

ÜNLÜ YATIRIM HOLDİNG ANONİM ŞİRKETİ
ORDINARY GENERAL ASSEMBLY INFORMATION DOCUMENT

I- Announcement of Invitation to the Ordinary General Assembly Meeting dated 06.05.2025

Istanbul Trade Registry Office - Trade Registry No: 792072

Our Company's Ordinary General Assembly Meeting for 2024 will be held on **Tuesday, 06.05.2025 at 14:00**, at Maslak Mahallesi Ahi Evran Cad. No:6 42 Maslak Plaza Ofis:3 Kat:2 Daire:59 Sarıyer/İSTANBUL, and the following agenda items will be discussed.

Shareholders of our company may attend the Ordinary General Assembly Meeting, either physically or electronically, in person or through their representatives. Participation in the meeting electronically is possible with the secure electronic signatures of the shareholders or their representatives. For this reason, the shareholders or their representatives who will make transactions in the electronic general assembly system ("EGKS") must have secure electronic signatures and must be registered in the "e-Investor: Investor Information Center" of Central Registry Agency ("MKK").

In addition, in accordance with the "Regulation on General Assemblies to be held in Electronic Media in Joint Stock Companies" published in the Official Gazette dated 28 August 2012 and numbered 28395, and the "Communique on Electronic General Assemblies System to be applied on General Assemblies of Joint Stock Companies" published in the Official Gazette dated 29 August 2012 and numbered 28396, they are required to fulfill their obligations.

The power of attorney of the shareholders who will not be able to attend the meeting physically or electronically, should be arranged fulfilling the issues stipulated in the Capital Markets Board's "Communiqué numbered II.30.1 on Voting by Proxy and Gathering a Power of Attorney by Call", by adding the signature statement to the signed power of attorney form in accordance with the example below. A copy of the power of attorney can also be obtained from the Company Headquarters and the company website at www.unluco.com. Shareholders who wish to attend the General Assembly in person in a physical environment will be able to exercise their rights regarding their shares registered in the "Shareholders List" in the Central Registry Agency (MKK) system by presenting their identity cards. Power of attorneys that are obligatory in the aforementioned Communiqué and do not comply with the attached power of attorney sample will not be accepted.

Our shareholders, who will attend the general assembly electronically via the Electronic General Assembly System, may have information on the procedures and principles regarding participation, appointment of representatives, making suggestions, expressing opinions and voting on the website of the Central Registry Agency at <https://www.mkk.com.tr>.

In accordance with the legal time period, the Company's Consolidated Financial Statements for 2024, the Independent Auditor's Report, the Annual Report of the Board of Directors and the General Assembly Information Document shall be made available for shareholder review at the Company headquarters, on the Company website at www.unluco.com and on the Electronic General Assembly System of the Central Registry Agency three weeks prior to the meeting date.

In accordance with the Capital Markets Law, shareholders holding registered shares that are traded on the stock exchange shall not be separately informed via registered mail.

This is to inform our esteemed Shareholders.

Respectfully,

ÜNLÜ YATIRIM HOLDİNG ANONİM ŞİRKETİ
CHAIRMANSHIP OF THE BOARD OF DIRECTORS

ANNEXEX:

- **AGENDA**
- **PROXY**

AGENDA ITEMS OF THE 2024 ORDINARY GENERAL ASSEMBLY MEETING

1. Opening and Election of the Chairmanship of the Meeting,
2. Presentation and discussion of the Annual Report of the Board of Directors for the year 2024,
3. Presentation of the summary of the Independent Auditor Report prepared for the year 2024,
4. Presentation, discussion and approval of the consolidated balance sheet and profit-loss accounts prepared in accordance with the Capital Markets Law and the Turkish Commercial Code for the year 2024,
5. Release of members of the Board of Directors from liability for their activities and transactions for the year 2024,
6. Discussion and determination of the membership fees to be paid to the members of the Board of Directors for the period 01.01.2025-31.12.2025.
7. Discussion and decision on the proposal of the Board of Directors regarding not distributing profits for the 2024 accounting period,
8. Discussion and approval of Board of Directors' proposal on granting the Board of Directors the authority to decide on the distribution of advance dividends for the 2025 accounting period in accordance with Article 14 of the Articles of Association titled "Determination and Distribution of Profit" and the Dividend Communiqué numbered II-19.1 of the Capital Markets Board,
9. If the Board of Directors decides to distribute advance dividends in 2025 and in case of insufficient profit or loss at the end of the 2025 accounting period, discussion and approval of offsetting the advance dividend to be distributed from other sources that may be subject to profit distribution in the financial position statement dated 31.12.2025,
10. Presentation of the donations made in 2024 and discussion and approval of the donation limit for 01.01.2025 – 31.12.2025 activity year,
11. Discussion and approval of Board of Directors' proposal on the appointment of the Independent Audit Firm in accordance with the provisions of the Turkish Commercial Code, Capital Markets Board and Public Oversight Accounting and Auditing Standards Authority,
12. Discussion and approval of increasing the registered capital ceiling and the extension of the registered capital ceiling period subject to the legal permissions, and approval of the amendment of Article 6 of the Articles of Association for this purpose,
13. Providing information about the buyback program initiated by the decision of the Board of Directors in accordance with the CMB's Communiqué on Buyback Shares (II-22.1) and the decisions numbered 16/531 dated 19.03.2025 and 18/574 dated 23.03.2025 regarding the subject, and the buybacks carried out within the framework of the program.
14. Granting authorization to the members of the Board of Directors to conduct the activities set under Articles 395 and 396 of the Turkish Commercial Code,
15. Informing Shareholders about the "Remuneration Policy" for Board Members and Senior Managers and the payments made within the scope of the policy in accordance with the Corporate Governance Principles.
16. Informing the shareholders on any security, pledge and mortgage provided by the Company in favor of third parties and any proceeds or benefit obtained thereof, in accordance with the regulations of the Capital Markets Board,
17. Closing.

ÜNLÜ YATIRIM HOLDİNG ANONİM ŞİRKETİ
ARTICLES OF ASSOCIATION AMENDMENT TEXT

FORMER VERSION	NEW VERSION
Capital Article:6	Capital Article:6
<p>The Company has adopted the registered capital system set forth under the provisions of the Capital Markets Law, and based on the permission of the Capital Markets Board dated 5 March 2021 and No. E-29833736-110.03.03-2937.</p> <p>The upper limit of the Company's registered capital is 650,000,000 (six hundred fifty million) Turkish Liras (TL), which is divided into 650,000,000 (six hundred fifty million) registered shares, each with a nominal value of TL 1 (one) TL.</p> <p>This upper limit of registered capital allowed by the Capital Markets Board is valid for the years 2024 through 2025 (for 5 years). Even if the upper limit of registered capital is not yet reached by the end of 2025, in order for the board of directors to pass capital increase resolutions after 2025, an authorization must be granted by the general assembly for the previously permitted upper limit or a new upper limit, covering a new period not exceeding 5 years, provided that the permission of the Capital Markets Board is obtained. In case such authorization is not granted, the capital cannot be increased by the board of directors' resolution.</p> <p>The issued capital of the Company is TL 175,740,000 (one hundred and seventy-five million seven hundred and forty thousand). This capital has been fully paid up, free from any collusion. The Company's issued capital of TL 175,740,000 (one hundred and seventy-five million seven hundred and forty thousand) is divided into 55,092,337 (fifty-five million ninety-two thousand three hundred thirty-seven) Group A registered shares, each with a nominal value of TL 1 (one) and 120,647,663 (one hundred and twenty million six hundred and forty-seven thousand six hundred and sixty-three) Group B registered shares, each with a nominal value of TL 1 (one).</p> <p>55,092,337 (fifty-five million ninety-two thousand three hundred thirty-seven) Group A shares are privileged and belong to Mahmut Levent Ünlü.</p> <p>This time, 740,000.00 Group B registered shares, each with a nominal value of TL 1 (one), were issued as a result of the conditional capital increase with the board of directors' (who are authorized by this articles</p>	<p>The Company has adopted the registered capital system set forth under the provisions of the Capital Markets Law, and based on the permission of the Capital Markets Board dated 5 March 2021 and No. E-29833736-110.03.03-2937.</p> <p>The upper limit of the Company's registered capital is <u>800,000,000 (eight hundred million)</u> Turkish Liras (TL), which is divided into <u>800,000,000 (eight hundred million)</u> registered shares, each with a nominal value of TL 1 (one) TL.</p> <p>This upper limit of registered capital allowed by the Capital Markets Board is valid for the years <u>2025 through 2029</u> (for 5 years). Even if the upper limit of registered capital is not yet reached by the end of <u>2029</u>, in order for the board of directors to pass capital increase resolutions after <u>2029</u>, an authorization must be granted by the general assembly for the previously permitted upper limit or a new upper limit, covering a new period not exceeding 5 years, provided that the permission of the Capital Markets Board is obtained. In case such authorization is not granted, the capital cannot be increased by the board of directors' resolution.</p> <p>The issued capital of the Company is TL 175,740,000 (one hundred and seventy-five million seven hundred and forty thousand). This capital has been fully paid up, free from any collusion. The Company's issued capital of TL 175,740,000 (one hundred and seventy-five million seven hundred and forty thousand) is divided into 55,092,337 (fifty-five million ninety-two thousand three hundred thirty-seven) Group A registered shares, each with a nominal value of TL 1 (one) and 120,647,663 (one hundred and twenty million six hundred and forty-seven thousand six hundred and sixty-three) Group B registered shares, each with a nominal value of TL 1 (one).</p> <p>55,092,337 (fifty-five million ninety-two thousand three hundred thirty-seven) Group A shares are privileged and belong to Mahmut Levent Ünlü.</p> <p>This time, 740,000.00 Group B registered shares, each with a nominal value of TL 1 (one), were issued as a result of the conditional capital increase with the board of directors' (who are authorized by this articles</p>

of association) decision dated 26/12/2024 and numbered 2024/30. It was decided that these issued 740,000.00 Group B registered shares would be allocated to employees who are entitled to the option in accordance with the Capital Markets Board's permission letter dated 25.11.2024 and numbered E-29833736-105.01.01.01-63256 and the Employee Stock Option Plan, and the entire amount was paid in cash before registration.

The board of directors shall be authorized between the years ~~2021 to 2025~~ to pass resolutions to increase the issued capital, as it may deem necessary from time to time, by issuing new shares up to the upper limit of the registered capital, to restrict the rights of the privileged shareholders, to restrict the rights of the existing shareholders to subscribe for new shares, and to issue shares with premium or with values lower than their nominal value. The authority to restrict the right to subscribe for new shares may not be exercised in a manner creating inequality among the shareholders. In the initial public offering of the Company's shares, the board of directors is authorized to restrict the rights of all existing shareholders to acquire new shares, to issue the entirety of the shares to be issued during the capital increase as Group B shares and sell all of those shares through public offering. The capital of the Company may be increased or decreased as may be necessary pursuant to the provisions of the Turkish Commercial Code and the capital markets legislation. The bonus shares to be issued via capital increases through bonus share issuance shall be distributed to the shareholders pro rata to their shares as of the date of the capital increase. Unless resolved otherwise, during the capital increases, Group A shares are issued for Group A shares and Group B shares are issued for Group B shares. The shares representing the share capital are monitored in book-entry form in accordance with the principles of dematerialization.

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The board of directors shall be authorized between the years 2025 to 2029 to pass resolutions to increase the issued capital, as it may deem necessary from time to time, by issuing new shares up to the upper limit of the registered capital, to restrict the rights of the privileged shareholders, to restrict the rights of the existing shareholders to subscribe for new shares, and to issue shares with premium or with values lower than their nominal value. The authority to restrict the right to subscribe for new shares may not be exercised in a manner creating inequality among the shareholders. In the initial public offering of the Company's shares, the board of directors is authorized to restrict the rights of all existing shareholders to acquire new shares, to issue the entirety of the shares to be issued during the capital increase as Group B shares and sell all of those shares through public offering. The capital of the Company may be increased or decreased as may be necessary pursuant to the provisions of the Turkish Commercial Code and the capital markets legislation. The bonus shares to be issued via capital increases through bonus share issuance shall be distributed to the shareholders pro rata to their shares as of the date of the capital increase. Unless resolved otherwise, during the capital increases, Group A shares are issued for Group A shares and Group B shares are issued for Group B shares. The shares representing the share capital are monitored in book-entry form in accordance with the principles of dematerialization.

PROXY FORM

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 2024 Ordinary General Assembly of **ÜNLÜ YATIRIM HOLDİNG A.Ş** that will convene on 06.05.2025 Tuesday at 14:00 at the address of Maslak Mahallesi Ahi Evran Cad. No:6 42 Maslak Plaza Ofis:3 Kat:2 Daire:59 Sarıyer /İSTANBUL.

The Proxy's (*);

Name-Surname/Trade Name:

TR ID Number / Tax ID Number, Trade Registry and Number and MERSİS (Central Registration System) Number:

(*) Foreign proxies should submit the equivalent of information mentioned above.

A) SCOPE OF REPRESENTATIVE POWER

The scope of representative power should be defined by choosing one of the options (a), (b) or (c) in the following sections 1 and 2.

1. Regarding the agenda items of the General Assembly;

- a) The proxy is authorized to vote according to his/her opinion.
- b) The proxy is authorized to vote in accordance with the proposals of the company management.
- c) The proxy is authorized to vote in accordance with the following instructions set in the table.

Instructions:

In the event that the shareholder chooses the option (c), the shareholder should check the “Accept” or “Reject” box and if the shareholder marks the “Reject” box, then he/she should write the dissenting opinion to be noted in the Minutes of the General Assembly, if any.

Agenda Items (*)	Accept	Reject	Dissenting Opinion
1. Opening and Election of the Chairmanship of the Meeting,			
2. Presentation and discussion of the Annual Report of the Board of Directors for the year 2024,			
3. Presentation of the summary of the Independent Auditor Report prepared for the year 2024,			
4. Presentation, discussion and approval of the consolidated balance sheet and profit-loss accounts prepared in accordance with the Capital Markets Law and the Turkish Commercial Code for the year 2024,			
5. Release of members of the Board of Directors from liability for their activities and transactions for the year 2024,			
6. Discussion and determination of the membership fees to be paid to the members of the Board of Directors for the period 01.01.2025-31.12.2025.			
7. Discussion and decision on the proposal of the Board of Directors regarding not distributing profits for the 2024 accounting period,			
8. Discussion and approval of Board of Directors' proposal on granting the Board of Directors the authority to decide on the distribution of advance dividends for the 2025 accounting period in accordance with Article 14 of the Articles of Association titled "Determination and Distribution of Profit" and the Dividend Communiqué numbered II-19.1 of the Capital Markets Board,			
9. If the Board of Directors decides to distribute advance dividends in 2025 and in case of insufficient profit or loss at the end of the 2025 accounting period, discussion and approval of offsetting the advance dividend to be distributed from other sources that may be subject to profit distribution in the financial position statement dated 31.12.2025,			
10. Presentation of the donations made in 2024 and discussion and approval of the donation limit for 01.01.2025 – 31.12.2025 activity year,			
11. Discussion and approval of Board of Directors' proposal on the appointment of the Independent Audit Firm in accordance with the provisions of the Turkish Commercial Code,			

Capital Markets Board and Public Oversight Accounting and Auditing Standards Authority,			
12. Discussion and approval of increasing the registered capital ceiling and the extension of the registered capital ceiling period subject to the legal permissions, and approval of the amendment of Article 6 of the Articles of Association for this purpose,			
13. Providing information about the buyback program initiated by the decision of the Board of Directors in accordance with the CMB's Communiqué on Buyback Shares (II-22.1) and the decisions numbered 16/531 dated 19.03.2025 and 18/574 dated 23.03.2025 regarding the subject, and the buybacks carried out within the framework of the program.			
14. Granting authorization to the members of the Board of Directors to conduct the activities set under Articles 395 and 396 of the Turkish Commercial Code,			
15. Informing Shareholders about the “Remuneration Policy” for Board Members and Senior Managers and the payments made within the scope of the policy in accordance with the Corporate Governance Principles.			
16. Informing the shareholders on any security, pledge and mortgage provided by the Company in favor of third parties and any proceeds or benefit obtained thereof, in accordance with the regulations of the Capital Markets Board,			
17. Closing.			

(*) If the minority has another draft resolution, necessary arrangements should be made to enable them to vote by proxy.

Special Instructions related to other issues that may come up during the General Assembly Meeting and specifically related to the exercise of minority rights:

- The proxy is authorized to vote according to his/her opinion.
- The proxy is not authorized to vote for these issues.
- The proxy is authorized to vote in accordance with the following special instructions.

SPECIAL INSTRUCTIONS:

The special instructions (if any) to be given by the shareholders to the proxy are stated herein.

B) The shareholder specifies the shares to be represented by the proxy by choosing one of the following.

- I hereby confirm that the proxy represents the shares specified in detail as follows.
 - Order and Serial*** :
 - Number/Group**** :
 - Amount-Nominal Value** :
 - Share with voting privilege or not:**
 - Bearer-Registered *** :
 - Ratio to total shares/voting rights held by the shareholders:**
- I hereby confirm that the Proxy represents all my shares on the list prepared by the CRA (Central Registry Agency) regarding the shareholders who could attend the General Assembly Meeting the day before the General Assembly Meeting.

* Not required for dematerialized shares

** For the dematerialized shares, information related to the group (if any) will be given instead of the number.

NAME-SURNAME OR TITLE OF THE SHAREHOLDER (*):

TR ID Number/Tax ID Number, Trade Registry and Number and MERSIS (Central Registration System) Number:

ADDRESS:

SIGNATURE:

(*) Foreign shareholders should submit the equivalent of information mentioned above.