

INVEO YATIRIM HOLDING AŞ
INFORMATION DOCUMENT REGARDING THE ORDINARY GENERAL ASSEMBLY
MEETING RELATED TO 2023 DATED 29 MARCH 2024

1. INVITATION OF ORDINARY GENERAL ASSEMBLY FOR THE YEAR 2023

The Ordinary General Assembly Meeting of our Company for the year 2023 will be held on Friday, March 29, 2024 at 10:00 a.m. at Altayçeşme Mahallesi Çamlı Sokak Pasco Plaza No: 21 Kat:11 Maltepe / İstanbul to discuss the following agenda.

The Financial Statements and Footnotes and Independent Audit Report for the fiscal year 2023 prepared in accordance with the CMB regulations, the proposal of the Board of Directors on the manner of utilization of the profit for the fiscal year 2023, the Annual Report of the Board of Directors and the attached Corporate Governance Principles Compliance Report, the text of the amendment to the Articles of Association and the agenda items and the information notes containing the necessary explanations for compliance with the Corporate Governance Principles will be made available for the review of the Honorable Shareholders at Altayçeşme Mahallesi Çamlı Sokak Pasco Plaza No: 21 Kat:11 Maltepe / İstanbul, on the company website at www.inveo.com.tr/en/ and the Electronic General Assembly System of the Central Registry Agency will be made available for the review of Esteemed Shareholders.

Our shareholders who wish to attend the Ordinary General Assembly Meeting are required to fulfill the procedures announced to the public by the Central Registry Agency. The "shareholders list" regarding the right holders and their representatives attending the meeting is taken from the Electronic General Assembly System before the meeting starts. The "shareholders list" is used for the formation of the list of attendees. The control of whether the persons who physically come to the meeting hall to attend the Ordinary General Assembly Meeting are shareholders or their representatives will be made through the aforementioned list.

Our shareholders who will not be able to attend the meeting in person, provided that the rights and obligations of the shareholders who will participate electronically through the Electronic General Assembly System are reserved, should arrange their proxies in accordance with the attached sample or obtain the sample proxy form from our Company Headquarters or our Corporate website at www.inveo.com.tr/en/ and accordingly, they are required to fulfill the requirements stipulated in the "Communiqué on Voting by Proxy and Proxy Solicitation" numbered II-30.1, which entered into force upon publication in the Official Gazette dated 24.12.2013 and numbered 28861, and to submit their notarized proxy forms to the Company. It is not necessary for the proxy appointed electronically through the Electronic General Assembly System to submit a power of attorney document. Power of attorneys that are not in compliance with the attached power of attorney sample, which is required by the Communiqué, will not be accepted due to our legal liability.

Our Shareholders who will vote via Electronic General Assembly System are kindly requested to obtain information from the Central Registry Agency or Inveo Investor Relations in order to fulfill their obligations under the "Regulation on General Assembly Meetings to be held in Electronic Environment in Joint Stock Companies" of the Ministry of Trade.

Pursuant to Article 415, Paragraph 4 of the Turkish Commercial Code No. 6102 and Article 30, Paragraph 1 of the Capital Markets Law No. 6362, the right to attend and vote at the General Assembly Meeting cannot be conditioned on the deposit of share certificates. Accordingly, our shareholders who wish to attend the General Assembly Meeting are not required to have their shares blocked. It is necessary and sufficient for our shareholders who will attend the General Assembly Meeting in person to show their ID cards at the meeting.

In addition, if our shareholders, whose identity and information regarding the shares in their accounts are concealed and therefore cannot be seen by our Company, wish to participate in the General Assembly Meeting, they are required to apply to the intermediary institutions where their accounts are held and ensure that the restriction on the concealed identity and information regarding their shares is removed until 1 (one) day before the date of the General Assembly Meeting.

Without prejudice to the provisions on electronic voting, open voting by raising hands shall be used for voting on the agenda items at the General Assembly Meeting.

It is submitted for the information of Esteemed Shareholders.

1. 2023 ANNOUNCEMENTS REGARDING THE AGENDA ITEMS OF THE ORDINARY GENERAL ASSEMBLY MEETING

1. Opening and formation of the meeting chairmanship,

Pursuant to the provisions of the "Turkish Commercial Code No. 6102" (TCC) and the "Regulation on the Procedures and Principles of the General Assembly Meetings of Joint Stock Companies and the Ministry Representatives to be present at these Meetings" ("General Assembly Regulation") and Article 7 of the Company's General Assembly Internal Directive, the Chairman of the Meeting shall be elected to conduct the General Assembly meeting. In accordance with the General Assembly Internal Directive, at least one minute clerk and, if deemed necessary, a sufficient number of vote collectors shall be elected by the Meeting Chairman.

2. Reading, discussing and resolving on the Board of Directors' Annual Report for 2023,

Within the framework of the Turkish Commercial Code, General Assembly Regulation and CMB regulations, the Board of Directors' Annual Report for the year 2023, including the Corporate Governance Compliance Report, which is made available for the review of our shareholders at our Company's headquarters, on the Electronic General Assembly Portal (e-GEM) of MKK and on our Company's website (www.inveo.com.tr/en/) for three weeks prior to the General Assembly meeting, will be presented for the opinion and approval of our shareholders.

3. Reading the summary of the independent audit report for 2023 the fiscal year,

The summary of the Independent Audit Report prepared in accordance with the regulations of the Capital Markets Board for the 2023 accounting period, which is available for the review of our shareholders at our Company's headquarters, on the Electronic General Assembly Portal (e-GEM) of the Central Registry Agency (CRA) and on our Company's website (www.inveo.com.tr/en/) for three weeks

prior to the General Assembly meeting, will be read and presented for the information of our shareholders.

4. Reading, discussing and resolving on the Financial Statements prepared in accordance with the CMB regulations for the year 2023,

Within the framework of the Turkish Commercial Code, General Assembly Regulation and CMB regulations, information will be given about our Financial Statements prepared in accordance with the CMB regulations for the year 2023, which are made available for the review of our shareholders at our Company's headquarters, on the Electronic General Assembly Portal (e-GEM) of MKK and on our Company's website (www.inveo.com.tr/en/) for three weeks prior to the General Assembly meeting, and will be submitted for the opinion and approval of our shareholders.

5. Resolution on the amendment text regarding Article 7 of the Company's Articles of Association titled "Capital and Shares",

The amendment to the Articles of Association in Appendix 2 regarding Article 7 of the Company's Articles of Association titled "Capital and Shares" will be submitted to the approval of the General Assembly. As a result of the amendment to the Articles of Association, the registered capital ceiling of the Company will increase from TL 500,000,000,000 to TL 1,000,000,000,000 and the validity period of the registered capital will be extended to be valid between 2023 and 2027. The necessary permissions have been obtained from the CMB and the Ministry of Trade for the amendment of the articles of association.

6. Release of the Members of the Board of Directors separately for the 2023 operating year,

Within the framework of the provisions of the Turkish Commercial Code and the General Assembly Regulation, the release of the members of the Board of Directors separately for their activities, transactions and accounts for the year 2023 will be submitted to the approval of the General Assembly.

7. Acceptance, acceptance with amendments or rejection of the proposal of the Board of Directors regarding the utilization of the profit for the year 2023,

In the accounting period ending on December 31, 2023, the net period profit of 1,123,212,743.00 TL according to the CMB and the net period profit of 2,665,056,606.70 TL in the legal records will be set aside as extraordinary reserve funds, our company strategies, investment and financing policies following the evaluation made by taking this into account, it was unanimously decided by the participants of the meeting that no profit distribution would be made and that the proposal in the table Appendix 3 prepared within the framework of this decision should be submitted to the General Assembly for approval.

8. Giving information about the donations made by the Company in 2023 within the framework of the CMB legislation,

Pursuant to Article 6 of the Capital Markets Board's Dividend Communiqué No. II-19.1, donations made during the year must be submitted for the information of the General Assembly. In 2023, the upper limit of donations to be made by our Company was determined as TL 3,000,000, and our Company made a donation and aid of TL 20,750 in 2023.

9. Determining the upper limit for donations to be made in 2024 within the framework of CMB legislation,

Pursuant to Article 6 of the Capital Markets Board's Dividend Communiqué No. II-19.1, the limit of donations to be made must be determined by the General Assembly in cases not specified in the Articles of Association and the donations made during the year must be submitted to the information of the General Assembly.

In 2024, the upper limit of donations will be determined by the General Assembly.

10. Determination of the number and terms of office of the members of the Board of Directors,

In accordance with the TCC and the Regulation, the number of board members and their terms of office will be determined by taking into account the principles regarding the election of the board of directors in our Articles of Association.

Pursuant to Article 8 of the Articles of Association titled "Board of Directors and Term of Office", the number of members of the Board of Directors can be determined as minimum 5 and maximum 7. Within the framework of paragraph 1 of Article 6 of the Corporate Governance Communiqué and the groups described in the CMB Bulletin No. 2024/6, since our Company is in Group 1, the number of independent members must be at least 2 if the Board of Directors consists of 5 or 6 members, and at least 3 if the Board of Directors consists of 7 members.

Although it depends on the decision to be taken at the General Assembly, it is expected that the Company's Board of Directors will consist of 5 members in the new period and therefore the Company will need 2 independent members. According to the Articles of Association, the maximum term of office of the members of the Board of Directors is three years and the term of office of the members of the Board of Directors will also be determined at the General Assembly.

11. Election of the members of the Board of Directors,

Pursuant to the CMB regulations, the Turkish Commercial Code and the General Assembly Regulation, members of the Board of Directors will be elected by taking into account the principles regarding the election of members of the Board of Directors in our Articles of Association. In addition, independent members will be elected in order to comply with the CMB's Corporate Governance Communiqué numbered II-17.1.

As per our Board of Directors structure, the duty of the Nomination Committee is carried out by the Corporate Governance Committee. Upon the recommendation of the Corporate Governance Committee, which evaluated the candidates submitted to it, the Board of Directors decided to nominate Mr. Ahmet AKA and Ms. Rya ESER were nominated as Independent Board Member candidates, and since we are a Group 1 Company, the independent member candidates were submitted to the CMB. Our Company has been informed that the CMB has decided not to express any negative opinion about the Independent Board Member candidates with its letter dated 12.02.2024.

The resumes of the candidates for the Board of Directors are given in Appendix 4, and the declarations of independence of the independent candidates for the Board of Directors are given in Appendix 5.

12. Determination of the monthly salaries of the Members of the Board of Directors and Independent Board Members,

Within the scope of our Company's Remuneration Policy, monthly salaries of the members of the board of directors and independent board members will be determined.

13. Approval of the Independent Audit Firm selection made by the Board of Directors in accordance with the Turkish Commercial Code and Capital Markets Board regulations,

Pursuant to the Turkish Commercial Code No. 6102 and Capital Markets Law No. 6362, in accordance with the principles set forth, upon the proposal of the Audit Committee, at the Board of Directors meeting of our Company dated March 6, 2024, it was resolved to appoint PKF Aday Bağımsız Denetim AŞ, registered at the Istanbul Trade Registry Office with Trade Registry No. 561406-0 at Reşitpaşa Mahallesi Eski Büykdere Cad. No:14 Park Plaza Kat:3 Interior Door No:10 Sarıyer Istanbul, registered at the Istanbul Trade Registry Office with Trade Registry Number 561406-0, as the Company's Independent Audit company for the fiscal year 2024, and to submit the said selection to the approval of the first Ordinary General Assembly to be held, and this selection will be submitted to the approval of our shareholders at the General Assembly.

14. Authorizing the members of the Board of Directors for the transactions specified in Articles 395 and 396 of the Turkish Commercial Code,

The General Assembly will be asked for the approval of the members of the Board of Directors to carry out transactions within the framework of Article 395 paragraph 1 of the TCC entitled "Prohibition of Transactions with the Company and Borrowing Money from the Company" and Article 396 entitled "Prohibition of Competition".

15. In 2023, informing the shareholders about the guarantees, pledges, mortgages (GPM) given by the Company in favor of third parties and the income and benefits obtained,

Within the framework of Article 12, Paragraph 4 of the CMB Corporate Governance Communiqué No. II-17.1; guarantees, pledges, mortgages and sureties given in favor of third parties and the income or benefits obtained will be included as a separate item on the agenda of the ordinary general assembly meeting and our shareholders will be informed. Information on the GPMs given by the Company is given in footnote 18 of our financial statements dated 31.12.2023.

16. Giving information about the implementation of the Buyback Program,

Our company in 2023;

With the decision of the Board of Directors dated 14.02.2023, our Company initiated a repurchase program where the maximum number of shares that can be subject to repurchase is 1,950,000 shares, the fund to be allocated for repurchase is TL 50 million and the repurchase period is 3 years. At the meeting of our Company dated 03.05.2023, it was decided to revise the maximum number of shares that can be subject to repurchase, which was determined as 1,950,000 shares with the repurchase program we initiated on 14.02.2023, as 4,200,000 shares and the fund to be allocated for repurchase, which was determined as TL 50,000,000, as TL 100,000,000. As of July 2023, INVEO shares held by the Company within the scope of the repurchase program reached 4,200,000 shares and its ratio to the Company's capital reached 1.75% and the repurchase program was terminated. As of 28.09.2023, our Company sold 210,000 of the shares purchased under the aforementioned repurchase program and made a profit of TL 9,112,060. As of the end of 2023, the ratio of INVEO shares owned by our Company through the repurchase programs carried out in 2019 and 2023 to the Company's capital is 1.68%.

In addition, it has been resolved to authorize the General Management to carry out the repurchase transactions and to include the repurchase transactions in the agenda of the first general assembly meeting to be held and to inform the shareholders at the general assembly. Information regarding the repurchase transactions will be submitted to the General Assembly.

17. Wishes and Closing

2. ADDITIONAL DISCLOSURES WITHIN THE SCOPE OF SPK REGULATIONS AND CORPORATE GOVERNANCE PRINCIPLES

General disclosures made within the framework of Capital Markets Board regulations and Corporate Governance Principles are presented for the information of our shareholders in this section.

2.1. Shareholding Structure and Voting Rights

Pursuant to subparagraph a of Article 1.3.1 of the Corporate Governance Principles, "The total number of shares and voting rights reflecting the shareholding structure of the partnership as of the date of disclosure, and if there are privileged shares in the partnership capital, the number of shares and voting rights representing each privileged share group and information on the nature of the privileges." are presented to our shareholders.

INVEO YATIRIM HOLDING AŞ SHAREHOLDING STRUCTURE AND VOTING RIGHTS

SHAREHOLDER	SHARE AMOUNT (TL)	NUMBER OF SHARES	VOTING RATE	VOTING RIGHTS (%)
ERHAN TOPAÇ	194.457.601,80	194.457.601,80	197.817.601,80	81.29
GROUP A	240.000,00	240.000,00	3.600.000	1.48
GROUP B	194.217.601,80	194.217.601,80	194.217.601,80	79.81
OTHER	45.542.398,20	45.542.398,20	45.542.398,20	18.71
GROUP B	45.542.398,20	45.542.398,20	45.542.398,20	18.71
TOTAL	240.000.000,00	240.000.000,00	243.360.000,00	100

Pursuant to Article 12 of the Company's Articles of Association, each Group A share has 15 (Fifteen) voting rights and each Group B share has 1 (One) voting right in the election of the members of the Board of Directors.

2.2. Information on Significant Activities of the Company and Subsidiaries

Pursuant to subparagraph b of Article 1.3.1 of the Corporate Governance Principles, "Information on the changes in the management and activities of the Incorporation and its subsidiaries that took place in the previous accounting period or planned for the future accounting periods that will significantly affect the activities of the Incorporation and the reasons for these changes." is announced to the shareholders.

Changes in the management and operations of our Company and our subsidiaries that took place during the 2023 fiscal year or are planned for the upcoming fiscal years that will significantly affect the Company's operations are presented below for the information of our shareholders:

- **Misyon Yatırım Bankası AŞ became operational:**

With 30 years of experience and know-how in the capital markets, Mission Yatırım Bankası, of which Inveo Yatırım Holding is one of the founding partners, was established in December 2021 to take its know-how and experience to the next level and contribute to the financing of the investments needed by Turkey. In December 2022, the Bank received permission to operate from the BRSA; completed its preparations for people, infrastructure and process by focusing on the goals of becoming the leading bank of the new economy in 2023 and democratizing investment; and started its operations on June 14, 2023. As of the end of 2023, Mission Yatırım Bankası continues its activities with 13 business units and 123 employees, created by its senior management with 25 years of experience.

The shareholding structure of Misyon Yatırım Bankası AŞ, 75% of which is owned by our Company, is presented below for your information.

MİSYON YATIRIM BANKASI AŞ	SHARE AMOUNT (TL)	RATIO (%)
INVEO YATIRIM HOLDİNG AŞ	384.997.000	74,999
GEDİK YATIRIM MENKUL DEĞERLER AŞ	115.000.000	23,00
INVEO PORTFÖY YÖNETİMİ AŞ	1.000	0,0002
ERHAN TOPAÇ	1.000	0,0002
ONUR TOPAÇ	1.000	0,0002
TOPLAM	500.000.000	100

- **Establishment of Inveo Araç Kiralama Hizmetleri AŞ:**

Inveo Araç Kiralama Hizmetleri has established a corporate leasing service company with a capital of TL 20 million, 100% of which will be owned by Inveo Yatırım Holding, in order to evaluate the opportunities that may arise in the future and to perform all kinds of corporate leasing services, especially for group companies. As a result of the work carried out in this context, the necessary permissions were obtained and the establishment procedures of Inveo Araç Kiralama Hizmetleri Anonim Şirketi were completed and the Company was registered by the Istanbul Trade Registry Office on 12.01.2023.

2.3. Information on the Persons to be Nominated for the Membership of the Company's Board of Directors

Pursuant to subparagraph c of Article 1.3.1 of the Corporate Governance Principles, *"If the agenda of the general shareholders' meeting includes the dismissal, replacement or election of board members, the grounds for dismissal and replacement, the backgrounds of the persons whose candidacy for board membership has been submitted to the partnership, the duties they have carried out in the last ten years and the reasons for their departure, the nature and materiality level of their relationship with the partnership and related parties of the partnership, whether they have the qualifications of independence, and information on similar issues that may affect the activities of the partnership in case these persons are elected as board members."* are announced to the shareholders.

Article 11 of the agenda of the Ordinary General Assembly meeting, where the activities of 2023 will be discussed, is the election of the members of the Board of Directors. The information regarding the persons to be nominated for the Board of Directors is given in Appendix 4 and the declarations of independence of the independent board member candidates are given in Appendix 5.

2.4. Information on Requests for Adding Items to the Agenda

Pursuant to subparagraph ç of Article 1.3.1 of the Corporate Governance Principles, which is obligatory to be applied, *"The requests of the shareholders of the Incorporation submitted in writing to the Investor Relations Department regarding the addition of items to the agenda, and in cases where the Board of Directors does not accept the agenda proposals of the shareholders, the rejected proposals and the reasons for rejection."* are announced to the shareholders.

2023 activities to be discussed at the Ordinary General Assembly meeting, no request for any item to be added to the agenda was received.

2.5. Information on Amendment to the Articles of Association

Pursuant to subparagraph d of Article 1.3.1 of the Corporate Governance Principles, *"In case there is an amendment to the articles of association on the agenda, the old and new versions of the amendments to the articles of association together with the relevant board of directors' resolution."* are announced to the shareholders.

Within the framework of Article 5 of the agenda of the Ordinary General Assembly meeting where the activities of 2023 will be discussed, the Articles of Association is subject to amendment and the necessary Material Event Disclosures have been made on the Public Disclosure Platform. The necessary permissions have been obtained from the CMB and the Ministry of Trade for the amendments to the Articles of Association. The old and new versions of the amendments to the Articles of Association are given in Appendix 2.

3. APPENDIX TO THE 2023 ORDINARY GENERAL ASSEMBLY INFORMATION DOCUMENT

- Ek/1 – Power of Attorney Sample
- Ek/2 – Amendment to the Articles of Association
- Ek/3 – Profit Distribution Table
- Ek/4 – Curriculum Vitae of Board Member Candidates
- Ek/5 – Declarations of Independence of Independent Member Candidates

POWER OF ATTORNEY
INVEO YATIRIM HOLDING AŞ

I hereby appoint, who is introduced in detail below, as my proxy to be authorized to represent me, to vote, to make proposals and to sign the necessary documents in line with the views I have expressed below at the ordinary general assembly meeting of Inveo Yatırım Holding AŞ for the year 2023 to be held at Altayçeşme Mahallesi Çamlı Sokak Pasco Plaza No: 21 Kat:11 Maltepe / İstanbul on Tuesday, March 29, 2024 at 10:00 am.

Proxy's (*);

Name Surname/Trade Registry Name:

TR Identity Number/Tax Number, Trade Registry and Number and MERSIS number:

(*) For foreign proxies, it is mandatory to submit the equivalent of the aforementioned information, if any.

A) SCOPE OF THE AUTHORIZATION OF REPRESENTATION

The scope of representation authority should be determined by selecting one of the options (a), (b) or (c) for sections 1 and 2 below.

1. About the Matters on the Agenda of the General Assembly;

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

Instructions:

If option (c) is selected by the shareholder, the instructions specific to the agenda item shall be given by marking one of the options given opposite the relevant general assembly agenda item (acceptance or rejection) and if the rejection option is selected, by indicating the dissenting opinion, if any, requested to be written in the minutes of the general assembly meeting.

Agenda Items (*)	Acceptance	Red	Dissenting Opinion
1. Opening and formation of the meeting chairmanship			
2. Reading, discussing and resolving on the Board of Birectors' Annual Report for 2023			
3. Reading the summary of the independent audit report for the fiscal year 2023			

4. Reading, discussing and resolving on the Financial Statements prepared in accordance with the CMB regulations for the year 2023			
5. Resolution on the amendment text regarding Article 7 of the Company's Articles of Association titled "Capital and Shares"			
6. Separate acquittal of the members of the Board of Directors from its responsibilities arising out of 2023 business activities year			
7. Acceptance, acceptance with amendments or rejection of the proposal of the Board of Directors regarding the utilization of the profit for the year 2023			
8. Giving information about the donations made by the Company in 2023 within the framework of the CMB legislation			
9. Determining the upper limit for donations to be made in 2024 within the framework of CMB legislation			
10. Determination of the number and terms of office of the members of the Board of Directors			
11. Election of the members of the Board of Directors			
12. Determination of the monthly salaries of the Members of the Board of Directors and Independent Board Members			
13. Approval of the Independent Audit Firm selection made by the Board of Directors in accordance with the Turkish Commercial Code and Capital Markets Board regulations			
14. Authorizing the members of the Board of Directors for the transactions specified in Articles 395 and 396 of the Turkish Commercial Code			

15. In 2023, informing the shareholders about the guarantees, pledges, mortgages (GPM), given by the Company in favor of third parties and the income and benefits obtained			
16. Giving informations about the implementation of the Buyback Program			
17. Wishes and closing			

(*) The items on the General Assembly agenda are listed one by one. If the minority has a separate draft resolution, this is also stated separately to ensure proxy voting.

2. Special instructions on other issues that may arise at the General Assembly meeting and in particular on the exercise of minority rights:

- a) The proxy is authorized to vote in accordance 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; If any, special instructions to be given by the shareholder to the proxy shall be specified here.

B) The shareholder chooses one of the following options and indicates the shares he/she wants the proxy to represent.

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

- a) Order and series*:
- b) Number/Group**:
- c) Quantity-Nominal value:
- ç) Whether there are voting privileges:
- d) Whether Bearer-Name written*:
- e) Proportion of total shares/voting rights held by the shareholder:

*This information is not requested for shares monitored through the registry.

**For shares monitored through the registry, information related to the group, if available, will be provided instead of a number.

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

SHAREHOLDER'S NAME SURNAME or TITLE (*)

TR Identity Number/Tax Number, Trade Registry and Number and MERSIS number:

Address:

(*) For foreign shareholders, it is mandatory to submit the equivalent of the aforementioned information, if any.

SIGNATURE

Appendix/2 – Amendment to the Articles of Association

<p style="text-align: center;">INVEO YATIRIM HOLDING AŞ AMENDMENT TO THE ARTICLES OF ASSOCIATION</p>	
OLD PROVISIONS	NEW PROVISIONS
<p>CAPITAL AND SHARES</p> <p>Article 7-</p> <p>The company was established on 10/03/1998 as an investment trust with registered capital in accordance with the provisions of the Capital Markets Law.</p> <p>The Company's articles of association have been changed to be no longer an investment trust, with authorization from the Capital Markets Board dated 28/05/2014, numbered 16/506. The authorized capital limit of the Company is TL 500.000.000 (fivehundred million Turkish Liras), divided into 500.000.000 (five hundred million) registered shares each with a nominal value of TL 1 (One). The issued capital of the Company is TL 240.000.000 (two hundred million Turkish Lira) and has been paid in accordance with the procedure specified in the Capital Market Law and related communiqués.</p> <p>The issued capital of the Company divided into Group “A” with 240.000 (two hundred forty thousand) shares in return for TL 240.000 and Group “B” with 239.760.000 (two hundred thirty-nine million seven hundred sixty thousand) shares in return for TL 239.760.000, each with a nominal value of TL 1 (One).</p> <p>The capital shares represented will be monitored within the parameters of the dematerialization principles.</p> <p>Transfers between registered shares are permitted. If the issued shares are not entirely sold and their prices are paid, no further shares may be issued. Any documents that include the company name must also include the Issued Capital amount.</p> <p>In capital increases, new shares of Group B will be issued in exchange for existing shares of Group B, and new shares of Group A will be issued in exchange for existing shares of Group A. The new shares that are to be issued, however, will all be issued as Group B shares if the Board of Directors restricts the shareholders’ ability to buy more shares. The authorized capital limit granted by the Capital Markets Board is valid for five years between 2022 and 2026. Even if the authorized</p>	<p>CAPITAL AND SHARES</p> <p>Article 7-</p> <p>The company was established on 10/03/1998 as an investment trust with registered capital in accordance with the provisions of the Capital Markets Law.</p> <p>The Company's articles of association have been changed to be no longer an investment trust, with authorization from the Capital Markets Board dated 28/05/2014, numbered 16/506. The authorized capital limit of the Company is TL 1.000.000.000 (One billion Turkish Liras), divided into 1.000.000.000 (One billion Turkish Liras) registered shares each with a nominal value of TL 1 (One). The issued capital of the Company is TL 240.000.000 (two hundred million Turkish Lira) and has been paid in accordance with the procedure specified in the Capital Market Law and related communiqués.</p> <p>The issued capital of the Company divided into Group “A” with 240.000 (two hundred forty thousand) shares in return for TL 240.000 and Group “B” with 239.760.000 (two hundred thirty-nine million seven hundred sixty thousand) shares in return for TL 239.760.000, each with a nominal value of TL 1 (One).</p> <p>The capital shares represented will be monitored within the parameters of the dematerialization principles.</p> <p>Transfers between registered shares are permitted. If the issued shares are not entirely sold and their prices are paid, no further shares may be issued. Any documents that include the company name must also include the Issued Capital amount.</p> <p>In capital increases, new shares of Group B will be issued in exchange for existing shares of Group B, and new shares of Group A will be issued in exchange for existing shares of Group A. The new shares that are to be issued, however, will all be issued as Group B shares if the Board of Directors restricts the shareholders’ ability to buy more shares. The authorized capital limit granted by the Capital Markets Board is valid for five years</p>

INVEO YATIRIM HOLDING AŞ	
AMENDMENT TO THE ARTICLES OF ASSOCIATION	
OLD PROVISIONS	NEW PROVISIONS
<p>capital limit permitted as above has not been reached as of the end of 2025, the Board of Directors must, to be able to take a capital increase decision after 2026, obtain the authorization of the General Assembly of Shareholders for a new term of up to 5 years, with a prior authorization of the Capital Markets Board for the previous upper limit or for a new upper limit amount. In the absence of such authorization the Company will not be able to make a capital increase by a Board resolution. The Board of Directors is authorized to decide to increase the issued capital by issuing new shares up to the upper limit of the authorized capital if and when deemed necessary in accordance with the applicable provisions of the Capital Markets Law, to restrict the rights of the holders of preferential shares, to limit the rights of option of shareholders on newly issued shares, and to issue shares above (with premium) or below the nominal value per share between the years 2022 and 2026.</p> <p>The power to restrict the preemptive rights on newly issued shares cannot be used in a manner that would cause inequality between shareholders.</p>	<p>between 2023 and 2027. Even if the authorized capital limit permitted as above has not been reached as of the end of 2025, the Board of Directors must, to be able to take a capital increase decision after 2027, obtain the authorization of the General Assembly of Shareholders for a new term of up to 5 years, with a prior authorization of the Capital Markets Board for the previous upper limit or for a new upper limit amount. In the absence of such authorization the Company will not be able to make a capital increase by a Board resolution. The Board of Directors is authorized to decide to increase the issued capital by issuing new shares up to the upper limit of the authorized capital if and when deemed necessary in accordance with the applicable provisions of the Capital Markets Law, to restrict the rights of the holders of preferential shares, to limit the rights of option of shareholders on newly issued shares, and to issue shares above (with premium) or below the nominal value per share between the years 2023 and 2027.</p> <p>The power to restrict the preemptive rights on newly issued shares cannot be used in a manner that would cause inequality between shareholders.</p>

Appendix/3 – Dividend Distribution Table

INVEO YATIRIM HOLDİNG AŞ 2023 DIVIDEND DISTRIBUTION SCHEDULE (TRY)			
1. Paid-In / Issued Capital		240.000.000,00	
2. Total Legal Reserves (According to Legal Records)		48.000.000,00	
Information on privileges in dividend distribution, if any, in the Articles of Association		-	
		Based on CMB Regulations	Based on Legal Records
3.	Current Period Profit	1.184.504.426,00	2.665.056.606,70
4.	Taxes Payable (-)	61.291.683,00	0,00
5.	Net Current Period Profit	1.123.212.743,00	2.665.056.606,70
6.	Losses in Previous Years (-)	0,00	0,00
7.	Primary Legal Reserve (-)	0,00	0,00
8.	Net Distributable Current Period Profit	1.123.212.743,00	2.665.056.606,70
Dividend Advance Distributed (-)			
Dividend Advance Less Net Distributable Current Period Profit			
9.	Donations Made During The Year (+)	20.750,00	20.750,00
10.	Donation-Added Net Distributable Current Period Profit on which First Dividend Is Calculated	1.123.233.493,00	2.665.077.356,70
11.	First Dividend to Shareholders	0,00	0,00
	- Cash	0,00	0,00
	- Stock	0,00	0,00

12.	Dividend Distributed to Owners of Privileged Shares	0,00	0,00
13.	Other Dividend Distributed	0,00	0,00
	- To the Employees	0,00	0,00
	- To the Members of the Board of Directors	0,00	0,00
	- To Non-Shareholders	0,00	0,00
14.	Dividend to Owners of Redeemed Shares	0,00	0,00
15.	Second Dividend to Shareholders	0,00	0,00
16.	Secondary Legal Reserves	0,00	0,00
17.	Statutory Reserves	0,00	0,00
18.	Special Reserves		0,00
19.	Extraordinary Reserves	1.123.212.743,00	2.665.056.606,70
20.	Other Distributable Resources	0,00	0,00

Dividend Ratio Table

	Share Group	Total Dividend Amount		TOTAL DIVIDEND AMOUNT / NET DISTRIBUTABLE PROFIT FOR THE PERIOD	DIVIDEND PER SHARE FOR 1 TL NOMINAL VALUE	
		CASH (TL)	SHARES (TL)	RATIO (%)	AMOUNT (TL)	RATIO (%)
NET	Group A	0,00	0,00	0,00	0,00	0,00
	Group B	0,00	0,00	0,00	0,00	0,00
	TOTAL	0,00	0,00	0,00	0,00	0,00

Erhan Topa - Board Member Candidate

Erhan Topa, born in 1953, received his master's degree in Mechanical Engineering from Boğazii University and his PhD in Mathematical Modeling from the Industrial Engineering Department at the same university. Between 1979 and 1989, Mr. Topa worked in various positions at Eczacıbaşı Holding and served as Marketing Manager of Pepsi Cola between 1989 and 1990. Erhan Topa served as Deputy Chairman of the Turkish Capital Markets Association between 2001 and 2003, Chairman of the Board of Directors of HUB Giriřim Sermayesi Yatırım Ortaklığı Ař between 2006 and 2015, and Chairman of the Board of Directors of Gedik Portföy Yönetimi Ař between 2008 and 2015. He served as Board Member of Borsa İstanbul Ař and Chairman of the Capital Markets Association of Turkey between 2018-2019, Vice Chairman of the Capital Markets Association of Turkey between 2019-2021, Member of the Board of Trustees of Gedik University between 2010-2021, Chairman of the Board of Directors of Marbař Menkul Değerler Ař between 2004-2022 and Chairman of the Board of Directors of Gedik Yatırım Menkul Değerler Ař between 1991-2022.

Erhan Topa has been the Chairman of the Board of Directors of Inveo Yatırım Holding Ař since its establishment in 1998 and is also the Chairman of the Board of Directors of Misyon Yatırım Bankası Ař.

In accordance with the CMB Corporate Governance Principles, Erhan Topa, who is a non-executive director, does not qualify as an independent board member. His duties in the last ten years are mainly listed above and he is currently the Chairman of the Board of Directors of Inveo Yatırım Holding Ař.

Onur Topa - Board Member Candidate

Onur Topa, born in 1990 in İstanbul, graduated from the Austrian High School, received his bachelor's degree in Industrial Engineering from Ko University in 2013 and his master's degree in Financial Engineering from Özyeğın University. In 2008, Onur Topa started his finance career at Gedik Yatırım and took part in the establishment phase of the Banking Department in 2013. A pioneer of technological transformation, Mr. Topa served as General Manager and Chairman of the Board of Directors at HUB Giriřim Sermayesi Yatırım Ortaklığı Ař between 2015 and 2020, and as Vice Chairman of the Board of Directors at Marbař Menkul Değerler Ař between 2015 and 2019.

Mr. Topa is the Deputy Chairman of the Board of Directors and General Manager of Inveo Yatırım Holding Ař, Chairman and CEO of Gedik Yatırım Menkul Değerler Ař, Vice Chairman of the Board of Directors of Misyon Yatırım Bankası Ař, and Chairman of the Board of Directors of hiVC Giriřim Sermayesi Yatırım Ortaklığı Ař. He continues to serve as the Chairman of the Board of Directors of Inveo Ventures Giriřim Sermayesi Yatırım Ortaklığı Ař, Chairman of the Board of Directors of Ichain Yatırım Holding Ař, Chairman of the Board of Directors of Inveo Ara Kiralama Hizmetleri Ař, Chairman of the Board of Directors of GYT Biliřim ve Ticaret Ař, and Board Member on behalf of the legal person of BV Teknoloji İş Geliřtirme Danıřmanlık ve Organizasyon Hizmetleri Ař.

In accordance with the CMB Corporate Governance Principles, Mr. Onur Topaç is not qualified as an independent member of the Board of Directors. The duties he has undertaken in the last ten years are mainly listed above and he is currently the Vice Chairman of the Board of Directors and General Manager at Inveo Yatırım Holding AŞ.

Bora Oruç – Board Member Candidate

In 1999, Bora Oruç graduated from Middle East Technical University, Department of Economics. Bora Oruç started working at the Capital Markets Board in the same year and served as the Vice Chairman responsible for publicly traded companies, capital market instrument issuances, investment institutions, institutional investors, financial infrastructure institutions and relations with international financial institutions at the Capital Markets Board between 2014 and 2020. Bora Oruç, who served as a member of the G20 Financial Stability Board's Standing Committee on Regulatory Cooperation between 2017 and 2020 and as the Chairman of the Board of Directors of Merkezi Kayıt Kuruluşu AŞ between 2018 and 2020, completed his MBA at Cambridge University in 2009.

Bora Oruç currently serves as Managing Partner at OMG Capital Advisors, Partner and Vice Chairman of the Board of Directors at Foneria Portföy Yönetimi AŞ and Independent Board Member at İş Yatırım Ortaklığı AŞ.

Pursuant to the CMB Corporate Governance Principles, Bora Oruç is not a candidate for independent membership. His duties in the last ten years are mainly listed above and he is currently a Board Member at Inveo Yatırım Holding AŞ.

Ahmet Aka – Independent Board Member Candidate

Born in 1952 in Istanbul, Ahmet Aka graduated from Boğaziçi University, Department of Electrical Engineering in 1976 and received his Master's degree in the same department in 1979. He worked as a Technical Consultant at Saran AŞ / Plaser AŞ between 1979-1981. Ahmet Aka then worked as Business Partner at CSA Elektronik between 1981-1983, Assistant General Manager at Nebim Neyir Bilgisayar Sanayii ve Hizmetleri AŞ, a distributor of Texas Instruments computers, between 1983-1988, and Assistant General Manager at Hewlett Packard Turkey between 1989-2001. He served as founding shareholder and General Manager at Fotomobil AŞ between 2001-2006, Independent Board Member at İnci Holding between 2007-2009, Strategic Planning and Marketing consultant at Gedik Yatırım Menkul Değerler AŞ between 2010-2012, and Independent Board Member at Gedik Yatırım Menkul Değerler AŞ between 2012-2018. Since April 2022, he has been serving as the Chairman of the Board of Directors at Marbaş Menkul Değerler AŞ.

In accordance with the CMB Corporate Governance Principles, Ahmet Aka, who has no executive duties, is an independent member of the Board of Directors. The duties he has undertaken in the last ten years are mainly listed above and he is qualified as a member of the Board of Directors. His duties in the last ten years are mainly listed above and he has no relation with Inveo Yatırım Holding AŞ.

Rüya Eser - Independent Board Member Candidate

He graduated from Istanbul University, Faculty of Economics. He completed his master's degree at the Institute of Social Sciences, Business Finance program of the same university. He also completed his master's degree in Money, Banking and Finance at the University of Birmingham in the UK. He received his PhD degree from Yıldız Technical University, Institute of Social Sciences, Department of Economics. He started his professional career as an assistant financial analyst at T. Vakıflar Bankası in 1985, and then worked as an expert and chief expert at the Capital Markets Board between 1987 and 2013 in the research and audit departments.

Between 2013-2017, he worked as Quality Control and Corporate Governance Director at an independent audit firm. He also served as an independent board member of the Turkish Capital Markets Association between 2016-2018. He has articles published in refereed journals and book chapters on capital markets, independent auditing, complexity economics, and papers presented and published in national and international scientific meetings. He is currently a part-time lecturer at Mimar Sinan Fine Arts University, Department of Statistics in the undergraduate program. In addition to these, he holds a CPA license, independent auditor certificate and license certificates issued by the Capital Markets Licensing Registry and Training Organization, and is a member of the Independent Auditing Association and the Turkish Economic Association. Rya Eser is an Independent Board Member at Inveo Yatırım Holding AŞ and also serves as an Independent Board Member at Gedik Yatırım Menkul Değerler AŞ, Marbaş Menkul Değerler AŞ and Kartonsan Karton Sanayi ve Ticaret AŞ.

Pursuant to the CMB Corporate Governance Principles, Rya Eser, who has no executive duties, qualifies as an Independent Board Member. The duties she has undertaken in the last ten years are mainly listed above and she has no relation with Inveo Yatırım Holding AŞ.

**INVEO YATIRIM HOLDING AŞ
STATEMENT OF INDEPENDENCE FOR BOARD MEMBER CANDIDATE**

- Inveo Yatirim Holding AŞ (the Company), partnerships in which the Company has management control or significant influence, shareholders who control the management of the Company or have significant influence in the Company and legal entities in which these shareholders have management control, and myself, my spouse and my relatives by blood or marriage up to the second degree; there has been no employment relationship in a managerial position to assume important duties and responsibilities within the last five years, no joint or sole ownership of more than 5% of the capital or voting rights or privileged shares, or no significant commercial relationship has been established,
- Within the last five years, I have not worked as a partner (5% or more), as an executive with significant duties and responsibilities, or as a member of the board of directors in companies from which the Company purchases or sells services or products to a significant extent within the framework of the agreements made, especially in companies that audit (including tax audit, legal audit, internal audit), rating and consultancy of the Company, during the periods when the services or products are purchased or sold,
- I have the professional training, knowledge and experience to duly fulfill the duties that I will undertake as an independent board member,
- I am not working full-time in public institutions and organizations (except for university faculty membership in accordance with the applicable legislation) as of the date of my nomination and, if elected, during my term of office,
- I am deemed to be a resident in Turkey according to the Income Tax Law (G.V.K.) dated 31/12/1960 and numbered 193,
- I have strong ethical standards, professional reputation and experience that I can make positive contributions to the activities of the Company, that I can maintain my impartiality in conflicts of interest between the Company and shareholders, that I can make decisions freely by taking into account the rights of stakeholders,
- I will allocate time for Company affairs to the extent that I can follow the functioning of the Company's activities and fully fulfill the requirements of the duties I have undertaken,
- I have not been a member of the Board of Directors of the Company for more than six years within the last ten years,
- I have not served as an independent board member in more than three of the companies controlled by the Company or the shareholders who control the management of the Company and in more than five of the companies traded on the stock exchange in total,
- I have not been registered and announced on behalf of the legal entity elected as a member of the board of directors,
- In the event that a situation arises that removes my independence, I will immediately inform the Company's Board of Directors and resign from my position,

I accept and declare.

Rüya ESER
24.01.2024

INVEO YATIRIM HOLDING AŞ
STATEMENT OF INDEPENDENCE FOR BOARD MEMBER CANDIDATE

- Inveo Yatirim Holding AŞ (the Company), partnerships in which the Company has management control or significant influence, shareholders who control the management of the Company or have significant influence in the Company and legal entities in which these shareholders have management control, and myself, my spouse and my relatives by blood or marriage up to the second degree; there is no employment relationship in a managerial position to assume important duties and responsibilities in the last five years, no joint or sole ownership of more than 5% of the capital or voting rights or privileged shares, or no Within the last five years, I have not worked as a partner (5% or more), as an executive with significant duties and responsibilities, or as a member of the board of directors in companies from which the Company purchases or sells services or products to a significant extent within the framework of the agreements made, especially in companies that audit (including tax audit, legal audit, internal audit), rating and consultancy of the Company, during the periods when the services or products are purchased or sold,
 - I have the professional training, knowledge and experience to duly fulfill the duties that I will undertake as an independent board member,
 - I am not working full-time in public institutions and organizations (except for university faculty membership in accordance with the applicable legislation) as of the date of my nomination and, if elected, during my term of office,
 - I am deemed to be a resident in Turkey according to the Income Tax Law (G.V.K.) dated 31/12/1960 and numbered 193,
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 - I have not served as an independent board member in more than three of the companies controlled by the Company or the shareholders who control the management of the Company and in more than five of the companies traded on the stock exchange in total,
 - I have not been registered and announced on behalf of the legal entity elected as a member of the board of directors,
 - In the event that a situation arises that removes my independence, I will immediately inform the Company's Board of Directors and resign from my position,
- I accept and declare.

Ahmet AKA
24.01.2024