

GELECEK VARLIK YÖNETİMİ A.Ş.

INFORMATION DOCUMENT FOR THE 2024 ORDINARY GENERAL MEETING OF SHAREHOLDERS TO BE HELD ON APRIL 22, 2025

1. **INTRODUCTION AND GENERAL INFORMATION**

The Ordinary General Assembly Meeting of our Company for the accounting period January 1, 2024 - December 31, 2024, will be held on **Tuesday, April 22, 2025, at 10:00 a.m. at Four Points by Sheraton Hotel** located at **Hamidiye Mahallesi Cendere Caddesi No:15 Kağıthane/İstanbul** in order to discuss and resolve on the items on the agenda.

For the January 1, 2024 - December 31, 2024 accounting period, the Activity Report of the Board of Directors, Financial Statements and Footnotes, Independent Audit Firm's Opinion, Board of Directors' proposal on Dividend Distribution, Corporate Governance Principles Compliance Reports, Information on Independent Board of Directors candidates, General Assembly Information Guidelines, General Assembly Meeting Participation Procedure and Power of Attorney Form, and information notes containing the necessary explanations within the scope of the Corporate Governance Communiqué numbered II-17.1 ("**Corporate Governance Communiqué**") published by the Capital Markets Board ("**CMB**") in the Official Gazette dated 03.01.2014 and numbered 2887 shall be made available for the review of our shareholders three weeks prior to the General Assembly meeting at our Company Head Office, on our Company's Corporate Website at www.gelecekvarlik.com.tr and on the Electronic General Assembly System ("**EGKS**") of Merkezi Kayıt Kuruluşu A.Ş. ("**CRA**").

2. **"ADDITIONAL" DISCLOSURES UNDER CAPITAL MARKETS LEGISLATION**

In addition to the notifications and disclosures required by applicable legislation, the following additional disclosures, mandated by the regulations of the Corporate Governance Communiqué, are provided for the information of our shareholders:

2.1. **Information on total number of shares and voting rights reflecting the Company's shareholding structure, the number of shares and voting rights representing each privileged share group if the Company's capital includes privileged shares, and the nature of the privileges:**

a) As of 12/03/2025 when the announcement was made, the total number of shares and voting rights reflecting the Company's shareholding structure are as follows:

The registered share capital of the Company is 630,000,000 TRY (Six hundred and thirty million Turkish Liras), with an issued capital of 139,700,000 TRY (One hundred and thirty-nine million seven hundred thousand Turkish Liras), divided into 139,700,000 (One hundred and thirty-nine million seven hundred thousand) registered shares, each with a nominal value of 1 TRY (One Turkish Lira). Each share is entitled to 1 vote.

The total number of shares and voting rights representing our Company's shareholding structure as of the announcement date of this Information Guidelines is outlined below:

Shareholder's Name- Surname/Trade Name	Share in Capital (TRY)	Share in Capital (%)	Voting Rights Ratio (%)
Fiba Holding A.Ş.	97,653,021	69.902	69.902
Murat Özyeğin	7,821,741	5.599	5.599
Ayşecan Özyeğin Oktay	7,821,740	5.599	5.599
Publicly Traded Portion	26,400,000	18.898	18.898
Total	139,700,000	100	100

b) Information on privileged shares, if any:

None of the shares constituting the capital of Gelecek Varlık Yönetimi A.Ş. are privileged.

2.2. Information on changes in the management and operations of the Company and its subsidiaries that will significantly affect the Company's operations:

There are no changes in the management and operations of the Company and its subsidiaries that have taken place in the previous accounting period or are planned for future accounting periods that will significantly affect the activities of the Company.

On the other hand, material event disclosures made by our Company within the scope of the applicable legislation can be accessed at www.gelecekvarlik.com.tr and www.kap.org.tr.

2.3. If the dismissal, replacement, or election of Board of Directors members is on the General Assembly Meeting agenda, information regarding the grounds for dismissal and replacement, explanations about individuals whose candidacy for Board membership has been communicated to the Company, and details on similar matters that may impact the Company's activities if they are elected:

The General Assembly Meeting agenda does not include the dismissal, replacement, or election of Board of Directors members.

2.4. Information on shareholders' requests to add items to the agenda:

No written requests have been submitted by shareholders to our Company's Investor Relations Department regarding the inclusion of any items on the agenda.

2.5. Information on amendments to the articles of association:

There are no amendments to the articles of association on the agenda of the Ordinary General Assembly Meeting to be held on April 22, 2025.

3. GENERAL ASSEMBLY AGENDA AND EXPLANATIONS REGARDING THE AGENDA

3.1. Opening and Formation of the Meeting Chairmanship.

*Pursuant to Article 11 of the Articles of Association, the General Assembly shall be chaired by the Chairman of the Board of Directors or, in their absence, by the Deputy Chairman of the Board of Directors. If neither is present, the chairman of the council (meeting), a secretary and a vote collector shall be elected from among the shareholders by a majority vote of the shareholders present at the meeting. Expert personnel may also be appointed by the meeting chairman to handle technical procedures in EGKS during the meeting. Pursuant to Turkish Code of Commerce No. 6102 ("TCC") and the Regulation on the Procedures and Principles of General Assembly Meetings of Joint Stock Companies and Ministry Representatives' Attendance at these Meetings ("**General Assembly Regulation**") published by the Ministry of Trade in the Official Gazette dated 28.11.2012 and numbered 28481, resolutions taken at the General Assembly shall be recorded in the minutes by the meeting chair.*

3.2. Reading and discussion of the Board of Directors' Annual Report for 2024.

The Activity Report of the Board of Directors for the accounting period 01.01.2024 - 31.12.2024, including explanations on whether the corporate governance principles and sustainability principles have been implemented and their results pursuant to Article 8 of the Corporate Governance Communiqué published by the CMB in line with the provisions of the TCC and the General Assembly Regulation shall be read and discussed at the General Assembly. (The document can be accessed on the Public Disclosure Platform (www.kap.org.tr) or on our website www.gelecekvarlik.com.tr).

3.3. Reading the Auditors' Reports for 2024.

The Auditor's Report for the accounting period 01.01.2024 - 31.12.2024 will be read at the General Assembly pursuant to the provisions of the TCC and the General Assembly Regulation. (The document is available at our Company Head Office, on the Public Disclosure Platform (www.kap.org.tr), or on our website www.gelecekvarlik.com.tr).

3.4. Reading, review, and approval of the Financial Statements of 2024.

The financial statements and footnotes for the accounting period 01.01.2024 - 31.12.2024 will be read, discussed, and submitted for approval at the General Assembly pursuant to the provisions of the TCC and the General Assembly Regulation. (The documents are available on the Public Disclosure Platform (www.kap.org.tr) or on our website www.gelecekvarlik.com.tr).

3.5. Release of the members of the Board of Directors.

The approval of the General Assembly shall be sought for the release of the members of the Board of Directors for their activities and transactions in 2024 pursuant to the provisions of the TCC and the General Assembly Regulation.

3.6. Acceptance, acceptance with amendments, or rejection of the Board of Directors' proposal on the method of utilization of the profit for the year 2024, the rate of dividend to be distributed, and the date of dividend distribution.

With the decision made by our Board of Directors on 26.03.2024, it has been resolved to present the following matters to the General Assembly for approval, in accordance with the provisions of the Capital Markets Law No. 6362, the applicable regulations of the Capital Markets Board and the Banking Regulation and Supervision Agency, Article 17 of the Company's Articles of Association, and the Dividend Distribution Policy:

- According to the unconsolidated financial statements prepared in accordance with the BRSA Regulations, for the year of 2024 the first legal reserves of 5%, which should be separated from the net profit, will not be allocated due to reaching the limit of 20% of the capital in the records as of 31.12.2023, in accordance with Article 519 of the Turkish Commercial Code No.6102,

- From the remaining net distributable profit of TL 1,182,027,361.39, a total of TL 350,000,000 will be distributed to our shareholders as cash dividends, comprising TL 6,985,000.00 as the first dividend and TL 343,015,000.00 as the second dividend.

- TL 38,112,777.78 will be allocated as second legal reserves

- A total of TL 31,620,076.67 will be allocated as a special reserves, of which TL 1,620,076.67 is to be transferred from the real estate sales income within the framework of clause 1/e of Article 5 of the Corporate Tax Law No. 5520 and TL 30,000,000 is to be transferred to the venture capital investment fund for the purpose of purchasing venture capital investment fund shares within the scope of Article 10/g of the Corporate Tax Law,

- The remaining 762,293,876.94 TL is transferred to extraordinary reserves,

- It has been resolved to submit the profit distribution in cash as of 24.04.2025 in accordance with the attached profit distribution table, the summary of which is given above, to the approval of the General Assembly.

3.7. Submission to the General Assembly for the approval of the transfer of the exemption amount for the earnings stemming from the sales of real properties calculated in accordance with the Article 5/1-e of the Corporate Tax law from the previous year's profits account to the other capital reserves account.

The issue of transferring the exemption amount the earnings stemming from the sales of real properties calculated in accordance with Article 5/1-e of the Corporate Tax Law from the previous year's profits account to the other capital reserves account will be submitted to the approval of the General Assembly.

3.8. Approval of authorizing the Board of Directors to decide on the distribution of advance dividends for the fiscal year 2025 pursuant to the Capital Markets Board's Dividend Communiqué No. II-19.1.

Article 17 of our Company's Articles of Association includes the following provision:

"The Board of Directors may decide to distribute advance dividends to shareholders, limited to

the relevant activity period, provided that it is authorized by the General Assembly and complies with the Capital Markets Law and the relevant legislation."

As a result of our Company's activities in 2024, pursuant to the provisions of the TCC, the Capital Markets Law No. 6362 ("CMB Law"), and the CMB's Dividend Communiqué No. II.19.1, authorizing the Board of Directors to decide on the distribution of advance dividends for the 2025 accounting period and determining the amount, time, and conditions shall be submitted for the approval of the General Assembly.

3.9. Informing the shareholders about the donations and grants made by the Company in 2024 in accordance with the regulations of the Capital Markets Board; determining the upper limit for donations to be made in 2025.

This agenda item aims to inform the General Assembly about the donations made pursuant to the resolution of the General Assembly dated 12.04.2023 and the donations made by our Company in 2024 pursuant to Article 6 of the Capital Markets Board's Dividend Communiqué No. II-19.1. Following the presentation, the General Assembly will determine the upper limit for donations in 2025.

3.10. Election of the Auditor.

At the meeting of our Company's Board of Directors dated March 28, 2025;

DRT Bağımsız Denetim ve Serbest Muhasebeci Mali Müşavirlik A.Ş., recommended by the Audit Committee as the Auditor, has been determined as the independent audit firm from which independent audit services will be obtained, and it has been resolved to submit the said independent audit firm to the approval of the General Assembly of our Company to be determined as the auditor.

3.11. Determination of the attendance fees of the members of the Board of Directors.

Pursuant to the TCC, the General Assembly Regulation, and the principles outlined in our Articles of Association, the attendance fees, salaries, bonuses, and premiums of the chairman and members of the Board of Directors will be determined by our shareholders.

3.12. Submission to the General Assembly for the approval of the Share Buy-Back Program prepared within the scope of the Capital Markets Board's Communiqué on Buy-Backed Shares No. II-22.1 and resolution on the granting authority to the board of directors within the framework of the said program.

he approval of the share buyback program presented by the Board of Directors and the granting authority to the Board of Directors within the scope of the said program will be discussed and decided at the General Assembly meeting.

At the Board of Directors meeting of our Company dated 28.03.2025,

In accordance with Article 379 of the Turkish Commercial Code ("TCC"), Article 22 of the Capital Markets Law No. 6362 ("CML"), the provisions of the Capital Markets Board's "Communiqué on Buy-Backed Shares" numbered II-22.1 published in the Official Gazette dated 03.01.2014 and numbered 28871, and the issues included in the announcements of the Capital Markets Board

regarding Buy-Backed Shares, It has been resolved that

- To determine the maximum number of shares that can be subject to BuyBack as 4,191,000 lots and the maximum amount of fund as TL 160,000,000,*
- The maximum duration for the share Buy-back Program to be valid for a maximum of 3 (three) years from the date of approval of the share Buy Back Program by the General Assembly,*
- To submit the attached "Gelecek Varlık Yönetimi A.Ş. Share Buy-Back Program" to the approval of the General Assembly at the Ordinary General Assembly Meeting to be held on 22.04.2025*

3.13. Granting permission to the members of the Board of Directors pursuant to Articles 395 and 396 of the Turkish Code of Commerce.

The authorization of Board of Directors Members to perform activities listed in Articles 395 (Prohibition of Transactions with the Company and Borrowing Money from the Company) and 396 (Prohibition of Competition) of the Turkish Code of Commerce is submitted for approval by the General Assembly.

3.14. Informing the General Assembly about the shareholders who control the management, members of the Board of Directors, and managers with administrative responsibility, as well as their spouses and relatives by blood or marriage up to second degree within the scope of the corporate governance principle numbered (1.3.6) in the annex of the Corporate Governance Communiqué numbered (II-17.1) of the Capital Markets Board.

In line with the relevant Corporate Governance Principles, our shareholders will be informed on whether there were any significant transactions that may cause conflict of interest in 2024.

3.15. Wishes and opinions.

ANNEXES

- 1) Dividend Distribution Table**
- 2) Share Buy-Back Program**
- 3) Power of Attorney Sample.**

This document has been translated into English for informational purposes. In case of a discrepancy between the Turkish and the English versions of this document, the Turkish version shall prevail.

GELECEK VARLIK YÖNETİMİ A.Ş. YEAR 2024 PROFIT DISTRIBUTION TABLE (TL)			
1	Paid-In/Issued Capital		139.700.000,00
2	Total Legal Reserves (According to Legal Records)		94,500,003.20
Information on whether Articles of Association, has any privilege regarding profit distribution.			None
		Based on CMB Regulations	Based on Legal Records
3	Profit for the Period		1.699.185.963,73
4	Taxes to be Paid (-)		517.158.602,34
5	NET PROFIT OF THE YEAR (=)		1.182.027.361,39
6	Losses related previous years (-)		
7	First Legal Reserves (-)		
8	NET DISTRIBUTABLE PROFIT FOR THE PERIOD (=)		1.182.027.361,39
9	Donations made during the year (+)		136.909.518,00
10	Net Distributable Profit for including donations		1.318.936.879,39
11	First Dividend to shareholders		6.985.000,00
	Cash		6.985.000,00
	Bonus Share		
	Total		6.985.000,00
12	Dividend to Privileged Shareholders		
13	Dividend to Board members,employees etc.		
14	Dividend to owners of redeemed shares		
15	Second Dividend to Shareholders		343.015.000,00
16	Second Legal Reserves		38.112.777,78
17	Statutory Reserves		
18	Special Reserves		31.620.706,67
19	EXTRAORDINARY RESERVES		762.293.876,94
20	Other Distributable Funds		
	- Profit of the Previous Year		
	- Extra Ordinary Reserves		
	- Other Distributable Reserves pursuant to the Legal Requirements and Articles of Association		

INFORMATION ON DIVIDEND PAYOUT RATIO						
	GROUP	TOTAL DIVIDEND AMOUNT (TL)		TOTAL DIVIDEND / NET DISTRIBUTABLE PROFIT	DIVIDEND PER SHARE (NOMINAL VALUE: TL 1)	
		CASH (TL)	BONUS SHARE (TL)	RATIO (%)	AMOUNT (TL)	RATIO(%)
GROSS(*)	-	350.000.000,00	-	29,61	2,5053686	250,53686
NET	-	297.500.000,00	-	25,17	2,1295633	212,95633

(*) Net amount is calculated by assuming %15 withholding tax. Tax withholding in the rate of 15% shall not be deducted from the cash dividend payments made to full taxpayer institutions and limited taxpayer institutions that generate income in Turkey via off ices or permanent representatives.

GELECEK VARLIK YÖNETİMİ A.Ş.

SHARE BUY-BACK PROGRAM

SECTION ONE

Purpose, Scope, Basis and Definitions

Purpose and Scope

ARTICLE 1 - (1) The purpose of the Share Buy-Back Program ("**Buy-Back Program**" or "**Program**") regarding the purchase of the shares representing the capital of Gelecek Varlık Yönetimi A.Ş. by Gelecek Varlık Yönetimi A.Ş. from Borsa İstanbul A.Ş. ("**Borsa**") is to regulate the procedures and principles regarding the purchase of Gelecek Varlık Yönetimi A.Ş.'s (the "**Company**") own shares in Borsa, the disposal of the purchased shares.

Basis

ARTICLE 2 - (1) This Program is prepared in accordance with Article 379 of the Turkish Commercial Code ("**TCC**"), Article 22 of the Capital Markets Law No. 6362 ("**CML**"), the provisions of the Capital Markets Board's ("**CMB**") "Communiqué on Buy-Backed Shares" numbered II-22.1 published in the Official Gazette dated 03.01.2014 and numbered 28871, and the issues included in the announcements of the Capital Markets Board regarding Buy-Backed Shares

Definitions

ARTICLE 3 - (1) In this Program;

- a. **Exchange**: Borsa İstanbul A.Ş.,
- b. **Buyback** The purchase of shares representing the capital of Gelecek Varlık Yönetimi A.Ş. by Gelecek Varlık Yönetimi A.Ş. from the Stock Exchange within the scope of the provisions of the Communiqué,
- c. **Buy-back program, Program**: The procedures and principles prepared by the Board of Directors and approved by the General Assembly within the framework specified in the Communiqué regarding the purchase of the shares representing the capital of Gelecek Varlık Yönetimi A.Ş. by Gelecek Varlık Yönetimi A.Ş. from the Stock Exchange within the scope of the provisions of the Communiqué, the disposal of the purchased shares and the public disclosure of these issues,
- ç. **Buy-Backed shares**: Own shares purchased by Gelecek Varlık Yönetimi A.Ş. within the scope of the Communiqué,
- d. **Law, CML**: Capital Markets Law No. 6362,
- e. **Board, CMB**: Capital Markets Board,
- f. **Communiqué**: Capital Markets Board's "*Communiqué on Buy-Backed Shares*" numbered II-22.1 published in the Official Gazette dated 03.01.2014 and numbered 28871,
- g. **TAS/TFRS**: Turkish Accounting/Financial Reporting Standards promulgated by the Public Oversight, Accounting and Auditing Standards Authority and the related appendices and interpretations,
- ğ. **TCC**: Turkish Commercial Code numbered 6102.

SECTION TWO

General Principles and Authorization for the Buy-Back Program

Authorization For The Buy-Back Program

ARTICLE 4 - (1) Gelecek Varlık Yönetimi A.Ş. General Assembly of Gelecek Varlık Yönetimi A.Ş. must authorize the Board of Directors in order for Gelecek Varlık Yönetimi A.Ş. to carry-out Buy-Back according to the Buy Back Program. The said authorization shall be granted by the approval of this Buy Back Program prepared by the Board of Directors at the General Assembly meeting. The Board of Directors authorized by the approval of the Buy Back Program at the General Assembly meeting may use this authorization itself or may delegate it to the real or legal persons and relevant company bodies to be determined.

(2) Following the approval of the General Assembly, the Board of Directors is fully authorized to execute the Buy Back Program during the Buy-Back period. The approval of the Buy-Back Program by the General Assembly is an authorization given to the Board of Directors, and the approval of the Program is not a commitment that the Buy-Back authority granted under the Program will be used. In the event that economic and commercial conditions, market conditions, trading volumes on the Stock Exchange and/or the financial situation of the Company, etc. are not suitable, the Board of Directors of the Company may not initiate the Buy-Back Program at all or is authorized to terminate the ongoing Buy-Back Program. Within the Buy Back Program, one or more Buy-Backes may be made at different times.

(3) In the general assembly meetings where the Buy-Back Program will be approved, the meeting and resolution quorums stipulated in Article 418 of the TCC shall be applied.

(4) The transactions carried out within the framework of the Buy-Back Program will be presented to the shareholders at the upcoming General Assembly meetings of the Company.

Elements Of Buy-back Program

ARTICLE 5 - (1) The elements of the Buy-Back Program are regulated as follows;

a. The Purpose Of Buyback:

There may be periods when the share price of Gelecek Varlık Yönetimi A.Ş. is inconsistent with the Company's fundamental magnitudes or actual performance and the course of the related stock market indices due to adverse economic conditions that may be experienced globally or similar external factors, geopolitical risks that may arise in the geography where our country is located and other economic developments that may occur. In periods with such characteristics, it is aimed to monitor the price movements that will occur in the Stock Exchange during the period of the Buy-Back Program with the authority recognized by the General Assembly, and to contribute to the healthy and stable formation of the share price by having the Company purchase its own shares from the Stock Exchange when conditions arise; however, this program does not involve any commitment whatsoever.

b. Duration Of The Buy-Back Program, If Any:

The term of the Buy-Back Program is a maximum of three (3) years from the date of the general assembly meeting where the Buy-Back Program is approved.

c. Maximum Number Of Shares Subject to Buy-Back:

A maximum of 3.0% of the shares representing the issued capital of the Company may be subject to Buy-Back in a given period. Since the current number of shares in the Company is 139,700,000- (one hundred thirtynine million seven hundred two thousand) shares, the maximum total number of shares that can be Buy-Backed in a certain period is 4,191,000- (four million one hundred nintyone thousand) shares. The shares that are disposed of during the Buy-Back Program are not taken into account as a discount item in the calculation of this ratio.

ç. Termination of program after the maximum number of shares subject to repurchase is reached:

In the event that the maximum number of shares subject to the Buy-Back or the maximum amount of fund is reached, the Buy-Back Program will be terminated, and the Company's Board of Directors may terminate the Program before the end of the term under the authority granted by the General Assembly.

d. The lower and upper price limits determined proportionally or fixed by indexing to a certain indicator for the shares subject to Buy-Back, and how this issue will be taken into account in the event of transactions that require price correction:

There are no lower and upper price limits determined proportionally or fixed by indexing to any indicator for the shares subject to buyback. Therefore, it is not expected that the transactions which require price correction such as Company's capital increase and/or profit distribution will have an effect during the duration of the Program.

e. Principles of sale (disposal and/or redemption) of shares Buy-Backed during the program, if determined:

The Company's Board of Directors is authorized to determine the sales principles of the repurchased shares as it wishes within the framework of the legislation.

f. Total amount and source of funds set aside for buyback:

The maximum amount of the fund allocated for the buyback is TL 160,000,000 (seven hundred and fifty million),-Turkish Lira and the Company will meet this fund from its own resources. The total amount of buybacked shares shall not exceed the total amount of resources that can be subject to profit distribution within the framework of CMB regulations.

Considering the regulations regarding buy-back published by the CMB in various announcements and principle decisions at different dates, this limit can be exceeded by a decision of the Board of Directors. In the event that transactions are carried out by exceeding this limit, the General Assembly will be informed at the first General Assembly Meeting following the transactions.

g. The number of shares Buy-Backed and not yet disposed of and their ratio to the share capital and the results of the previous program, if any:

Following the decision of the Capital Markets Board dated 14.02.2023 and numbered 9/177, the information regarding the shares repurchased and not yet disposed of under the decision of our company's Board of Directors on 14.02.2023 regarding the Buy-Back program is as follows.

	Nb of buybacked shares	Ratio to Capital	Buy Back Amount (TL)	Weighted average of Purchase price	Price Range
Total	59.905	%0.0425949	1,090,233.92	18.1994	16.99-20.02

ğ. Explanations on the possible effects of the Buy-Back Program on the financial position and results of operations of the Company:

It is assessed that the Buy-Back Program will not have a negative impact on the Company's financial condition and operational results.

h. Information on subsidiaries that may Buyback under the Buy-Back Program, if any:

None.

i. Annual and last three-month high, low and weighted average share price information:

As of 27.03.2024, the lowest, highest and weighted average share price (Turkish Lira) for the last 1one year and the last three months are as follows

(TL)	Lowest	Highest	Weighted Average Price
Last 1 Year	36.50	54.35	45.10
Last 3 Months	42.00	54.35	48.17

j. The benefits, if any, to be derived by related parties from this transaction:

Related parties do not have any special benefit from this transaction.

**SECTION THREE
Miscellaneous and Final Provisions**

Other Matters

ARTICLE 6 - For matters not regulated in this Buy-Back Program, including Transaction Limits Regarding Buyback Shares and Public Disclosure, the relevant regulations and provisions in the Board's Communiqué, Principle Decisions and announcements shall apply.

Legislative amendments

ARTICLE 7 - (1) During the Buy-Back Program, in the event of any amendment in the Communiqué and the relevant legislation, the provisions of the Buy-Back Program that are contrary to the Communiqué and the relevant legislation shall not be applied.

(2) In the event that the amendments in the Communiqué and the relevant legislation contain provisions that will not cause the Buy-Back Program to be contrary to the Communiqué and the relevant legislation, the board of directors and/or, if authorized by the board of directors, the relevant real or legal persons and the relevant body of the Company shall be authorized to apply or not to apply such provisions. Even in this case, the Buy-Back Program shall be harmonized with the Communiqué and/or relevant legislation amendments at the first general assembly meeting to be held by the Company.

(3) In the event that there are different principles other than the provisions of the existing Communiqué, which have been previously introduced by the CMB through Communiqué, Resolution, announcement or other general and special decisions or which have been introduced after the adoption of this Buy-back Program, the Company's full authorization to conduct buybacks in accordance with the aforementioned different principles other than this Buy-Back Program remains intact. The adoption of this Buy-Back Program does not in any way eliminate the right of the Company to conduct buyback according to these different principles and in accordance with the procedures in these different principles.

Enforcement

ARTICLE 8 - The Buy-Back Program enters into force upon the approval of the general assembly.

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POWER OF ATTORNEY**GELECEK VARLIK YÖNETİMİ A.Ş.**

I, the undersigned, hereby appoint, empower, and delegate [_____] as my proxy in order to represent me, to vote, to make proposals, and to sign the necessary documents on behalf of me at the Annual General Meeting of GELECEK VARLIK YÖNETİMİ A.Ş. pertaining to 2024, scheduled to take place on **April 22, 2025**, at **10:00 a.m.** at Four Points by Sheraton Hotel, located at Hamidiye Mahallesi Cendere Caddesi No:15 Kağıthane/İstanbul.

Proxy's;

Name, Surname, or Title:

T.R. ID No./Tax ID No., Trade Registry Office and Number and MERSIS No:

A. SCOPE OF POWER OF ATTORNEY:**1. Regarding the Matters in the General Assembly Agenda;**

- () (a) The proxy is authorized to vote at his/her own discretion on all agenda items.
 () (b) The proxy is authorized to vote according to the recommendations of the Company management.
 () (c) The proxy is authorized to vote for the agenda items 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	Rejection	Dissenting Opinion
1. Opening and formation of the Meeting Chairmanship.			
2. Reading and discussion of the Board of Directors' Annual Report for 2024.			
3. Reading the Auditors' Reports for 2024			
4. Reading, review, and approval of the Financial Statements of 2024.			
5. Release of the members of the Board of Directors.			
6. Acceptance, acceptance with amendments, or rejection of the Board of Directors' proposal on the method of utilization of the profit for the year 2024, the rate of dividend to be distributed, and the date of dividend distribution.			
7. Submission to the General Assembly for the approval of the transfer of the exemption amount for the earnings stemming from the sales of real properties calculated in accordance with the Article 5/1-e of the Corporate Tax law from the previous year's profits account to the other capital reserves account.			
8. Approval of authorizing the Board of Directors to decide on the distribution of advance dividends for the fiscal year 2025 pursuant to the Capital Markets Board's Dividend Communiqué No. II-19.1.			
9. Informing the shareholders about the donations and grants made by the Company in 2024 in accordance with the regulations of the Capital Markets Board; determining the upper limit for donations to be made in 2025.			
10. Election of the Auditor.			
11. Determination of the attendance fees of the members of the Board of Directors.			
12. Submission to the General Assembly for the approval of the Share Buy-Back Program prepared within the scope of the Capital Markets Board's Communiqué on Buy-Backed Shares No. II-22.1 and resolution on the granting authority to the board of directors within the framework of the said program.			

13.	Granting permission to the members of the Board of Directors pursuant to Articles 395 and 396 of the Turkish Code of Commerce.			
14.	Informing the General Assembly about the transactions made by the shareholders who control the management, members of the Board of Directors, and managers with administrative responsibility, as well as their spouses and relatives by blood or marriage up to second degree within the scope of the corporate governance principle numbered (1.3.6) in the annex of the Corporate Governance Communiqué numbered (II-17.1) of the Capital Markets Board.			
15.	Wishes and opinions.			

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

- () (a) The proxy is authorized to vote at his/her own discretion.
() (b) The proxy is not authorized for representation in these matters.
() (c) The proxy is authorized to vote according to the following special instructions.
SPECIAL INSTRUCTIONS, if any, to be given to the proxy by the shareholder shall be specified here.

B. THE SHAREHOLDER SELECTS ONE OF THE FOLLOWING OPTIONS AND INDICATES THE SHARES S/HE WANTS THE PROXY TO REPRESENT.

1. I hereby confirm the representation of my following shares by the proxy.

- a) Class and series:
b) Number/Group:
c) Quantity-Nominal (face) Value:
d) Privileged in Voting or not:
e) Bearer / Registered:
e) Ratio of total shares/voting rights held by the shareholder:

2. I hereby confirm the representation by the proxy of all my shares in the list of shareholders who may attend the General Assembly meeting prepared by CRA the day before the General Assembly.

Name, Surname, or Title:
T.R. ID No./Tax ID No., Trade Registry Office and Number and MERSIS No:
Address:

SIGNATURE

Note: The power of attorney must be certified by a notary public.