

GSD HOLDİNG ANONİM ŞİRKETİ
INFORMATION DOCUMENT FOR THE 2025 ORDINARY GENERAL
ASSEMBLY MEETING DATED APRIL 24, 2026

1. INVITATION TO THE ORDINARY GENERAL ASSEMBLY MEETING ON APRIL 24, 2026

The Ordinary General Assembly Meeting of GSD Holding A.Ş. for the fiscal year 2025 will be held on Friday, 24 April 2026 at 13.00 at Aydınevler Mahallesi Kaptan Rıfat Sokak No:3 Küçükyalı 34854 Maltepe Istanbul in order to negotiate and resolve on the following agenda items.

The Financial Statements for the fiscal year 2025 prepared in accordance with the regulations of the Capital Markets Board (CMB), the Independent Audit Report issued by the Independent Audit Firm, the Board of Directors' proposal regarding the distribution of profit for the 2025 accounting period, and the Board of Directors' Annual Report including statements on compliance with the Corporate Governance Principles and Sustainability Principles, together with our TSRS-Compliant Sustainability Report containing our disclosures within the scope of the Turkish Sustainability Reporting Standards ("TSRS") published by the Public Oversight, Accounting and Auditing Standards Authority of the Republic ("KGK") for the year 2024, as well as the detailed Information Document including the agenda items below and the disclosures required for compliance with the regulations of the Capital Markets Board, will be made available for the review of our esteemed shareholders at the Company Headquarters, on the Company's corporate website at www.gsdholding.com.tr, and on the Public Disclosure Platform and the Electronic General Assembly System of the Central Registry Agency, at least three weeks prior to the meeting date, within the legally prescribed period, excluding the announcement and meeting dates.

Shareholders who wish to attend the Ordinary General Assembly Meeting are required to fulfill the procedures announced to the public by the Central Securities Depository. The "list of shareholders" regarding the rights holders and their representatives attending the meeting will be obtained from the Electronic General Assembly System before the commencement of the meeting. This "list of shareholders" will be used in the preparation of the list of attendees. Persons who physically attend the meeting venue in order to participate in the Ordinary General Assembly Meeting will be verified as to whether they are shareholders or their representatives through the aforementioned list.

Shareholders who are unable to attend the meeting in person are required—without prejudice to the rights and obligations of shareholders who will participate electronically through the Electronic General Assembly System—to arrange their proxy forms in accordance with the sample attached hereto or obtain the proxy form template from the Company Headquarters or the Company's corporate website at www.gsdholding.com.tr, and to submit their notarized proxy forms (Annex/1) to the Company by fulfilling the requirements set forth in the Communiqué No. II-30.1 on "Voting by Proxy and Proxy Solicitation by Call," which entered into force upon its publication in the Official Gazette dated 24.12.2013 and numbered 28861. A proxy appointed electronically through the Electronic General Assembly System is not required to submit a proxy document. Powers of attorney that are not compliant with the sample attached to the general assembly invitation and required under the said Communiqué will not be accepted due to our legal responsibility.

Shareholders who will vote through the Electronic General Assembly System are kindly requested to obtain information from the Central Securities Depository or from our Company's Investor Relations Department in order to fulfill their obligations within the scope of the "Regulation on General Assemblies of Joint Stock Companies Held in Electronic Environment," published by the Ministry of Trade in the Official Gazette dated 28.08.2012 and numbered 28395.

Pursuant to Article 415 paragraph 4 of the Turkish Commercial Code No. 6102 and Article 30 paragraph 1 of the Capital Markets Law, the right to attend and vote at the general assembly is not conditional upon the deposit of share certificates. Accordingly, shareholders are not required to block their shares in order to attend the general assembly meeting. Shareholders attending the General Assembly Meeting in person only need to present identification at the meeting.

Without prejudice to the provisions regarding electronic voting, voting on the agenda items at the ordinary general assembly meeting will be conducted by open voting through a show of hands.

Respectfully submitted for the information of our esteemed shareholders.

GSD HOLDING A.Ş.
BOARD OF DIRECTORS

2. ADDITIONAL DISCLOSURES WITHIN THE SCOPE OF CMB REGULATIONS

Pursuant to the Corporate Governance Communiqué No. II-17.1 of the Capital Markets Board (“CMB”), the additional disclosures required to be made in relation to the agenda items are provided under the relevant agenda items below, while the other mandatory general disclosures are presented in this section for your information.

a. Shareholding Structure and Voting Rights

As of the date of publication of this Information Document, the total number of shares and voting rights reflecting the shareholding structure of the Company, and in case of privileged shares in the capital, the number of shares and voting rights represented by each privileged share group and the nature of such privileges are presented below.

The authorized share capital of the Company is TL 25,000,000,000 (Twentyfive-Billion Turkish Liras), being divided into 2,500,000,000,000 shares, each with a nominal value of Kr 1 (OneKuruş).

The issued capital of the Company is TL 1.000.000.000 (OneBillionTurkish Liras), being divided into 100.000.000.000 shares made up of 157.120 Class (A) bearer shares, 157.120 Class (B) bearer shares, 157.120 Class (C) bearer shares and 99.999.528.640 Class (D) bearer shares each with a nominal value of Kr 1 (OneKuruş). Pursuant to the Articles of Association of GSD Holding A.Ş., each shareholder has voting rights proportional to the number of shares they hold.

Shareholders holding Group A, Group B and Group C shares have privileges regarding the election of the Board of Directors. Of the nine members of the Board of Directors, The General Assembly elects 5 members of the Board of Directors from among the candidates nominated by Group (A) shareholders, 2 members from among the candidates nominated by Group (B) shareholders and 2 members from among the candidates nominated by Group (C) shareholders. The number and qualifications of the independent members of the Board of Directors shall be determined in accordance with the regulations of the Capital Markets Board on Corporate Governance Principles.

There are no privileges granted to shareholders regarding dividend distribution.

As of the date of the announcement of this Information Document, the total number of shares and voting rights reflecting the Company’s shareholding structure are presented below:

Shareholder	Nominal Value (TL)	Capital Ratio (%)	Number of Shares and Voting Rights (Amount)
Mehmet Turgut Yılmaz	255,000,009.45	25.50%	25,500,000,945
GSD Holding Anonim Şirketi	112,182,363.20	11.22%	11,218,236,320
MTY Delta Denizcilik İç Ve Dış Ticaret A.Ş.	44,999,999.55	4.50%	4,499,999,955
Delta Global A.G.	19,462,321.00	1.95%	1,946,232,100
Adeo Turizm Otelcilik Ticaret Ltd.Şti.	1,387,999.99	0.14%	138,799,999
Samet Ali Yavuz	62,310,221.91	6.23%	6,231,022,191
Publicly Held and Other	504,657,084.90	50.47%	50,465,708,490
Total	1,000,000,000	100	100,000,000,000

* Represents treasury shares repurchased by GSD Holding A.Ş. as of the date of public disclosure of this Information Document.

Information regarding privileged shares representing the capital is as follows:

Group	Registered / Bearer	Capital Share		Voting Right (%)	Concession Type	Whether It Is Traded On The Stock Exchange
		(TL)	(%)			
A	Bearer	1,571.2	0 ¹	0 ²	Privilege to nominate board members	Not Processed
B	Bearer	1,571.2	0 ³	0 ⁴	Privilege to nominate board members	Not Processed
C	Bearer	1,571.2	0 ⁵	0 ⁶	Privilege to nominate board members	Not Processed
D	Bearer	999,995,286.4	100 ⁷	100 ⁸	Privilege to nominate board members	Not Processed

b. Changes in Management and Operations which Shall Significantly Affect Corporate Operations of Our Company and Our Affiliated Partnerships:

There are no management or activity changes that will significantly affect our Company's activities that our Company and its subsidiaries have made in 2025 or are planned for future accounting periods. The special situation disclosures made by our Company within the scope of the relevant legislation can be accessed at <http://www.kap.gov.tr/>.

c. If the general assembly meeting agenda includes the dismissal, replacement or election of board members; the reasons for dismissal and replacement, the CVs of the persons whose candidacy for board membership has been submitted to the partnership, the duties they have held in the last ten years and the reasons for their departure, the nature and significance of their relationship with the partnership and its related parties, whether they have the qualification of independence and similar issues that may affect the partnership activities if these persons are elected as board members.

It is not available.

¹ Rounded.

² Rounded.

³ Rounded.

⁴ Rounded.

⁵ Rounded.

⁶ Rounded.

⁷ Rounded.

⁸ Rounded.

d. Requests of shareholders of the partnership to the Investor Relations Department in writing regarding the inclusion of an item on the agenda, in cases where the board of directors does not accept the agenda suggestions of the partners, the rejected suggestions and the reasons for rejection.

Pursuant to subparagraph (ç) of Article 1.3.1 of the Corporate Governance Principles, the implementation of which is mandatory, the requests submitted in writing by the Company's shareholders to the Investor Relations Department regarding the inclusion of items on the agenda, and in cases where the Board of Directors does not accept the shareholders' agenda proposals, the rejected proposals and the reasons for rejection are disclosed to the shareholders.

It has been observed that a shareholder of our Company submitted a petition dated 12.03.2026 and numbered REF:2026/012 via Registered Electronic Mail (KEP) to the Investor Relations Manager of our Company, requesting that the following items be added to the agenda of the Ordinary General Assembly Meeting in which the financial statements of the Company for the year 2025 will be discussed. Within the framework of the Turkish Commercial Code (TCC) and other applicable legislation, it has been resolved by the Board of Directors to reject the said requests for the reasons stated below and to make the necessary disclosures pursuant to subparagraph (ç) of Article 1.3.1 of the Corporate Governance Principles of the Capital Markets Board (CMB).

Items Requested to be Added to the Agenda:

- 1- Informing the General Assembly (attendees) about the reasons and related processes concerning the criminal complaint filed by the Company and the Chairman of the Board against a shareholder who requested information under the Capital Markets Law and the Turkish Commercial Code No. 6102, alleging blackmail and insult.
- 2- Discussion and resolution on the dismissal of Board Members Mehmet Turgut Yılmaz, Engin Kam and Hakan Yılmaz from their positions.
- 3- Discussion and resolution on flying the Turkish flag on all vessels in the Company's fleet.
- 4- Adoption of a resolution allowing all shareholders to examine the income and expense records and financial statements of the subsidiary GSD Shipping B.V.
- 5- Discussion and resolution on the cancellation of the shares acquired by the Company within the scope of the share buyback program through capital reduction in accordance with the provisions of the Turkish Commercial Code and the Capital Markets Board legislation.
- 6- Discussion and resolution on the appointment of a Special Auditor in order to determine the full extent of the loss incurred by the Company as a result of the repurchase of the shares of Silopi Elektrik Üretim A.Ş., owned by the Company, by Park Holding A.Ş. on 14 January 2025 for a consideration of USD 30,000,000.

Reason for Rejection:

Article 411 of the Turkish Commercial Code No. 6102 stipulates that: *“(1) Shareholders representing at least one-tenth of the share capital, or **one-twentieth in publicly held companies**, may request the board of directors in writing, stating the reasons and specifying the agenda, to convene the general assembly or, **if the general assembly is already to be convened**, to include on the agenda the matters they wish to be resolved.”*

Similarly, Article 9, paragraph 3 of the Regulation on the Procedures and Principles of General Assembly Meetings of Joint Stock Companies and the Ministry Representatives to be Present at Such Meetings provides that: *“Minority shareholders representing at least one-tenth of the company's capital, or one-twentieth in publicly held companies, or a lower ratio if stipulated in the articles of association, may request in writing through a notary public that the board of directors convene the general assembly, or if the general assembly is already to be convened, that the matters they wish to be resolved be included in the agenda, provided that the request stating the reasons and the proposed agenda is submitted before the payment date of the announcement fee for publication of the meeting notice in the Turkish Trade Registry Gazette.”*

Yine SPK'nun Kurumsal Yönetim Tebliği (II-17.1) ek-1 Kurumsal Yönetim İlkeleri madde 1.3.1.(ç) de; “*Ortaklık pay sahiplerinin gündeme madde konulmasına ilişkin Yatırımcı İlişkileri Bölümü'ne yazılı olarak iletmış oldukları talepleri, yönetim kurulunun ortakların gündem önerilerini kabul etmediği hallerde, kabul görmeyen öneriler ile ret gerekçelerinin*” bilgi amaçlı yatırımcılarla paylaşılmasına dair hüküm bulunmaktadır.

Furthermore, Article 1.3.1 (ç) of the Corporate Governance Principles annexed to the Capital Markets Board's Corporate Governance Communiqué (II-17.1) stipulates that “*requests submitted in writing by shareholders to the Investor Relations Department regarding the inclusion of items on the agenda, and in cases where such agenda proposals are not accepted by the board of directors, the rejected proposals and the reasons for rejection*” shall be disclosed to investors for information purposes.

Upon examination of the aforementioned request, it has been observed that the relevant investor is not included in the list titled “Breakdown of Shareholders Holding More Than 5% of the Capital and Voting Rights,” which is created on the basis of the shareholding records registered in the Central Dematerialized System and disclosed on the Public Disclosure Platform by Merkezi Kayıt Kuruluşu A.Ş.

Within the scope of the aforementioned legal provisions, **since the right to request the inclusion of items on the General Assembly agenda is granted only to shareholders representing at least one-twentieth (5%) of the Company's share capital, it has been resolved to reject the request of the investor, who is understood not to meet the required shareholding threshold, and to make the necessary disclosures on the Public Disclosure Platform.**

e. Information on Requests from the Capital Markets Board or Other Public Authorities Regarding the Inclusion of Items on the Agenda:

For the Ordinary General Assembly Meeting to be held for the discussion of the activities of the year 2025, no request has been received from the Capital Markets Board of Türkiye or any other public authority for the inclusion of additional items on the agenda.

f. If there is an amendment to the articles of association on the agenda, the old and new forms of the amendments to the articles of association, together with the relevant board of directors' decision.

It is not available.

3. EXPLANATIONS REGARDING THE AGENDA ITEMS OF THE ORDINARY GENERAL ASSEMBLY MEETING DATED 24 APRIL 2026

1. Opening and Forming the Presidential Board of Meeting,

Pursuant to the provisions of the Turkish Commercial Code No. 6102 (“TCC”), the Regulation on the Procedures and Principles of General Assembly Meetings of Joint Stock Companies and the Ministry of Customs and Trade Representatives to Attend Such Meetings (“General Assembly Regulation”), and Article 7 of the Internal Directive on the Working Principles and Procedures of the General Assembly, a Chairperson who will preside over the General Assembly meeting shall be elected. In accordance with the Internal Directive, the Chairperson shall appoint at least one clerk to prepare the minutes. The Chairperson may also appoint a sufficient number of vote collectors.

2. Presentation, discussion and approval of the 2025 Annual Report prepared by the Company's Board of Directors,

Within the framework of the TCC, the Regulation and the Capital Markets Law and related legislation, the 2025 Annual Report, which has been made available for the review of our shareholders at the Company Headquarters, on the Public Disclosure Platform and Electronic General Assembly portal of the Central

Registry Agency (MKK), and on our corporate website (www.gsdholding.com.tr) for a period of three weeks prior to the General Assembly meeting, will be submitted to the General Assembly for discussion and approval.

3. Presentation of the Summary of the Independent Audit Report for the 2025 fiscal year,

The Independent Audit Report prepared in accordance with the TCC and the regulations of the Capital Markets Board, and made available for review at the Company Headquarters, on the Public Disclosure Platform and Electronic General Assembly portal of MKK, and on our corporate website for three weeks prior to the General Assembly meeting, will be presented to the General Assembly for information.

4. Reading, discussion and approval of the Financial Statements for the 2025 financial year prepared in accordance with the regulations of the Capital Markets Board,

Within the framework of the TCC, the Regulation and the Capital Markets Law and related legislation, our financial statements for the 2025 financial year prepared in accordance with Turkish Accounting/Financial Reporting Standards, which have been made available for review at the relevant platforms for three weeks prior to the General Assembly meeting, will be submitted to the General Assembly for discussion and approval.

5. Presentation, discussion and approval of the 2024 TSRS-Compliant Sustainability Report,

The 2024 TSRS-Compliant Sustainability Report, which has been subject to mandatory sustainability assurance audit by PwC Bağımsız Denetim ve Serbest Muhasebeci Mali Müşavirlik A.Ş. and made available for review at the Company Headquarters, on the Electronic General Assembly System of MKK and on our corporate website for three weeks prior to the meeting, will be submitted to the General Assembly for discussion and approval.

6. Acquittal of members of the Board of Directors for their activities in 2025,

Pursuant to the TCC and the Regulation, the release of each member of the Board of Directors separately in respect of their activities, transactions and accounts for the year 2025 will be submitted to the approval of the General Assembly.

7. Discussion and resolution of the proposal of the Board of Directors regarding the distribution of profit for the 2025 financial year,

Although a profit was generated as a result of the Company's operations for the period 01.01.2025 – 31.12.2025 according to the independently audited consolidated financial statements prepared in accordance with the provisions of the Communiqué Serial: II, No:14.1 on "Principles Regarding Financial Reporting in the Capital Markets" issued by the Capital Markets Board, it will be submitted to the approval of the General Assembly that no dividend distribution can be made, since there is no distributable net profit due to the period loss recorded in the statutory financial statements prepared in accordance with the Tax Procedure Law for the same period.

The Dividend Distribution Table, prepared in accordance with the format included in the Dividend Communiqué (II-19.1) and the Dividend Guide issued by the Capital Markets Board, is presented in Annex/2, in relation to our dividend distribution proposal.

8. Resolving on the profit distribution policy of the Company for the year 2026 and the following years,

The proposal of the Board of Directors that the Company's dividend distribution policy for 2026 and the following years, within the scope of the Corporate Governance Principles, be determined as follows will be submitted to the approval of the General Assembly: "Taking into account the growth plans, investment activities and existing financing structures of our subsidiaries and affiliates, profits shall be retained within the Company in order to finance growth and, to the extent that the criteria set forth in the regulations of the Capital Markets Board regarding bonus capital increases are met, such profits shall be accumulated under extraordinary reserves and distributed to shareholders as shares through bonus capital increases to be made either from internal resources or directly from profit." Furthermore, it will be proposed that this policy be reviewed annually, taking into consideration the dividend distribution regulations of the Capital Markets Board and the Company's liquidity position.

9. Determination of the monthly remuneration of the Members of the Board of Directors and the Independent Members of the Board of Directors,

In line with the Corporate Governance Principles of the Capital Markets Board, the monthly net remuneration to be paid to the Independent Members of the Board of Directors and to the other Members of the Board of Directors for the 2026 fiscal year will be determined by the General Assembly.

10. Approval of the selection of the Independent Audit Firm made by the Board of Directors in accordance with the Turkish Commercial Code and the regulations of the Capital Markets Board and the Public Oversight, Accounting and Auditing Standards Authority,

In accordance with the TCC, Capital Markets Board and Public Oversight Authority regulations, and pursuant to the Board resolution dated 16.03.2026 upon the opinion of the Audit Committee, PwC Bağımsız Denetim ve Serbest Muhasebeci Mali Müşavirlik A.Ş. has been selected as the independent audit firm for the audit of our 2026 financial statements and for the mandatory sustainability assurance audit of disclosures to be prepared in accordance with TSRS, and this selection will be submitted for the approval of the General Assembly.

11. Informing the shareholders about the donations made by the Company during 2025 within the scope of its Donation and Aid Policy and determination of an upper limit for donations to be made in 2026,

Article 6 of the Dividend Communiqué (II-19.1) of the Capital Markets Board stipulates that: "In order for companies to make donations, there must be a provision in the articles of association. If the limit of donations is not specified in the articles of association, such limit shall be determined by the general assembly." The same article also requires that donations and payments made be submitted to the information of shareholders at the General Assembly. Within this framework, our Company made a donation of TL 80,000,000 to the GSD Education Foundation during 2025 (equivalent to TL 96,030,931 in purchasing power as of 31 December 2025), without exceeding the upper donation limit determined at the 2024 General Assembly Meeting.

The upper limit for donations to be made in 2026 shall be determined by the General Assembly.

12. Informing the shareholders, pursuant to the regulations of the Capital Markets Board, about the guarantees, pledges, mortgages and sureties granted by the Company and its subsidiaries in favor of third parties during 2025, as well as the income or benefits derived therefrom,

In accordance with Article 12 of the Corporate Governance Communiqué (II-17.1), information regarding guarantees, pledges, mortgages and sureties provided in favor of third parties by the Sensitivity: Public Company and its subsidiaries, and any income or benefits derived therefrom, is disclosed in footnote 37 of our financial statements dated 31.12.2025.

13. Informing the General Assembly, on the transactions, if any, within the context of Article 1.3.6. of Annex-I of the Corporate Governance Communiqué (II-17.1.) of the of the Capital Markets Board,

According to principle number 1.3.6 of Annex-1 of the Capital Market Board's Corporate Governance Communiqué number II-17.1: "In the event shareholders with management control, members of board of directors, managers with administrative responsibility and their spouses and relatives by blood and marriage up to second degree engage in a material transaction with the partnership or its affiliates which may result in conflicts of interest and/or carry out, for their own account or on account of others, a transaction of a commercial nature which is considered among the fields of activity of the partnership or its affiliates or join another partnership which is engaged in the same kind of business as a partner with unlimited liability the said transactions shall be included on the agenda of the general assembly under a separate agenda item to provide detailed information about the same in the general assembly and recorded on the general assembly minutes." The General Assembly shall be informed that no transaction of the nature mentioned above was carried out during 2025.

14. Giving information to the shareholders regarding the principles of remuneration of the members of the board of directors and senior executives,

Within the framework of the Corporate Governance Principles of the Capital Markets Board, the remuneration principles for the members of the Board of Directors and senior executives of the Company, determined as follows, will be submitted to the information of the General Assembly. The Company adopts a remuneration policy based on the principle that remuneration practices shall be determined in accordance with the provisions of the Capital Markets Law, other relevant legislation, and the Company's Articles of Association, taking into account the scope and structure of the Company's activities, its objectives, and market conditions, and ensuring compatibility with the Company's ethical values, internal balances, as well as the performance and position of the relevant individuals. This policy shall be reviewed annually, taking into consideration the regulations of the Capital Markets Board, other relevant legislation, the Company's activities, and market conditions.

15. Adoption of a resolution, pursuant to Articles 395 and 396 of the Turkish Commercial Code, to grant permission to the Members of the Board of Directors to conduct transactions with the Company in their own name or on behalf of others, to engage in commercial transactions falling within the scope of the Company's field of activity in their own name or on behalf of others, and to become partners with unlimited liability in companies engaged in the same line of business as the Company,

Performance of any of the transactions described in Articles 395 (Prohibition to Transact with and Incur Indebtedness to the Company) and 396 (Non-Competition) of the TCC by members of the Board of Directors is subject to the approval of the General Assembly. Therefore, permitting members to perform such transactions shall be submitted to the approval of the General Assembly.

16. Information to shareholders about the existing buyback program,

At the meeting of the Board of Directors of GSD Holding A.Ş. held on 20 March 2025, within the framework of the principle decision regarding share buyback transactions included in the bulletin dated 19.03.2025 and numbered 2025/16 of the Capital Markets Board, it was resolved to repurchase shares up to 10% of the Company's paid-in capital, in light of developments in the capital markets, and to allocate a fund of TL 500,000,000 for such share buyback transactions.

As of the announcement date of this General Assembly Information Document, shares of GSD Holding A.Ş. with a nominal value of TL 12,182,251 have been repurchased. Including the shares repurchased under the latest share buyback program that have not yet been disposed of, the total nominal value of shares held by the Company amounts to TL 112,182,363.2, corresponding to 11.2182% of the Company's capital. At the General Assembly Meeting, shareholders will be informed about the shares repurchased and their acquisition cost as of the meeting date.

17. Wishes and Closing.

ANNEXES:

ANNEX/1 Proxy Form

ANNEX/2 Board of Directors' Proposal on the Distribution of Profit for the Year 2025 and the Profit Distribution Table

ANNEX/1

**PROXY FORM FOR THE GENERAL ASSEMBLY MEETING
OF GSD HOLDİNG ANONİM ŞİRKETİ**

I hereby appoint _____ as my proxy authorized to represent me, to vote and make proposals in line with the views I express herein below and sign the required papers at the Ordinary General Assembly of GSD Holding Anonim Şirketi that will convene on 24 April 2026, Friday at 13:00 at the address of Aydınevler Mahallesi Kaptan Rıfat Sokak No:3 Küçükyalı 34854 Maltepe İstanbul.

Proxy (*)

Name Surname/Trade Name:

T.R. Identification Number/Tax Identification Number, Trade Registry and Number and the Central Registration System Number:

(*) For foreign national proxies, the equivalents of the aforementioned information must be submitted, if available.

A) SCOPE OF THE REPRESENTATION DOCUMENT

The scope of the power of attorney must be determined by selecting one of the options (a), (b) or (c) for the sections 1 and 2.

1. In relation to the Items on the General Assembly Agenda;

- a) The proxy is authorized to vote in line with his own views.
- b) The proxy is authorized to vote in line with the recommendations made by the Company management.
- c) The proxy is entitled to vote in line with the following instructions.

Instructions:

When the option (c) is selected by the shareholder, the instructions are given in relation to each agenda item by marking one of the options given next to them (accept or reject) and if the reject option is marked, the statement of oppositions, if any, requested to be recorded in the minutes of the general assembly meeting, are written.

Agenda Items (*)	Accept	Reject	Statement of Opposition
1. Opening and Forming the Presidential Board of Meeting,			
2. Presentation, discussion and approval of the 2025 Annual Report prepared by the Company's Board of Directors,			
3. Presentation of the Summary of the Independent Audit Report for the 2025 fiscal year,			
4. Reading, discussion and approval of the Financial Statements for the 2025 financial year prepared in accordance with the regulations of the Capital Markets Board,			
5. Presentation, discussion and approval of the 2024 TSRS-Compliant Sustainability Report,			
6. Acquittal of members of the Board of Directors for their activities in 2025,			
7. Discussion and resolution of the proposal of the Board of Directors regarding the distribution of profit for the 2025 financial year,			
8. Resolving on the profit distribution policy of the Company for the year 2026 and the following years,			

9. Determination of the monthly remuneration of the Members of the Board of Directors and the Independent Members of the Board of Directors,			
10. Approval of the selection of the Independent Audit Firm made by the Board of Directors in accordance with the Turkish Commercial Code and the regulations of the Capital Markets Board and the Public Oversight, Accounting and Auditing Standards Authority,			
11. Informing the shareholders about the donations made by the Company during 2025 within the scope of its Donation and Aid Policy and determination of an upper limit for donations to be made in 2026,			
12. Informing the shareholders, pursuant to the regulations of the Capital Markets Board, about the guarantees, pledges, mortgages and sureties granted by the Company and its subsidiaries in favor of third parties during 2025, as well as the income or benefits derived therefrom,			
13. Informing the General Assembly, on the transactions, if any, within the context of Article 1.3.6. of Annex-I of the Corporate Governance Communique (II-17.1.) of the of the Capital Markets Board,			
14. Giving information to the shareholders regarding the principles of remuneration of the members of the board of directors and senior executives,			
15. Adoption of a resolution, pursuant to Articles 395 and 396 of the Turkish Commercial Code, to grant permission to the Members of the Board of Directors to conduct transactions with the Company in their own name or on behalf of others, to engage in commercial transactions falling within the scope of the Company's field of activity in their own name or on behalf of others, and to become partners with unlimited liability in companies engaged in the same line of business as the Company,			
16. Information to shareholders about the existing buyback program,			
17. Wishes and Closing.			

(*)The items on the agenda of the General Assembly are stated one by one. If the minorities have a draft resolution, it is specified separately to enable voting by proxy.

2. The special instructions with regard to the other matters which may arise during the meeting and especially exercising the minority rights:

- a) The proxy is authorized to vote in line with his own views.
- b) The proxy is not authorized to vote with regard to these matters.
- c) The proxy is entitled to vote in line with the following instructions.

SPECIAL INSTRUCTIONS; Special instructions by the shareholder to the proxy, if any, are provided here.

B) The shareholders determines the shares they wish to be represented by their proxies by selecting one of the following options.

1. I approve that my following shares detailed below shall be represented by the proxy.

- a) Group:
- b) Number-Nominal value:
- c) Whether they have any privilege with regard to voting rights:
- d) The proportion to the total shares/voting rights held by the shareholder:

2. I approve that all of my shares stated in the list of the shareholders who can attend the general assembly meeting provided by MKK (the Central Registry Agency) one day prior to the general assembly meeting shall be represented by the proxy.

THE SHAREHOLDER'S NAME AND SURNAME/TRADE NAME (*):

T.R. Identification Number/Tax Identification Number, Trade Registry and Number and the Central Registration System Number of the Shareholder:

The Shareholder's Address:

(* For foreign national proxies, the equivalents of the aforementioned information must be submitted, if available.

THE SHAREHOLDER'S SIGNATURE

ANNEX/2

Board of Directors' Proposal on the Distribution of Profit for the Year 2025 and the Profit Distribution Table

The Board of Directors of GSD Holding A.Ş. adopted the following resolution on 16 March 2026:

Although a profit was generated as a result of the Company's operations for the period 01.01.2025 – 31.12.2025 according to the independently audited consolidated financial statements prepared in accordance with the provisions of the Communiqué Serial: II, No:14.1 on "Principles Regarding Financial Reporting in the Capital Markets" issued by the Capital Markets Board of Türkiye, it has been resolved to submit to the approval of the shareholders at the 2025 Ordinary General Assembly Meeting of the Company that no dividend distribution shall be made, since there is no distributable net profit due to the period loss recorded in the statutory financial statements prepared in accordance with the Tax Procedure Law for the same period.

GSD Holding A.Ş.			
01.01.2025/31.12.2025 Period Dividend Payment Table (TL)			
1. Paid-In / Issued Capital (1)		1,000,000,000.00	
2. Total Legal Reserves (According to Legal Records) (2)		174,092,412.96	
Information on privileges in profit distribution if any in the Articles of Association		-	
		Based on CMB Regulations (‘000 TL)	Based on Legal Records (TL)
3	Current Period Profit	635,994	-3,724,717,976.91
4	Taxes Payable (-)	-368,302	0
5	Net Current Period Profit (=) (3)	208,289	-3,724,717,976.91
6	Losses in Previous Years (-)	-3,316,117.45	0
7	Primary Legal Reserve (-) (-)	0	0
8	Net Distributable Current Period Profit (=)	-3,107,828.45	-3,724,717,976.91
9	Donations Made During The Year (+)	96,030.93	0
10	Donation-Added Net Distributable Current Period Profit on which First Dividend Is Calculated	0	0
11	First Dividend to Shareholders	0	0
	-Cash	0	0
	-Stock	0	0
12	Dividend Distributed to Owners of Privileged Shares	0	0
13	Other Dividend Distributed	0	0
	To the Members of the Board of Directors	0	0
	To the Employees	0	0
	To Non-Shareholders	0	0
14	Dividend to Owners of Redeemed Shares	0	0
15	Second Dividend to Shareholders	0	0
16	Secondary Legal Reserves	0	0
17	Statutory Reserves	0	0
18	Special Reserves	0	0
19	Extraordinary Reserves	0	0
20	Other Distributable Resources	0	0
	- Profit in Previous Years	0	0
	- Extraordinary Reserves	0	0
	- Other Distributable Resources	0	0

PROFIT SHARE RATE TABLE			
	SHARE GROUP	CASH DIVIDEND AMOUNT (TL)	
		CASH (TL)	CASH (TL)
NET	A, B, C, D	0.00	0.00
	TOTAL	0.00	0.00

Dividend Distribution Table Explanations

(1) The paid-in/issued capital amount is the registered nominal capital amount, and the records prepared according to the Tax Procedure Law (VUK) show a capital inflation adjustment difference of TL 6,864,724,379.28.

(2) The amount is the nominal general legal reserve amount, and the records prepared according to the VUK after the application of inflation accounting show a total inflation adjustment difference of TL 1,346,307,280.54 related to general legal reserves.

(3) The Company's net profit for the period amounts to TL 267,692 thousand. As TL 59,403 thousand of this amount is attributable to non-controlling interests, the net profit for the period attributable to the parent amounting to TL 208,289 thousand has been taken as the basis.