



KAMUYU AYDINLATMA PLATFORMU

INVEO YATIRIM HOLDİNG A.Ş. Corporate Governance Information Form 2025 - Annual Notification

Summary

Corporate Governance Information Form



**MERKEZİ KAYIT
İSTANBUL**

Türkiye Sermaye Piyasası - Merkezi
Saklanması ve Veri Depolama Kuruluşu

1. SHAREHOLDERS

Related Companies

Related Funds

1. SHAREHOLDERS	
1.1. Facilitating the Exercise of Shareholders Rights	
The number of investor meetings (conference, seminar/etc.) organised by the company during the year	0
1.2. Right to Obtain and Examine Information	
The number of special audit request(s)	0
The number of special audit requests that were accepted at the General Shareholders' Meeting	0
1.3. General Assembly	
Link to the PDP announcement that demonstrates the information requested by Principle 1.3.1. (a-d)	https://www.kap.org.tr/tr/Bildirim/1396866
Whether the company provides materials for the General Shareholders' Meeting in English and Turkish at the same time	Partially. The documents related to the announcement of the General Assembly meeting are presented in English simultaneously with Turkish, while the documents related to the outcome of the General Assembly meeting are presented only in Turkish .
The links to the PDP announcements associated with the transactions that are not approved by the majority of independent directors or by unanimous votes of present board members in the context of Principle 1.3.9	During the period, within the scope of Corporate Governance Principle No. 1.3.9, there were no transactions that did not have the approval of the majority of the independent members or the unanimous vote of the participants.
The links to the PDP announcements associated with related party transactions in the context of Article 9 of the Communiqué on Corporate Governance (II-17.1)	https://www.kap.org.tr/tr/Bildirim/1442542 ; https://www.kap.org.tr/tr/Bildirim/1450680 ; https://www.kap.org.tr/tr/Bildirim/1513191
The links to the PDP announcements associated with common and continuous transactions in the context of Article 10 of the Communiqué on Corporate Governance (II-17.1)	-
The name of the section on the corporate website that demonstrates the donation policy of the company	Investor Relations / Corporate Governance

The relevant link to the PDP with minute of the General Shareholders' Meeting where the donation policy has been approved	https://www.kap.org.tr/tr/Bildirim/1141407
The number of the provisions of the articles of association that discuss the participation of stakeholders to the General Shareholders' Meeting	There is no provision in the articles of association regulating the participation of stakeholders in the general assembly.
Identified stakeholder groups that participated in the General Shareholders' Meeting, if any	The Ordinary General Assembly of the Company for the year 2024 held on March 26, 2024 was attended by two members of the Board of Directors, the Company's Strategy and Planning Director, the persons responsible for the preparation of the financial statements and the Company's auditor.
1.4. Voting Rights	
Whether the shares of the company have differential voting rights	Evet (Yes)
In case that there are voting privileges, indicate the owner and percentage of the voting majority of shares.	In the election of the members of the Board of Directors, each Group (A) share has 15 (Fifteen) votes and each Group (B) share has 1 (One) vote.
The percentage of ownership of the largest shareholder	% 81,02
1.5. Minority Rights	
Whether the scope of minority rights enlarged (in terms of content or the ratio) in the articles of the association	Hayır (No)
If yes, specify the relevant provision of the articles of association.	-
1.6. Dividend Right	
The name of the section on the corporate website that describes the dividend distribution policy	Investor Relations / Corporate Governance
	Minutes text relating to item 7 of the agenda of the Ordinary General Assembly for the 2024 fiscal year, held on 26 March 2025; ?It was unanimously resolved, as a result of affirmative votes representing a nominal value of TRY 810,239,994.536, to approve the proposal? details of which are also shown in detail in the table below?regarding the decision not to distribute any dividends due to the absence of net

Minutes of the relevant agenda item in case the board of directors proposed to the general assembly not to distribute dividends, the reason for such proposal and information as to use of the dividend.	distributable profit for the period according to the relevant financial statements, despite a net period loss of TRY 1,428,754,213 incurred in the accounting period ended on 31 December 2024 in accordance with Capital Markets Board (CMB) regulations; and to allocate TRY 163,032,056.11 as extraordinary reserves after setting aside TRY 8,580,634.53 as statutory legal reserves from the net period profit of TRY 171,612,690.64 recorded in the statutory books.?
PDP link to the related general shareholder meeting minutes in case the board of directors proposed to the general assembly not to distribute dividends	https://www.kap.org.tr/tr/Bildirim/1412116

General Assembly Meetings

General Meeting Date	The number of information requests received by the company regarding the clarification of the agenda of the General Shareholders' Meeting	Shareholder participation rate to the General Shareholders' Meeting	Percentage of shares directly present at the GSM	Percentage of shares represented by proxy	Specify the name of the page of the corporate website that contains the General Shareholders' Meeting minutes, and also indicates for each resolution the voting levels for or against	Specify the name of the page of the corporate website that contains all questions asked in the general assembly meeting and all responses to them	The number of the relevant item or paragraph of General Shareholders' Meeting minutes in relation to related party transactions	The number of declarations by insiders received by the board of directors	The link to the related PDP general shareholder meeting notification
26/03/2025	0	% 81,02	% 0	% 81,02	Investor Relations / General Assembly Informations	Investor Relations / General Assembly Informations	-	0	KAP'ta yayınlanan genel kurul bildiriminin bağlantısı https://www.kap.org.tr/tr/Bildirim/1412116

2. DISCLOSURE AND TRANSPARENCY

2. DISCLOSURE AND TRANSPARENCY	
2.1. Corporate Website	
Specify the name of the sections of the website providing the information requested by the Principle 2.1.1.	Investor Relations
If applicable, specify the name of the sections of the website providing the list of shareholders (ultimate beneficiaries) who directly or indirectly own more than 5% of the shares.	Investor Relations
List of languages for which the website is available	Turkish and English
2.2. Annual Report	
The page numbers and/or name of the sections in the Annual Report that demonstrate the information requested by principle 2.2.2.	
a) The page numbers and/or name of the sections in the Annual Report that demonstrate the information on the duties of the members of the board of directors and executives conducted out of the company and declarations on independence of board members	2024 Annual Report Corporate Governance Section ? Appendix/1
b) The page numbers and/or name of the sections in the Annual Report that demonstrate the information on committees formed within the board structure	2024 Annual Report Board of Directors and Committees Section
c) The page numbers and/or name of the sections in the Annual Report that demonstrate the information on the number of board meetings in a year and the attendance of the members to these meetings	2024 Annual Report Board of Directors and Committees Section
ç) The page numbers and/or name of the sections in the Annual Report that demonstrate the information on amendments in the legislation which may significantly affect the activities of the corporation	2024 Annual Report Legal Explanations Section
d) The page numbers and/or name of the sections in the Annual Report that demonstrate the information on significant lawsuits filed against the corporation and the possible results thereof	2024 Annual Report Legal Explanations Section
e) The page numbers and/or name of the sections in the Annual Report that demonstrate the information on the conflicts of interest of the corporation among the institutions that it purchases services on matters such as investment consulting and rating and the measures taken by the corporation in order to avoid from these conflicts of interest	2024 Annual Report Credit Rating Section

<p>f) The page numbers and/or name of the sections in the Annual Report that demonstrate the information on the cross ownership subsidiaries that the direct contribution to the capital exceeds 5%</p>	<p>2024 Annual Report Long Term Investments Section</p>
<p>g) The page numbers and/or name of the sections in the Annual Report that demonstrate the information on social rights and professional training of the employees and activities of corporate social responsibility in respect of the corporate activities that arises social and environmental results</p>	<p>2024 Annual Report Social Rights of Employees and Other Company Activities Resulting in Social and Environmental Consequences Section</p>

3. STAKEHOLDERS

3. STAKEHOLDERS	
3.1. Corporation's Policy on Stakeholders	
The name of the section on the corporate website that demonstrates the employee remedy or severance policy	Investor Relations
The number of definitive convictions the company was subject to in relation to breach of employee rights	1
The position of the person responsible for the alert mechanism (i.e. whistleblowing mechanism)	Human Resources
The contact detail of the company alert mechanism	etik@inveo.com.tr
3.2. Supporting the Participation of the Stakeholders in the Corporation's Management	
Name of the section on the corporate website that demonstrates the internal regulation addressing the participation of employees on management bodies	-
Corporate bodies where employees are actually represented	-
3.3. Human Resources Policy	
The role of the board on developing and ensuring that the company has a succession plan for the key management positions	The board has no role in developing succession plans for key management positions.
The name of the section on the corporate website that demonstrates the human resource policy covering equal opportunities and hiring principles. Also provide a summary of relevant parts of the human resource policy.	Investor Relations
Whether the company provides an employee stock ownership programme	Pay edindirme planı bulunmuyor (There isn't an employee stock ownership programme)
The name of the section on the corporate website that demonstrates the human resource policy covering discrimination and mistreatments and the measures to prevent them. Also provide a summary of relevant parts of the human resource policy.	Investor Relations
The number of definitive convictions the company is subject to in relation to health and safety measures	0
3.5. Ethical Rules and Social Responsibility	
The name of the section on the corporate website that demonstrates the code of ethics	Investor Relations

The name of the section on the company website that demonstrates the corporate social responsibility report. If such a report does not exist, provide the information about any measures taken on environmental, social and corporate governance issues.

Any measures combating any kind of corruption including embezzlement and bribery

4. BOARD OF DIRECTORS-I

4. BOARD OF DIRECTORS-I	
4.2. Activity of the Board of Directors	
Date of the last board evaluation conducted	-
Whether the board evaluation was externally facilitated	Hayır (No)
Whether all board members released from their duties at the GSM	Evet (Yes)
Name(s) of the board member(s) with specific delegated duties and authorities, and descriptions of such duties	As a result of the distribution of duties made by the Board of Directors among the members of the Board of Directors elected at the Ordinary General Assembly meeting of our Company dated 26.03.2025; Mr. Erhan Topaç was elected as the Chairman of the Board of Directors and Mr. Onur Topaç was elected as the Vice Chairman of the Board of Directors.
Number of reports presented by internal auditors to the audit committee or any relevant committee to the board	0
Specify the name of the section or page number of the annual report that provides the summary of the review of the effectiveness of internal controls	2024 Annual Report 10. Assessment of the Board of Directors on Corporate Risk Management, Internal Audit and Internal Control System Section
Name of the Chairman	Erhan Topaç
Name of the CEO	Onur Topaç
If the CEO and Chair functions are combined: provide the link to the relevant PDP announcement providing the rationale for such combined roles	Since the chairman of the board of directors and the chief executive officer /general manager are not the same person, there is no link.
Link to the PDP notification stating that any damage that may be caused by the members of the board of directors during the discharge of their duties is insured for an amount exceeding 25% of the company's capital	-

The name of the section on the corporate website that demonstrates current diversity policy targeting women directors	-
The number and ratio of female directors within the Board of Directors	20 %

Composition of Board of Directors

Name, Surname of Board Member	Whether Executive Director Or Not	Whether Independent Director Or Not	The First Election Date To Board	Link To PDP Notification That Includes The Independence Declaration	Whether the Independent Director Considered By The Nomination Committee	Whether She/He is the Director Who Ceased to Satisfy The Independence or Not	Whether The Director Has At Least 5 Years' Experience On Audit, Accounting And/Or Finance Or Not
ERHAN TOPAÇ	İcrada Görevli Değil (Non-executive)	Bağımsız üye değil (Not independent director)	14/04/1998	-	İlgisiz (Not applicable)	İlgisiz (Not applicable)	Evet (Yes)
ONUR TOPAÇ	İcrada görevli (Executive)	Bağımsız üye değil (Not independent director)	15/04/2015	-	İlgisiz (Not applicable)	İlgisiz (Not applicable)	Evet (Yes)
BORA ORUÇ	İcrada Görevli Değil (Non-executive)	Bağımsız üye değil (Not independent director)	07/12/2020	-	İlgisiz (Not applicable)	İlgisiz (Not applicable)	Evet (Yes)
AHMET AKA	İcrada Görevli Değil (Non-executive)	Bağımsız üye (Independent director)	29/03/2024	https://www.kap.org.tr/Bildirim/1256172	Değerlendirildi (Considered)	Hayır (No)	Evet (Yes)
RÜYA ESER	İcrada Görevli Değil (Non-executive)	Bağımsız üye (Independent director)	25/03/2022	https://www.kap.org.tr/Bildirim/1256172	Değerlendirildi (Considered)	Hayır (No)	Evet (Yes)

4. BOARD OF DIRECTORS-II

4. BOARD OF DIRECTORS-II	
4.4. Meeting Procedures of the Board of Directors	
Number of physical or electronic board meetings in the reporting period	38
Director average attendance rate at board meetings	% 97,92
Whether the board uses an electronic portal to support its work or not	Hayır (No)
Number of minimum days ahead of the board meeting to provide information to directors, as per the board charter	There are no working principles for the Board of Directors.
The name of the section on the corporate website that demonstrates information about the board charter	The conduct of the Board of Directors meetings is stipulated in Article 9 of the Company's Articles of Association. There are no other relevant internal regulations other than the Company's articles of association. The Company's articles of association are available on the Investor Relations / Corporate Governance / Articles of Association section of the corporate website.
Number of maximum external commitments for board members as per the policy covering the number of external duties held by directors	There is no policy restricting the members from assuming other duties outside the company.
4.5. Board Committees	
Page numbers or section names of the annual report where information about the board committees are presented	2024 Annual Report Board of Directors and Committees Section
Link(s) to the PDP announcement(s) with the board committee charters	https://www.kap.org.tr/tr/Bildirim/1088176

Composition of Board Committees-I



Names Of The Board Committees	Name Of Committees Defined As " Other" In The First Column	Name-Surname of Committee Members	Whether Committee Chair Or Not	Whether Board Member Or Not
Denetim Komitesi (Audit Committee)	-	RÜYA ESER	Evet (Yes)	Yönetim kurulu üyesi (Board member)
Denetim Komitesi (Audit Committee)	-	AHMET AKA	Hayır (No)	Yönetim kurulu üyesi (Board member)
Riskin Erken Saptanması Komitesi (Committee of Early Detection of Risk)	-	RÜYA ESER	Evet (Yes)	Yönetim kurulu üyesi (Board member)
Riskin Erken Saptanması Komitesi (Committee of Early Detection of Risk)	-	AHMET AKA	Hayır (No)	Yönetim kurulu üyesi (Board member)
Kurumsal Yönetim Komitesi (Corporate Governance Committee)	-	AHMET AKA	Evet (Yes)	Yönetim kurulu üyesi (Board member)
Kurumsal Yönetim Komitesi (Corporate Governance Committee)	-	RÜYA ESER	Hayır (No)	Yönetim kurulu üyesi değil (Not board member)
Kurumsal Yönetim Komitesi (Corporate Governance Committee)	-	NİLAY TULUM	Hayır (No)	Yönetim kurulu üyesi değil (Not board member)

4. BOARD OF DIRECTORS-III

4. BOARD OF DIRECTORS-III	
4.5. Board Committees-II	
Specify where the activities of the audit committee are presented in your annual report or website (Page number or section name in the annual report/website)	2025 Annual Report Board of Directors and Committees Section
Specify where the activities of the corporate governance committee are presented in your annual report or website (Page number or section name in the annual report/website)	2025 Annual Report Board of Directors and Committees Section
Specify where the activities of the nomination committee are presented in your annual report or website (Page number or section name in the annual report/website)	2025 Annual Report Board of Directors and Committees Section
Specify where the activities of the early detection of risk committee are presented in your annual report or website (Page number or section name in the annual report/website)	2025 Annual Report Board of Directors and Committees Section
Specify where the activities of the remuneration committee are presented in your annual report or website (Page number or section name in the annual report/website)	2025 Annual Report Board of Directors and Committees Section
4.6. Financial Rights	
Specify where the operational and financial targets and their achievement are presented in your annual report (Page number or section name in the annual report)	2025 Annual Report Legal Explanations Section
Specify the section of website where remuneration policy for executive and non-executive directors are presented.	Investor Relations / Corporate Governance
Specify where the individual remuneration for board members and senior executives are presented in your annual report (Page number or section name in the annual report)	2025 Annual Report Financial Rights Granted to Board Members and Senior Executives Section

Composition of Board Committees-II

Names Of The Board Committees	Name of committees defined as "Other" in the first column	The Percentage Of Non-executive Directors	The Percentage Of Independent Directors In The Committee	The Number Of Meetings Held In Person	The Number Of Reports On Its Activities Submitted To The Board
Denetim Komitesi (Audit Committee)	-	% 100	% 100	4	5

Kurumsal Yönetim Komitesi (Corporate Governance Committee)	-	% 67	% 67	6	6
Riskin Erken Saptanması Komitesi (Committee of Early Detection of Risk)	-	% 100	% 100	5	5