes.*
9. The resolution to approve the selection of PwC Bađımsız Denetim ve Serbest Muhasebeci Mali Műşavirlik A.Ş. (a member of PricewaterhouseCoopers) to conduct the independent external audit of the Company's accounts and transactions for the fiscal year 2023 in accordance with the Board of Directors' resolution, was unanimously approved with 262,640,977.389 votes in favor both physically and electronically against 394,359 votes in opposition physically by Fatih Bulut, Ahmet Fuat Karakuş, Devrim Demiray and Kubilay Çilingirođlu and 248,779 votes in opposition electronically.
*Fatih BULUT, one of the shareholders, expressed that "Audit work is insufficient, the company's 13 years of commercial activities should be audited by fraud audit".
Regarding this article, the company auditor PwC Bađımsız Denetim ve Serbest Muhasebeci Mali Műşavirlik A.Ş. (representative Mert TűTEN) spoke and said;
"As disclosed in our independent audit report dated March 1, 2023, we conducted our audit based on Standards on Auditing issued by the Public Oversight Accounting and Auditing Standards Authority ("POA") as part of the Turkish Auditing Standards ("TAS"). Our responsibilities within the scope of these standards has been explained in Responsibilities of the Independent Auditor regarding Independent Audit of Consolidated Financial Statements section of our report. We believe that the audit evidence we have obtained during our audit is sufficient and appropriate to provide a basis for our opinion, as discussed in the basis for our opinion."*
10. The General Assembly was informed that no guarantees, pledges and mortgages were given by the Company in 2022 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 262,640,977.389 votes in favor both physically and electronically against 394,359 votes in opposition physically by Fatih Bulut, Ahmet Fuat Karakuş, Devrim Demiray and Kubilay Çilingirođlu and 248,779 votes in opposition electronically. *Fatih BULUT, one of the shareholders, submitted his written objection in 11 pages and 14 items (including his objections on the following items) to the Chairmanship of the Meeting and it is attached as an annex to the minutes. The same shareholder also stated, "I declare that the controlling shareholders are not transparent in their related party transactions, including the prohibition of competition in accordance with Articles 395 and 396 of the TCC. This situation causes serious distrust among investors."*
12. Our shareholders who took the floor in the wishes and requests part wished for 2023 to pass successfully. The meeting was ended by the Meeting Council, since there were no other items left to be discussed on the agenda.

The views of Kubilay ÇİLİNGİROĐLU, one of the shareholders, with regard to the inclusion of the share buy-back program in the agenda of the General Assembly meeting are attached hereto.

MINISTRY REPRESENTATIVE
Ali İbrahim AKGűN

MEETING CHAIRMAN
Levent SİPAHİ

VOTE COLLECTOR
İsmail NDER

SECRETARY
Levent TAŞÇI