



## KAMUYU AYDINLATMA PLATFORMU

# GELECEK VARLIK YÖNETİMİ A.Ş. Corporate Governance Information Form 2025 - Annual Notification

### Summary

2025 Corporate Governance Information Form



**MERKEZİ KAYIT  
İSTANBUL**  
Türkiye Sermaye Piyasası - Merkezi  
Saklama ve Veri Depolama Kuruluşu

# 1. SHAREHOLDERS

Related Companies

Related Funds

<b>1. SHAREHOLDERS</b>	
<b>1.1. Facilitating the Exercise of Shareholders Rights</b>	
The number of investor meetings (conference, seminar/etc. ) organised by the company during the year	15
<b>1.2. Right to Obtain and Examine Information</b>	
The number of special audit request(s)	There is no request for a special auditor.
The number of special audit requests that were accepted at the General Shareholders' Meeting	There is no request for a special auditor.
<b>1.3. General Assembly</b>	
Link to the PDP announcement that demonstrates the information requested by Principle 1.3.1. (a-d)	<a href="https://www.kap.org.tr/en/Bildirim/1415871">https://www.kap.org.tr/en/Bildirim/1415871</a>
Whether the company provides materials for the General Shareholders' Meeting in English and Turkish at the same time	The documents relating to the general meeting have been provided in English.
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	No transaction has taken place under Principle 1.3.9.
The links to the PDP announcements associated with related party transactions in the context of Article 9 of the Communique on Corporate Governance (II-17.1)	There is no transaction carried out under Article 9 of the Corporate Governance Regulation ( II-17.1).
The links to the PDP announcements associated with common and continuous transactions in the context of Article 10 of the Communique on Corporate Governance (II-17.1)	There is no transaction carried out under Article 9 of the Corporate Governance Regulation ( II-17.1).
The name of the section on the corporate website that demonstrates the donation policy of the company	Investor Relations - Corporate Governance and Sustainability - Policies
The relevant link to the PDP with minute of the General Shareholders' Meeting where the donation policy has been approved	<a href="https://www.kap.org.tr/en/Bildirim/1428618">https://www.kap.org.tr/en/Bildirim/1428618</a>
The number of the provisions of the articles of association that discuss the participation of stakeholders to the General Shareholders' Meeting	Article 11
Identified stakeholder groups that participated in the General Shareholders' Meeting, if any	No stakeholders other than shareholders, employees and officials attended the general

	meeting for the year 2024
<b>1.4. Voting Rights</b>	
Whether the shares of the company have differential voting rights	Hayır (No)
In case that there are voting privileges, indicate the owner and percentage of the voting majority of shares.	Minority rights have not been expanded in terms of content and proportion.
The percentage of ownership of the largest shareholder	% 69,9
<b>1.5. Minority Rights</b>	
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.	Minority rights have not been expanded in terms of content and proportion.
<b>1.6. Dividend Right</b>	
The name of the section on the corporate website that describes the dividend distribution policy	Investor Relations - Corporate Governance and Sustainability - Policies
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.	At the General Assembly meeting held in 2025, a proposal was made to distribute the profit.
PDP link to the related general shareholder meeting minutes in case the board of directors proposed to the general assembly not to distribute dividends	At the General Assembly meeting held in 2025, a proposal was made to distribute the profit.

#### 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
22/04/2025	0	% 81,32294416	% 0,21960486	% 81,10333929	Yatırımcı İlişkileri - Kurumsal Yönetim ve Sürdürülebilirlik -Genel Kurul Duyuruları- Genel Kurul Toplantıları	Investor Relations - Corporate Governance and Sustainability - General Meeting Announcements - General Meetings	It is not available.	0	<a href="https://www.kap.org.tr/en/Bildirim/1428618">https://www.kap.org.tr/en/Bildirim/1428618</a>

## 2. DISCLOSURE AND TRANSPARENCY

2. DISCLOSURE AND TRANSPARENCY	
<b>2.1. Corporate Website</b>	
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 - Gelecek Varlık - Shareholding Structure
List of languages for which the website is available	Turkish- Investor Relations page Turkish and English
<b>2.2. Annual Report</b>	
<b>The page numbers and/or name of the sections in the Annual Report that demonstrate the information requested by principle 2.2.2.</b>	
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	Activity Report - 1.5.4. Curriculum Vitae of the Members of the Board of Directors
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	Activity Report - 1.5.2. Board Committees
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	1.5.2. Information on the Activities of the Board of Directors
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	7.1. Information Regarding Regulatory Changes That May Significantly Affect Company Operations
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	4.6 Information regarding lawsuits filed against the Company that could affect its financial position and operations, and their potential outcomes
	7.2. Information on conflicts of interest arising between the

<p>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</p>	<p>Company and institutions from which it receives services such as investment advisory and rating services, and measures taken by the Company to prevent such conflicts of interest</p>
<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>There are no related participations where the direct capital participation ratio exceeds 5%.</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>It is not available.</p>

## 3. STAKEHOLDERS

<b>3. STAKEHOLDERS</b>	
<b>3.1. Corporation's Policy on Stakeholders</b>	
The name of the section on the corporate website that demonstrates the employee remedy or severance policy	It is not available.
The number of definitive convictions the company was subject to in relation to breach of employee rights	3
The position of the person responsible for the alert mechanism (i.e. whistleblowing mechanism)	Internal Control and Compliance Group Manager
The contact detail of the company alert mechanism	Corporate Website - Contact us
<b>3.2. Supporting the Participation of the Stakeholders in the Corporation's Management</b>	
Name of the section on the corporate website that demonstrates the internal regulation addressing the participation of employees on management bodies	It is not available.
Corporate bodies where employees are actually represented	Human Resources
<b>3.3. Human Resources Policy</b>	
The role of the board on developing and ensuring that the company has a succession plan for the key management positions	The company has a succession plan in place.
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.	We have a Human Resources Policy. It has not yet been made public.
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 - Corporate Governance and Sustainability - Policies - Ethical Principles Policy
The number of definitive convictions the company is subject to in relation to health and safety measures	It is not available.
<b>3.5. Ethical Rules and Social Responsibility</b>	
	Investor Relations - Corporate Governance

<p>The name of the section on the corporate website that demonstrates the code of ethics</p>	<p>and Sustainability - Policies</p>
<p>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.</p>	<p>The company's work on environmental, social and corporate governance issues is ongoing and is announced in the Sustainability Principles Compliance Report. We have a Sustainability Report that complies with TSRS standards.</p>
<p>Any measures combating any kind of corruption including embezzlement and bribery</p>	<p>All obligations required under the Ethical Principles Policy are being fulfilled. Within the scope of audit activities, preventive and deterrent audits are being conducted, helping to strengthen internal control awareness and measures.</p>

## 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	Performance assessments are not conducted at the Board of Directors level.
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	No delegation of authority has taken place .
Number of reports presented by internal auditors to the audit committee or any relevant committee to the board	4
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	4.2. Information regarding the Company's internal control system and internal audit activities, along with the management body's opinion on this matter
Name of the Chairman	Murat Özyeğin
Name of the CEO	Zehra Sezin Ünlüdoğan
If the CEO and Chair functions are combined: provide the link to the relevant PDP announcement providing the rationale for such combined roles	As they are different individuals, no KAP announcement has been made.
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	Directors' and Officers' Liability Insurance has been made covering the related amount.
The name of the section on the corporate website that demonstrates current diversity policy targeting women directors	It is not available.
The number and ratio of female directors within the Board of Directors	2- %33,33

### Composition of Board of Directors

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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 Independency 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
Murat Özyeğin	İcrada Görevli Değil ( Non-executive )	Bağımsız üye değil ( Not independent director)	03/03/2020		İlgisiz (Not applicable)	İlgisiz (Not applicable)	Evet (Yes)
Hasan Tengiz	İcrada Görevli Değil ( Non-executive )	Bağımsız üye değil ( Not independent director)	03/03/2020		İlgisiz (Not applicable)	İlgisiz (Not applicable)	Evet (Yes)
Mehmet Güleşçi	İcrada Görevli Değil ( Non-executive )	Bağımsız üye değil ( Not independent director)	03/03/2020		İlgisiz (Not applicable)	İlgisiz (Not applicable)	Evet (Yes)
Zehra Sezin Ünlüdoğan	İcrada görevli (Executive)	Bağımsız üye değil ( Not independent director)	03/03/2020		İlgisiz (Not applicable)	İlgisiz (Not applicable)	Evet (Yes)
Demet Özdemir	İcrada Görevli Değil ( Non-executive )	Bağımsız üye ( Independent director)	14/04/2022	<a href="https://www.kap.org.tr/en/Bildirim/1135973">https://www.kap.org.tr/en/Bildirim/1135973</a>	Değerlendirildi ( Considered)	Evet (Yes)	Evet (Yes)
Orkun Oğuz	İcrada Görevli Değil ( Non-executive )	Bağımsız üye ( Independent director)	14/04/2022	<a href="https://www.kap.org.tr/en/Bildirim/1135973">https://www.kap.org.tr/en/Bildirim/1135973</a>	Değerlendirildi ( Considered)	Evet (Yes)	Evet (Yes)

## 4. BOARD OF DIRECTORS-II

<b>4. BOARD OF DIRECTORS-II</b>	
<b>4.4. Meeting Procedures of the Board of Directors</b>	
Number of physical or electronic board meetings in the reporting period	27
Director average attendance rate at board meetings	% 72,84
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	The Board of Directors has not specified a minimum period for sending information and documents relating to the items on the agenda to all members prior to the meeting. However, all information and documents are sent to all members within a sufficient period of time, in accordance with the intensity and content of the agenda.
The name of the section on the corporate website that demonstrates information about the board charter	There is no written company internal regulation specific to this matter.
Number of maximum external commitments for board members as per the policy covering the number of external duties held by directors	Members are not restricted from taking on other roles outside the company.
<b>4.5. Board Committees</b>	
Page numbers or section names of the annual report where information about the board committees are presented	1.5.2. Board of Directors Committees
Link(s) to the PDP announcement(s) with the board committee charters	<a href="https://www.kap.org.tr/en/Bildirim/1032236">https://www.kap.org.tr/en/Bildirim/1032236</a>

### 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)		Demet ÖZDEMİR	Evet (Yes)	Yönetim kurulu üyesi (Board member)
Denetim Komitesi (Audit Committee)		Orkun OĞUZ	Hayır (No)	Yönetim kurulu üyesi (Board member)
Kurumsal Yönetim Komitesi (Corporate Governance Committee)		Orkun OĞUZ	Evet (Yes)	Yönetim kurulu üyesi (Board member)
Kurumsal Yönetim Komitesi (Corporate Governance Committee)		Mehmet GÜLEŞCİ	Hayır (No)	Yönetim kurulu üyesi (Board member)
Kurumsal Yönetim Komitesi (Corporate Governance Committee)		Aslı SİPAHİ	Hayır (No)	Yönetim kurulu üyesi değil (Not board member)
Riskin Erken Saptanması Komitesi (Committee of Early Detection of Risk)		Demet ÖZDEMİR	Evet (Yes)	Yönetim kurulu üyesi (Board member)
Riskin Erken Saptanması Komitesi (Committee of Early Detection of Risk)		Hasan TENGİZ	Hayır (No)	Yönetim kurulu üyesi (Board member)
Riskin Erken Saptanması Komitesi (Committee of Early Detection of Risk)		Mehmet GÜLEŞCİ	Hayır (No)	Yönetim kurulu üyesi (Board member)
Ücret Komitesi (Remuneration Committee)		Orkun OĞUZ	Evet (Yes)	Yönetim kurulu üyesi (Board member)
Ücret Komitesi (Remuneration Committee)		Mehmet GÜLEŞCİ	Hayır (No)	Yönetim kurulu üyesi (Board member)
Diğer (Other)	Sürdürülebilirlik Komitesi (Sustainability Committee)	Demet ÖZDEMİR	Evet (Yes)	Yönetim kurulu üyesi (Board member)
Diğer (Other)	Sürdürülebilirlik Komitesi (Sustainability Committee)	Orkun OĞUZ	Hayır (No)	Yönetim kurulu üyesi (Board member)
Diğer (Other)	Sürdürülebilirlik Komitesi (Sustainability Committee)	Mehmet GÜLEŞCİ	Hayır (No)	Yönetim kurulu üyesi (Board member)

Diđer (Other)	Sürdürülebilirlik Komitesi ( Sustainability Committee)	Hüseyin ÖZTÜRK	Hayır (No)	Yönetim kurulu üyesi deđil (Not board member)
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## 4. BOARD OF DIRECTORS-III

<b>4. BOARD OF DIRECTORS-III</b>	
<b>4.5. Board Committees-II</b>	
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)	Investor Relations on the Corporate Website - Corporate Governance and Sustainability - Committees - Audit Committee
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 )	Investor Relations on the Corporate Website - Corporate Governance and Sustainability - Committees - Corporate Governance Committee
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)	There is no Nomination Committee. Its duties are performed by the Corporate Governance Committee.
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 )	Investor Relations on the Corporate Website - Corporate Governance and Sustainability - Committees - Risk Assessment Committee
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)	Investor Relations on the Corporate Website - Corporate Governance and Sustainability - Committees - Remuneration Committee
<b>4.6. Financial Rights</b>	
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)	<b>5. FINANCIAL POSITION</b>
Specify the section of website where remuneration policy for executive and non-executive directors are presented.	Investor Relations - Corporate Governance and Sustainability - Policies
Specify where the individual remuneration for board members and senior executives are presented in your	

**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	4
Riskin Erken Saptanması Komitesi ( Committee of Early Detection of Risk)		% 100	% 33,33	6	6
Kurumsal Yönetim Komitesi ( Corporate Governance Committee)		% 66,67	% 33,33	1	1
Ücret Komitesi ( Remuneration Committee)		% 100	% 50	1	1
Diğer (Other)	Sürdürülebilirlik Komitesi (Sustainability Committee)	% 100	% 50	1	1