

HEDEF HOLDING A.Ş.

BOARD OF DIRECTORS

ACTIVITY REPORT FOR THE PERIOD

01/01/2024 – 31/03/2024

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1. GENERAL INFORMATION

The issuer was established indefinitely on February 22, 2011, under the name Hedef Finansal Hizmetler A.Ş., and the company's establishment procedures were announced in the Turkish Trade Registry Gazette (TTSG) on February 28, 2011, issue no. 7761. At the Extraordinary General Assembly meeting held on August 10, 2018, it was approved to change the company's trade name to Hedef Finansal Yatırımlar A.Ş., and this change was registered on August 28, 2018, and announced in the TTSG on September 4, 2018, issue no. 9652. At the Extraordinary General Assembly meeting held on June 18, 2021, it was approved to change the company's final trade name to Hedef Holding A.Ş., and this change was registered on June 22, 2021, and announced in the TTSG on June 25, 2021, issue no. 10357.

Title	:	Hedef Holding A.Ş.
Address	:	İnkılap Mh. Dr.Adnan Büyükdeniz Cad. No:4/2 Cessas Plaza Kat:3 D:7 Ümraniye/İstanbul
Telephone and Fax Numbers	:	0216 557 57 90 - 0216 557 57 07
Date of Establishment	:	22.02.2011
Field of Activity	:	The company aims to participate in the capital and management of established and to-be-established companies, channel resources according to investment decisions, and provide consultancy in investment, finance, marketing, organization, and management.
Trade Registry Office and Number	:	İstanbul-766400
Registered Capital Ceiling	:	10.000.000.000
Paid-in Capital	:	375.000.000
Mersis Number	:	0461-0415-4570-0018

This activity report pertains to the activities for the accounting period of January 1, 2024 – March 31, 2024.

Shareholding Structure and Preferred Shares

The Company's approved and issued capital consists of 375,000,000 shares, each with a nominal value of 375,000,000 TL.

Information regarding the shareholders of the Company as of March 31, 2024, is as follows:

Partner's Name, Surname/Title	Share Group	Number of Shares	Share Amount	Share Ratio (%)
SİBEL GÖKALP (Privately Held)	A*	31.250.000	31.250.000	8,33
SİBEL GÖKALP	B	268.750.010,93	268.750.011	71,67
HEDEF PORTFÖY DOĞU EQUITY HEDGE FUND(EQUITY-FOCUSED FUND)	B	27.290.000	22.490.625	7,28
OTHERS	B	47.709.989,07	52.509.375	12,72
TOTAL		375.000.000	375.000.000	100

(*) According to Article 10 of the Company's Articles of Association; at ordinary and extraordinary general assembly meetings, each Group A share has 5 voting rights, and each Group B share has 1 voting right.

2. COMPANY'S BUSINESS MODEL

The Company invests in finance and technology-based venture companies in sectors that offer growth opportunities. It achieves capital gains by exiting investments at the right time, with the right exit model, and at maximum value. Exit methods include Initial Public Offering (IPO), Sale to a Strategic Partner, and Sale to a Financial Partner.

Initial Public Offering (IPO): This method is preferred when the venture reaches the necessary size and profitability for a public offering.

Sale to a Strategic Partner: These are sales to buyers operating in the same sector as the venture company, which will create synergy upon acquisition. The Strategic Partner can either partially acquire or fully purchase the venture.

Sale to a Financial Partner: These are sales to large funds that invest in growing and promising ventures.

The Company's investments consist of five venture companies in which it holds varying shares.

3. FINANCIAL RIGHTS PROVIDED TO MEMBERS OF THE GOVERNING BODY

In accordance with the Company's articles of association, all rights, benefits, and remuneration provided to the members of the board of directors are determined by the general assembly. At the Ordinary General Assembly Meeting held on April 18, 2023, it was decided to pay the Chairman of the Board of Directors a net monthly salary of 50,000 TL and other members of the Board of Directors a net monthly salary of 20,000 TL. The Company has not granted any loans or credits to any board members or executives. As of the period from January 1 to December 31, 2023, the total

compensation and similar benefits provided to the members of the Board of Directors, the general manager, and deputy general managers amount to 2,463,230 TL.

Board Members:

Name Surname	Title	Duty Term
Namık Kemal GÖKALP	Chairman of the Board	18.06.2021 - Still
Mehmet Ziya GÖKALP	Vice Chairman of the Board	18.06.2021 - Still
Sibel GÖKALP	Board Member	18.06.2021 - Still
Bülent KIRIMLI	Board Member	18.06.2021 - Still
Sümeyye Atar AVCI	Board Member	18.06.2021 - Still
Cihangir YERSEL	Board Member	18.06.2021 - Still

The members of the Board of Directors were elected at the General Assembly meeting held on June 18, 2021, to serve for a term of 3 years. They are obliged to perform the duties specified in the Turkish Commercial Code and the articles of association. Declarations of independence are obtained from independent members. Information about the members of the Board of Directors is provided below.

Namık Kemal GÖKALP (Chairman of the Board)

Namık Kemal Gökalp graduated from Anadolu University with a degree in Business Administration (1989-1994). He then completed his master's degree in Capital Markets and Stock Exchange at the Banking and Insurance Institute of Marmara University (2003-2004). He also obtained a PhD in Finance and Banking from Kadir Has University. Gökalp has held positions as a Corporate Finance Consultant, Coordinator, and Senior Executive in the finance sector. Currently, he serves on the boards of several companies including İfo Yatırım Menkul Değerler A.Ş., Hedef Holding A.Ş., Hedef Yatırım Bankası A.Ş., Hedef Girişim Sermayesi Yatırım Ortaklığı A.Ş., HUB Girişim Sermayesi Yatırım Ortaklığı A.Ş., Skyalp Finansal Teknolojiler ve Danışmanlık A.Ş., Seyitler Kimya Sanayi A.Ş., Zen Girişim Sermayesi Yatırım Ortaklığı A.Ş., Hedef Varlık Kiralama A.Ş., Traderbull Yazılım A.Ş., Talkinvest Yazılım ve Teknoloji Hizmetleri A.Ş., Hedef Global Finansal Yatırımlar A.Ş., Zen Merkezi Hizmetler ve Filo Kiralama A.Ş., Billur Güneş Turizm A.Ş., Park Neptün Gayrimenkul A.Ş., and İdeal Data Finansal Teknolojiler A.Ş.

Sibel GÖKALP

Sibel Gökalp graduated from Istanbul University's Department of International Relations and has held senior executive positions in the finance sector for many years. She has served as chairman of the board and general manager in finance sector companies previously owned by the group, such as Hedef Menkul Kıymetler Yatırım Ortaklığı A.Ş., EVG Yatırım Ortaklığı A.Ş., and Taksim Yatırım Ortaklığı A.Ş. In addition to her role at the issuer, she serves as the chairman of the board at Hedef Portföy Yönetimi, vice chairman of the board at Hedef Girişim Sermayesi Yatırım Ortaklığı A.Ş. and Skyalp Finansal Teknolojiler ve Danışmanlık A.Ş., and as a board member at Seyitler Kimya Sanayi A.Ş.

Mehmet Ziya GÖKALP

Mehmet Ziya Gökalp completed his undergraduate education at Dokuz Eylül University, Faculty of Economics and Administrative Sciences, and his master's degree at Istanbul University, Department of Money and Capital Markets. He has an ongoing PhD study in Social Policy at Kocaeli University. After holding senior executive positions in various investment institutions, he served as the general

manager and economics columnist at Yeni Şafak Newspaper. He also served as a member of the Audit Board of the Central Bank of the Republic of Turkey (TCMB).

Bülent KIRIMLI

Born in 1971, Bülent Kırımlı graduated from Ankara University, Faculty of Political Sciences, Department of Economics. He started his career in the capital markets at Global Yatırım in 1994. Between 1996 and 1998, he worked as a Dealer at Demir Yatırım, followed by positions as Manager in the Sales and Marketing Department at Sümer Yatırım from 1998 to 1999, Sales and Marketing Manager at Meksa Yatırım from 1999 to 2002, Deputy General Manager at MNG Yatırım from 2002 to 2004, and Deputy General Manager at Turkish Yatırım from 2004 to 2012. From 2012 to 2019, he served as General Manager, Board Member, and Board Advisor at A1 Capital Yatırım Menkul Değerler, which he founded. Since April 2019, he has been serving as a Board Member at INFO Yatırım Menkul Değerler.

Sümeyye ATAR AVCI

Sümeyye Atar Avcı graduated from Istanbul University Faculty of Law in 2015. Since 2016, she has been practicing as an independent lawyer registered with the Istanbul Bar Association.

Cihangir YERSEL

Cihangir Yersel graduated from Anadolu University, Faculty of Economics, Department of Public Administration. He started his career in 1998 and held senior management positions in various food companies. His transition to the finance sector was through the Hedef group. He has been serving as an Independent Board Member since 2018.

Declarations of Independence by Independent Board Members:

Independence Declaration 1:

Due to my election as an independent board member at Hedef Holding Anonim Şirketi (Company), I hereby declare that I meet all the "independent member" criteria specified in paragraph 4.3.6 of the Corporate Governance Communiqué No. II-17.1 of the Capital Markets Board.

1) I declare that neither I, my spouse, nor my relatives up to the second degree by blood or marriage have had an employment relationship involving significant duties and responsibilities in a managerial position, held more than 5% of the capital or voting rights or privileged shares, or established a significant commercial relationship with the Company, the partnerships in which the Company has management control or significant influence, or the persons or legal entities that hold management control or significant influence in the Company, within the last five years.

2) I declare that I have not been a partner (holding 5% or more), held a managerial position involving significant duties and responsibilities, or served as a board member in companies from which the Company has purchased or sold significant amounts of products or services, especially those involving audit (including tax audit, legal audit, and internal audit), rating, or consultancy services, during the periods in which these services or products were purchased or sold within the last five years.

3) I declare that I have the professional education, knowledge, and experience necessary to properly fulfill the duties I will undertake as an independent board member.

4) Except for university faculty membership, I declare that I will not accept a full-time position in public institutions and organizations after being elected as a member.

5) I declare that I am a resident of Turkey according to the Income Tax Law No. 193 dated 31/12/1960.

6) I declare that I have strong ethical standards, professional reputation, and experience that will enable me to make positive contributions to the Company's activities, maintain my impartiality in conflicts of interest between the Company and shareholders, and make independent decisions by considering the rights of stakeholders.

7) I declare that I can dedicate enough time to follow the Company's activities and fully fulfill the requirements of the duties I undertake.

8) I declare that I have not served as a board member for more than six years in the last ten years at the Company's board of directors.

9) I declare that I do not serve as an independent board member in more than three companies controlled by the Company's controlling shareholders and in more than five companies traded on the stock exchange in total.

10) I declare that I am not registered and announced as a board member on behalf of a legal entity elected as a board member.

I present this declaration to the Board of Directors, the General Assembly, our shareholders, and all stakeholders.

18.06.2021 Sümeyye Atar Avcı

Declaration of Independence 2

Due to my election as an independent board member at Hedef Holding Anonim Şirketi (Company), I hereby declare that I meet all the "independent member" criteria specified in paragraph 4.3.6 of the Corporate Governance Communiqué No. II-17.1 of the Capital Markets Board.

1) I declare that neither I, my spouse, nor my relatives up to the second degree by blood or marriage have had an employment relationship involving significant duties and responsibilities in a managerial position, held more than 5% of the capital or voting rights or privileged shares, or established a significant commercial relationship with the Company, the partnerships in which the Company has management control or significant influence, or the persons or legal entities that hold management control or significant influence in the Company, within the last five years.

2) I declare that I have not been a partner (holding 5% or more), held a managerial position involving significant duties and responsibilities, or served as a board member in companies from which the Company has purchased or sold significant amounts of products or services, especially those involving audit (including tax audit, legal audit, and internal audit), rating, or consultancy services, during the periods in which these services or products were purchased or sold within the last five years.

3) I declare that I have the professional education, knowledge, and experience necessary to properly fulfill the duties I will undertake as an independent board member.

4) Except for university faculty membership, I declare that I will not accept a full-time position in public institutions and organizations after being elected as a member.

5) I declare that I am a resident of Turkey according to the Income Tax Law No. 193 dated 31/12/1960.

6) I declare that I have strong ethical standards, professional reputation, and experience that will enable me to make positive contributions to the Company's activities, maintain my impartiality in conflicts of interest between the Company and shareholders, and make independent decisions by considering the rights of stakeholders.

7) I declare that I can dedicate enough time to follow the Company's activities and fully fulfill the requirements of the duties I undertake.

8) I declare that I have not served as a board member for more than six years in the last ten years at the Company's board of directors.

9) I declare that I do not serve as an independent board member in more than three companies controlled by the Company's controlling shareholders and in more than five companies traded on the stock exchange in total.

10) I declare that I am not registered and announced as a board member on behalf of a legal entity elected as a board member.

I present this declaration to the Board of Directors, the General Assembly, our shareholders, and all stakeholders.

18.06.2021 Cihangir YERSEL

Operating Principles of the Board of Directors:

The Board of Directors meets as needed for the Company's business. Each member has one vote at the meetings. The agenda of the Board of Directors meetings is determined by the Chairman of the Board. In extraordinary circumstances, if the Chairman does not call the Board to a meeting upon the written request of any member, the members have the authority to call a meeting themselves.

The meeting place is the Company's headquarters. However, the Board of Directors can also meet at another suitable location. The Board of Directors convenes with the majority of its total members and makes decisions by the majority of the members present at the meeting.

According to paragraph 4 of Article 390 of the Turkish Commercial Code, if none of the members requests a meeting, the decisions of the board of directors can be taken by obtaining the written approval of at least the majority of the total number of members for a proposal made by one of the members in writing regarding a specific matter. It is necessary for the same proposal to have been made to all members of the board of directors for the decision to be valid. The approvals do not need to be on the same document, but all the documents containing the approvals must be attached to the board of directors' resolution book or converted into a resolution that includes the signatures of the approvers and recorded in the resolution book for the decision to be valid.

Votes in the Board of Directors are cast as acceptance or rejection. A member casting a rejection vote writes the reason for the rejection under the decision and signs it. Members who do not attend the meeting cannot vote in writing or by proxy.

The Company's Board of Directors made 19 decisions during the period from January 1, 2023, to December 31, 2023. In the meetings held, there were no opposing views declared against the decisions made by the members of the Board of Directors. Important decisions on matters that need to be disclosed to the public were announced immediately after the meeting. Additionally, there were no related party transactions or significant transactions requiring the approval of independent board members.

Committees:

In accordance with the Corporate Governance Principles established by the CMB regulations, our Company established the Corporate Governance Committee, the Audit Committee, and the Early Detection of Risk Committee within the Board of Directors on June 21, 2021. Due to the structure of the board of directors, a separate nomination committee could not be established, and the Corporate Governance Committee assumed the duties of this committee. According to the Corporate Governance Communiqué No. II-17.1 of the CMB, it has been mandatory since July 1, 2014, for the managers of the investor relations department to also be members of the corporate governance committee. Within the framework of our Company's compliance process with corporate governance principles, the manager of the investor relations department has been appointed as a member of the corporate governance committee. The frequency of committee meetings, their activities, and the procedures they follow are specified in the regulations available on our website. The decisions taken by the committees as a result of their independent studies are presented as recommendations to the Board of Directors, with the final decision being made by the Board of Directors.

The board committees and the members of the Board of Directors serving on these committees as of December 31, 2023, are as follows:

Board Committee	Member	Role / Membership and Independence Status
Corporate Governance Committee	Cihangir YERSEL	Committee Chairman / Independent Board Member
	Bülent KIRIMLI	Committee Member / Board Member
	Türkan EYİBİL	Committee Member / Committee Member from Outside the Board
Audit Committee	Sümeyye Atar AVCI	Committee Chairman / Independent Board Member
	Cihangir YERSEL	Committee Member / Independent Board Member
Early Detection of Risk Committee	Sümeyye Atar AVCI	Committee Chairman / Independent Board Member
	Sibel GÖKALP	Committee Member / Board Member

Information on Transactions Conducted by Members of the Governing Body on Their Own Behalf or on Behalf of Others and Activities within the Scope of the Non-Compete Clause, as Permitted by the General Assembly of the Company:

At the ordinary general assembly meeting held on April 18, 2023, permission was granted to the shareholders holding management control, the members of the Board of Directors, senior executives,

and their relatives up to the second degree by blood or marriage to perform transactions that may cause a conflict of interest with the Company or its subsidiaries, compete, perform business activities that fall within the Company's scope on their own behalf or on behalf of others, and hold shares in companies performing such activities, as well as perform other transactions listed in Articles 395 and 396 of the Turkish Commercial Code.

Information on the Movement of Personnel, Worker Movements, Collective Agreement Practices, and Rights and Benefits Provided to Personnel and Workers:

The provisions determined in the Labor Law are applied to the Company's employees. The average number of employees for the 2023 period is 22 people.

Information on Whether the Partnership Has Any Off-Center Organizations:

None.

Changes Made in the Articles of Association:

The address was changed to İnkılap Mahallesi.

Auditor:

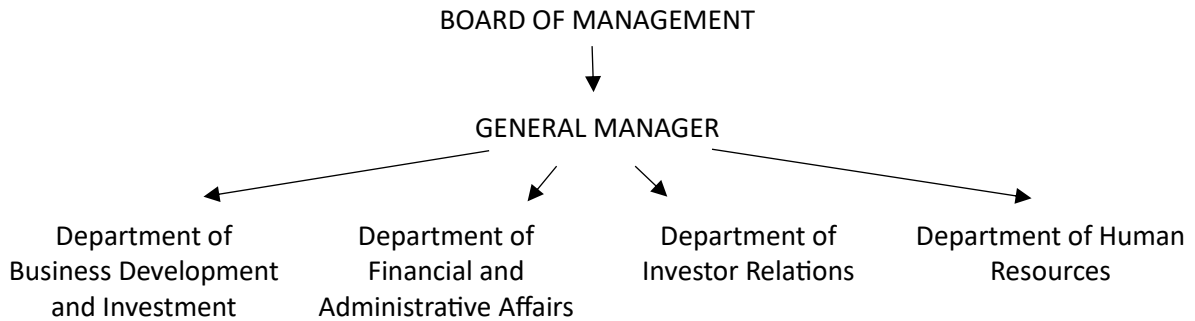
HSY Danışmanlık ve Bağımsız Denetim A.Ş.

They are obliged to perform the duties specified in the Turkish Commercial Code and the articles of association.

4. INFORMATION ON THE COMPANY'S RESEARCH AND DEVELOPMENT ACTIVITIES AND THEIR RESULTS:

The Company does not have any research and development activities.

5. ORGANIZATION CHART



6. COMPANY ACTIVITIES AND SIGNIFICANT DEVELOPMENTS

The Company has the status of a holding company and, as stated in Article 3 of its articles of association, its purpose is to participate in the capital and management of established or to-be-established companies, channel resources in line with investment decisions, and provide consultancy in investment, finance, marketing, organization, and management. Currently, the Company operates in financial markets through its subsidiaries.

The Company's short-term financial investments by financial statement periods are listed below, and all financial assets at fair value through profit/(loss) consist of shares of companies traded on the stock exchange, private sector bonds, and funds.

	31.03.2024	31.12.2023
Fair value through profit/(loss) Hedge Fund (*)	5.285.733	121.711.506
Total	5.285.733	121.711.506

(*) The value of the funds classified by the Company as financial assets at fair value through profit/loss is calculated based on the unit share value announced daily by the Hedge Fund as of the date of the financial position statement.

As of March 31, 2024, trading securities are shown in the table below:

Securities	Nominal Value	Cost Value	Registered Value
Hedef Portföy Serbest Fon	1	3	8
Hedef Portföy Kuzey Hisse Senedi Serbest Fon	233.990	6.925.515	4.434.114
Hedef Portföy Doğu Hisse Senedi Serbest Fon	1	224	394
Hedef Portföy Para Piyasası Fonu	63.782	140.000	140.554
Hedef Portföy Zen Hisse Senedi Serbest Fon	1	136	213
Hedef Portföy Poyraz Serbest Fon	5	5	108
Hedef Portföy Ece Hisse Senedi Serbest Fon	49	115	901
Hedef Portföy Pusula Hisse Senedi Serbest Fon	370	24	166
Hedef Portföy İdeal Hisse Senedi Serbest Fon	646	1.000	3.440
Hedef Portföy Mavi Hisse Senedi Serbest Fon	1	2	6
Hedef Portföy Yönetimi A.Ş. Startup Burada Girişim Sermayesi Yatırım Fonu	500.000	500.000	702.563
Hedef Portföy Güneş Hisse Senedi Serbest Fon	39	51	98
Hedef Portföy Ada Hisse Senedi Serbest Fon	24	115	2.371
Hedef Portföy Rota Hisse Senedi Serbest Fon	10	151	666
Hedef Portföy Nehir Hisse Senedi Serbest Fon	5	6	15
Hedef Portföy Doruk Hisse Senedi Serbest Fon	1	5	14
Hedef Portföy Sentiment Serbest Fon	1	1	2
Hedef Portföy Çınar Hisse Senedi Serbest Fon	1	6	6
Hedef Portföy İkinci İstatistiksel Arbitraj Hisse Senedi Serbest Fon	1	1	2
Hedef Portföy Algo Everest İstatistiksel Arbitraj Hisse Senedi Serbest Fon	1	1	1
Hedef Portföy Lidya Serbest (Döviz) Fon	3	78	90
Hedef Portföy Uğur Serbest Fon	1	1	1
Total	7.567.440	5.285.711	

7. GROUP STRUCTURE AND OUR INVESTMENTS

While the issuer is not directly affiliated with any group, it has shares in Hedef Girişim, which owns shares in several companies. The summary table regarding these shareholdings is as follows:

Subsidiaries

The information regarding the subsidiaries in the company's portfolio is presented in the table below:

Initial Investment Date	Trade Name	Activity Area	Capital	Issuer Share	Established Country	Capital Commitment Amount (TL)	Share Ratio (%)
21.01.2021	İnfo Yatırım Menkul Değerler A.Ş.	Brokerage	228.000.000	69.245.264	Turkey	None	30.37
22.01.2013	Hedef GSYO A.Ş.	VCIT	565.000.000	113.989.224	Turkey	None	20.18
04.12.2012	Hedef Portföy Yönetimi A.Ş.	Portfolio Management	100.000.000	85.000.000	Turkey	None	85.00
23.06.2022	Hedef Yatırım Bankası A.Ş.	Investment Bankin	500.000.000	205.000.000	Turkey	None	41.00
23.11.2023	Colendi Menkul Değerler A.Ş.	Brokerage	29.500.000	9.000.000	Turkey	None	30.51

İnfo Yatırım Menkul Değerler A.Ş. (Info Investment)

İnfo Yatırım started its activities on 28.12.1990 under the name of Lider Menkul Değerler A.Ş. to operate in capital markets and capital market instruments. The company's name was changed to İnfo Yatırım Menkul Değerler A.Ş. on 13.04.2016. Based on the share transfer agreement dated 19.04.2019, the application made to the CMB for the change in the controlling shareholder structure of the company was approved at the CMB meeting dated 30.05.2019 and numbered 32, and the share transfer process was completed on 24.06.2019.

İnfo Yatırım provides individual and corporate investors with services such as brokerage in capital market instruments, investment advisory, portfolio management, and corporate finance. It also provides brokerage services in Borsa İstanbul A.Ş. Equity Market, Debt Securities Market, Futures and Options Market, and Leveraged Trading Transactions.

The ownership structure of İnfo Yatırım Menkul Değerler A.Ş. as of 31.03.2024 and 31.12.2023 is shown below:

Name – Surname / Title	Group	31.03.2024			31.12.2023		
		Number of Shares	Share Rate	Share Amount	Number of Shares	Share Rate	Share Amount
Sibel Gökarp	A	2.280.000	1.00	2.280.000	2.280.000	1.00	2.280.000
Sibel Gökarp	B	865.853	0.38	865.853	865.853	0.38	865.853
Hedef Holding A.Ş.	B	69.245.264	30.37	69.245.264	68.399.998	30.00	68.399.998
Others	B	155.608.883	68.25	155.608.883	156.454.149	68.62	156.454.149
Total		228.000.000	100	228.000.000	228.000.000	100	228.000.000

Hedef Girişim Sermayesi Yatırım Ortaklığı A.Ş. (Hedef Enterprise)

Hedef Girişim Sermayesi Yatırım Ortaklığı A.Ş. was established indefinitely in Istanbul on 29.03.2012.

Hedef Girişim invests in venture companies defined in the Communiqué on Principles Regarding Venture Capital Investment Trusts numbered III-48.3 by the Capital Markets Board (CMB).

Additionally, Hedef Girişim evaluates part of its resources in deposits and short-term financial investments. These primary short-term financial instruments include shares of publicly traded companies, private sector bonds, government debt securities (DIBS), and investment funds. The capital and shareholding structure of Hedef Girişim Sermayesi Yatırım Ortaklığı A.Ş. as of 31.03.2024 and 31.12.2023 are as follows:

Name – Surname / Title	Group	31.03.2024			31.12.2023		
		Number of Shares	Share Rate	Share Amount	Number of Shares	Share Rate	Share Amount
Hedef Holding A.Ş.	B	113.989.224	20.18	113.989.224	113.989.224	20.18	113.989.224
Sibel Gökalp	A	5.650.000	1.00	3.250.000	5.650.000	1.00	3.250.000
Others	B	445.360.776	78.82	445.360.776	445.360.776	78.82	445.360.776
Total		565.000.000	100	565.000.000	565.000.000	100	565.000.000

Hedef Portföy Yönetimi A.Ş. (Hedef Portfolio)

Hedef Portföy was established in Istanbul on December 4, 2012. Its main activity, within the framework of the Capital Markets Law (SPKn.) and relevant regulations, is to manage portfolios consisting of financial assets by entering into portfolio management agreements with clients and acting as an agent, as well as engaging in capital markets activities.

Hedef Portföy obtained its Portfolio Management License, numbered PYŞ/PY.42/789, on October 7, 2015, in accordance with Articles 40 and 55 of the Capital Markets Law No. 6362.

The shareholding structure of Hedef Portföy Yönetimi A.Ş. as of March 31, 2024, and December 31, 2023, is shown below.

Name – Surname / Title	Group	31.03.2024			31.12.2023		
		Number of Shares	Share Rate	Share Amount	Number of Shares	Share Rate	Share Amount
Sibel Gökalp	A	10.000.000	10.00	10.000.000	10.000.000	10.00	10.000.000
Sibel Gökalp	B	333.350	0.33	333.350	333.350	0.33	333.350
Şemsihan Karaca	B	166.650	0.17	166.650	166.650	0.17	166.650
Hedef Holding A.Ş.	B	85.000.000	85	85.000.000	89.500.000	89.50	89.500.000
Hedef Portföy Değer GSYF	B	4.500.000	4.05	4.500.000	-	-	-

Total		100.000.000	100	100.000.000	100.000.000	100	100.000.000
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Hedef Yatırım Bankası A.Ş.

Hedef Yatırım Bankası was established on June 23, 2022, for an indefinite period to engage in investment banking activities in accordance with the provisions of Banking Law No. 5411 and the Turkish Commercial Code.

The company's business activities include performing all types of banking transactions permitted and specified under Article 4 of the Banking Law (except for accepting deposits and participation funds), engaging in all kinds of economic, financial, and commercial enterprises and activities not prohibited by legislation, and engaging in all activities that legislation allows banks to perform and execute.

The shareholding structure of Hedef Yatırım Bankası as of March 31, 2024, is shown below.

Name – Surname / Title	31.03.2024		
	Number of Shares	Share Rate	Share Amount
Info Yatırım Menkul Değerler A.Ş.	45.000.000,00	9.00	45.000.000,00
Hedef Girişim Sermayesi Yatırım Ortaklığı A.Ş.	150.000.000,00	30.00	150.000.000,00
Hedef Holding A.Ş.	205.000.000,00	41.00	205.000.000,00
Namık Kemal Gökcalp	50.000.000,00	10.00	50.000.000,00
Sibel Gökcalp	50.000.000,00	10.00	50.000.000,00
Total	500.000.000,00	100	500.000.000,00

Colendi Menkul Değerler A.Ş.

Colendi Menkul Değerler A.Ş. ("Company") was established on December 29, 2021, in Istanbul to engage in capital markets activities in accordance with the Capital Markets Law and related regulations.

The Company, pursuant to the Capital Markets Law No. 6362, applied to the Capital Markets Board on March 17, 2022, based on the Communiqué on Principles Regarding Investment Services, Activities, and Ancillary Services (III-37.1) and the Communiqué on the Establishment and Operation Principles of Investment Firms (III-39.1), with the board resolution No. 1 requesting authorization for the desired investment services, activities, and ancillary services. The Capital Markets Board authorized the Company as a Partially Authorized Intermediary Institution with the authorization certificate dated May 26, 2022, and numbered K-023.

The shareholding structure of Colendi Menkul Değerler A.Ş. as of March 31, 2024, is shown below.

Name – Surname / Title	31.03.2024		
	Number of Shares	Share Rate	Share Amount
Bülent Tekmen	10.270.500	34.81	10.270.500
Dolunay Sabuncuoğlu	2.050.000	6.95	2.050.000
Hedef Holding A.Ş.	9.000.000	30.51	9.000.000
Re-Pie Portföy Yönetimi A.Ş.	8.179.500	27.73	8.179.500
Total	29.500.000	100	29.500.000

Acquired Shares:

As per the decision taken by our Board of Directors on February 14, 2023, a share buyback program was decided for 2023 to mitigate the losses of investors due to the earthquakes centered in Kahramanmaraş. Under this program, 363,037 shares (representing 0.097% of the capital) were repurchased using internal resources amounting to 5,845,787.60 TL. As stated in the Board of Directors' decision, the share buyback program was to be terminated by the date of the first Ordinary General Assembly. Accordingly, following our Ordinary General Assembly on April 18, 2023, the share buyback program was terminated.

Audits, Lawsuits, Other Administrative, and Judicial Sanctions:

There were no special or public audits conducted during the accounting period.

Explanations of Administrative or Judicial Sanctions Imposed on the Company and its Management Body Members Due to Violations of Legislative Provisions:

None.

Information and Evaluations on Whether the Targets Set in Previous Periods Were Achieved, Whether General Assembly Decisions Were Implemented, and If Targets Were Not Achieved or Decisions Were Not Implemented, the Reasons for This:

The targets set in previous periods were achieved, and the General Assembly decisions were implemented.

Information Regarding Extraordinary General Assembly Meetings Held During the Year, Including the Date of the Meeting, Decisions Taken, and Actions Taken Related to Those Decisions:

None.

Information on Donations Made by the Partnership During the Year:

36,800 TL was donated in the first three months of 2024.

If the Partnership Is Part of a Group of Companies; Legal Transactions Conducted for the Benefit of the Parent Company or Its Affiliates, and All Other Measures Taken or Avoided in the Interest of the Parent Company or Its Affiliates in the Previous Fiscal Year:

No measures of this nature were taken or avoided during the period from January 1, 2024, to March 31, 2024.

If the Partnership Is Part of a Group of Companies; Whether Appropriate Consideration Was Provided for Each Legal Transaction Mentioned in Paragraph (ı) and Whether the Measure Taken or Avoided Caused Harm to the Company; If the Company Suffered Harm, Whether This Was Compensated:

No measures that would cause harm to the company were taken or avoided during the period from January 1, 2024, to March 31, 2024.

8. FINANCIAL CONDITION

Assessment and Evaluations by the Management Body on Whether the Company's Capital Is Unrequited or Whether It Is Over-Indebted:

As of March 31, 2024, the Company's total current assets amount to 188,067,955 TL, and total short-term liabilities amount to 4,953,966 TL. The Company's net working capital is 183,113,989 TL. As of March 31, 2024, the Company has 4,276,799 TL in cash and cash equivalents. The Company's net working capital is sufficient for the upcoming period.

The Company has sufficient working capital to cover all its short-term liabilities related to its operations.

The Partnership has sufficient funds to continue its ordinary activities.

The Nature and Amount of Capital Market Instruments Issued by the Company and Its Financing Sources:

The Company uses its equity as financing sources.

Information on the Dividend Distribution Policy and, If No Distribution Will Be Made, the Reasons and Proposal for the Use of Undistributed Profits:

The Company's dividend distribution policy was approved at the extraordinary general assembly meeting held on June 18, 2021, and is as follows:

DIVIDEND DISTRIBUTION POLICY

1. Purpose:

The purpose of the dividend distribution policy is to establish the principles of the Company's dividend distribution in accordance with the regulations and provisions of the Company's Articles of Association and to enable shareholders to foresee the method and principles of the distribution of

profits that the Company will earn in future periods. The Company takes utmost care to balance the interests of shareholders and the Company in dividend distribution.

The Company complies with the Capital Markets Law No. 6362 ("CML"), the Turkish Commercial Code No. 6102 ("TCC"), capital market legislation, other legislative provisions, and regulations regarding dividend distribution. The Company takes utmost care to implement the principles set forth in the Corporate Governance Communiqué of the Capital Markets Board ("CMB"), which is currently in force.

The Company's Dividend Distribution Policy has been prepared in accordance with the CMB's Corporate Governance Communiqué (II-17.1), the Dividend Communiqué (II-19.1), and the Communiqué on Advance Dividend Distribution and is announced to all stakeholders, primarily shareholders, through the Company's website.

2. Authority and Responsibility:

The Dividend Distribution Policy was created by the Board of Directors within the framework of Corporate Governance Principles and was presented to the shareholders for approval as a separate item on the agenda at the Company's general assembly meeting. The monitoring, supervision, development, and necessary updates of the Company's Dividend Distribution Policy are under the authority and responsibility of the Board of Directors. Changes to the Dividend Distribution Policy are announced to the public in accordance with the regulations on the disclosure of special circumstances, together with their rationale, following the decision of the Board of Directors and are presented to the shareholders for approval at the general assembly meeting and published on the Company's website.

3. Dividend Distribution Principles:

The General Assembly of the Company decides on dividend distribution by considering market expectations, the Company's strategies, the capital requirements of the Company and its subsidiaries and affiliates, investment and financing policies, profitability, and cash status, within the framework of relevant regulations and the Company's financial status. Dividends can be distributed to shareholders in cash or as bonus shares by adding the profit to the capital, or as a combination of both cash and bonus shares.

Dividends are distributed equally to all existing shares as of the distribution date, regardless of their issuance and acquisition dates. The Company does not have any shares with privileged dividend rights.

Unless the reserves required to be set aside according to the TCC and the first dividend determined for shareholders in the articles of association or the dividend distribution policy are set aside, no other reserves can be set aside, no profits can be carried forward to the following year, and no dividends can be distributed to members of the board of directors, employees, or persons other than shareholders. Additionally, unless the first dividend is paid in cash, no dividends can be distributed to these persons.

The dividend distribution date is determined by the General Assembly. If no determination is made at the general assembly, the distribution date will be determined by the Board of Directors upon the completion of necessary procedures. The General Assembly, or the Board of Directors if authorized, may decide on the installment distribution of dividends in accordance with capital market legislation.

The Board of Directors may distribute advance dividends provided that it is authorized by the General Assembly and complies with capital market legislation.

4. Dividend Distribution Principles:

The principles of dividend distribution are regulated in Article 14 of the Company's Articles of Association titled "Determination and Distribution of Profit." As stated in the article:

"14. DETERMINATION AND DISTRIBUTION OF PROFIT

The Company's profit is determined according to the Turkish Commercial Code, Capital Markets Legislation, and generally accepted accounting principles. The net profit for the period, as shown in the annual balance sheet, is the remaining amount after deducting the Company's general expenses and mandatory payments such as various depreciations and taxes that must be paid by the Company as a legal entity from the revenues determined at the end of the Company's operating period. The remaining net profit, after deducting any previous year's losses, is distributed in the following order:

General Legal Reserve:

a) 5% is set aside as a legal reserve until it reaches 20% of the paid-in capital.

First Dividend:

b) A first dividend is set aside from the remaining amount, including any donations made during the year, in accordance with the Company's dividend distribution policy and in compliance with the Turkish Commercial Code and Capital Markets Legislation.

c) After the above deductions, the General Assembly has the right to distribute the remaining profit to members of the board of directors, employees, and persons other than shareholders.

Second Dividend:

d) The remaining part of the net profit, after deducting the amounts specified in items (a), (b), and (c), can be distributed partially or wholly as a second dividend by the General Assembly or set aside as a reserve in accordance with Article 521 of the Turkish Commercial Code at its discretion.

General Legal Reserve:

e) 10% of the portion decided to be distributed to shareholders and other persons participating in the profit, after deducting a dividend of 5% of the paid-in capital, is added to the general legal reserve in accordance with paragraph 2 of Article 519 of the Turkish Commercial Code. Unless the legal reserves required to be set aside according to the Turkish Commercial Code and the first dividend determined for shareholders in the articles of association or the dividend distribution policy are set aside, no other reserves can be set aside, no profits can be carried forward to the following year, and no dividends can be distributed to members of the board of directors, employees, or persons other than shareholders. Additionally, unless the first dividend is paid in cash, no dividends can be distributed to these persons.

Dividends are distributed equally to all existing shares as of the distribution date, regardless of their issuance and acquisition dates.

The form and timing of the distribution of the profit decided to be distributed are determined by the General Assembly upon the proposal of the Board of Directors, considering the relevant provisions of the Capital Markets Legislation. The General Assembly may authorize the Board of Directors to determine the distribution time of the profit in accordance with the periods specified in the Capital Markets Legislation.

The profit distribution decision made by the General Assembly in accordance with these articles of association cannot be revoked unless legally permitted.

The Company may distribute advance dividends in compliance with the Turkish Commercial Code and the Capital Markets Law. The calculation and distribution of advance dividends are subject to the relevant legislative provisions. For this purpose, the General Assembly may authorize the Board of Directors to distribute advance dividends for the relevant accounting period."

5. Principles of Advance Dividend Distribution:

According to Article 14 of the Company's Articles of Association titled "Determination and Distribution of Profit," "The Company may distribute advance dividends in compliance with the Turkish Commercial Code and the Capital Markets Law. The calculation and distribution of advance dividends are subject to the relevant legislative provisions. For this purpose, the General Assembly may authorize the Board of Directors to distribute advance dividends for the relevant accounting period."

6. Effectiveness:

The Dividend Distribution Policy enters into force upon its approval by the General Assembly and the registration of the relevant General Assembly decision with the Istanbul Trade Registry Office.

RELATED PARTY DISCLOSURE

Short-Term Trade Receivables:

The details of the Company's short-term trade receivables from related parties are explained below.

	31.03.2024	31.12.2023
Hedef Girişim Sermayesi Yatırım Ortaklığı A.Ş.	-	10.313
İdeal Data Finansal Tek.A.Ş.	-	51.568
Seyitler Kimya San.A.Ş.	174.027	95.255
Hedef Projelendirme Ve Gayrimenkul Geliştirme A.Ş.	-	8.252
Skyalp Finansal Teknolojiler ve Danışmanlık A.Ş.	204.008	4.125
Hedef Yatırım Bankası A.Ş.	-	226.209
Zen Merkezi Hizmetler Ve Filo Kiralama A.Ş.	-	8.252
Zen Girişim Sermayesi Yatırım Ortaklığı A.Ş.	-	10.313
Hedef Portföy Yönetimi A.Ş.	217.719	-
Total	595.755	414.287

Short-Term Other Receivables:

The Company has no short-term other receivables from related parties. (As of 31.12.2023: None.)

Short-Term Trade Payables:

The details of the Company's short-term trade payables to related parties are explained below.

	31.03.2024	31.12.2023
İnfo Yatırım Menkul Değerler A.Ş.	3.611	3.292.831
İdeal Data Finansal Teknolojiler A.Ş.	72.003	27.244
Zen Merkezi Hizmetler ve Filo Kiralama A.Ş.	230.755	293.719
Hedef Girişim Ser. Yat. Ort. A.Ş.	-	23.013
Skyalp Finansal Teknolojiler ve Danışmanlık A.Ş.	284.977	176.911
Total	591.346	3.813.718

Compensation and Benefits Provided to Senior Executives:

As of the period from January 1 to March 31, 2024, the total compensation and benefits provided to senior executives consist entirely of attendance fees, amounting to 2,463,230 TL (January 1 to December 31, 2023: 5,839,388 TL).

Related Party Transactions:**Purchases:**

The details of the Company's purchases from related parties are as follows:

January 1 – March 31 2024				
	Consultancy	Rent Expenses	Others	Total
Hedef Projelendirme Ve Gay. Gel. A.Ş.	-	57.356	-	57.356
İdeal Data Finansal Teknolojiler A.Ş.	-	-	207.397	207.397
Seyitler Kimya Sanayi A.Ş.	926.161	-	-	926.161
Skyalp Finansal Teknolojiler ve Danışmanlık A.Ş.	-	-	248.893	248.893
İnfo Yatırım Menkul Değerler A.Ş.	-	-	25.798	25.798
Zen Merkezi Hizmetler Ve Filo Kiralama A.Ş.	-	329.963	703.924	1.033.887
Total	926.161	387.319	1.186.012	2.499.492

January 1 – March 31 2024				
	Commision	Rent Expenses	Others	Total
Hedef Portföy Yönetimi A.Ş.	64.631	-	-	64.631
Zen Merkezi Hizmetler Ve Filo Kiralama A.Ş.	-	2.510.967	327.300	2.838.267
Hedef Projelendirme Ve Gay. Gel. A.Ş.	-	71.177	-	71.177
İnfo Yatırım Menkul Değerler A.Ş.	-	-	18.919	18.919
İdeal Data Finansal Teknolojiler A.Ş. (*)	-	-	10.359	10.359
Total	64.631	2.582.144	356.578	3.003.353

Sales:

The details of the Company's sales to related parties are as follows:

January 1 – March 31 2024				
	Mutual Income	Rent Income	Others	Total
Hedef Portföy Yönetimi A.Ş.	-	-	216.504	216.504
İnfo Yatırım Menkul Değerler A.Ş.	-	-	2.675.994	2.675.994
Hedef Girişim Sermayesi Yat. Ort. A.Ş.	35.970	48.094	26.340	110.404
Hedef Projelendirme Ve Gay. Gel. A.Ş.	27.982	38.475	-	66.457
İdeal Data Finansal Teknolojiler A.Ş.	174.886	240.469	225.839	641.194
Seyitler Kimya Sanayi A.Ş.	-	-	234.351	234.351
Park Neptün Gayrimenkul A.Ş.	-	15.276	-	15.276
Skyalp Finansal Teknolojiler ve Danışmanlık A.Ş.	4.612	19.238	102.833	126.683

Zen Girişim Sermayesi Yatırım Ortaklığı A.Ş.	36.127	48.094	-	84.221
Zen Merkezi Hizmetler Ve Filo Kiralama A.Ş.	27.982	38.475	76.966	143.423
Total	307.559	448.121	3.558.827	4.314.507

	Other Revenues from Services	Service Charge	Total
Seyitler Kimya Sanayi A.Ş.	-	60.572	60.572
İdeal Data Finansal Teknolojiler A.Ş.	-	768.669	768.669
İdeal Finansal Tekn. ve Dan. A.Ş.	-	69.895	69.895
Hedef Portföy Yönetimi A.Ş.	-	60.572	60.572
Hedef Girişim Sermayesi Yat. Ort. A.Ş.	-	202.080	202.080
Zen Merkezi Hizmetler Ve Filo Kiralama A.Ş.	2.448.883	113.207	2.562.090
Zen Girişim Sermayesi Yatırım Ortaklığı A.Ş.	-	141.507	141.507
Hedef Projelendirme Ve Gay. Gel. A.Ş.	-	113.207	113.207
Total	2.448.883	1.529.709	3.978.592

9. RISKS AND EVALUATION BY MANAGEMENT BODIES

Global Economy

According to the report published by the IMF in March, trade contracted by 50% in the first two months of the year due to attacks on the Suez Canal. This situation is considered to have increased both delivery times and transportation costs in trade from the Far East to EU countries. It is estimated that this situation may positively affect Turkey's export performance. The US economy grew by 3.4% in the fourth quarter of 2023 compared to the previous quarter, according to final data announced at the end of March. Thus, the US economy completed 2023 with a 2.5% growth. In March, the consumer confidence index was 104.7, below market expectations.

The Fed kept the policy rate unchanged at the March meeting, within the range of 5.25%-5.50%, in line with market expectations. In the monetary policy statement published after the meeting, it was stated that economic activity maintained its strong course and inflation remained at high levels. The increase in consumer prices in the US in February was 0.4% on a monthly basis, in line with expectations. Annual CPI inflation was 3.2%. Annual PPI inflation in the country was also 1.6%, with a monthly increase of 0.6% driven by rising energy prices. Preliminary PMI data for March in the US painted a positive picture for both the manufacturing and services sectors. The preliminary PMI for manufacturing stood at 52.5, indicating expansion for the third consecutive month. The preliminary PMI for services was 51.7, also indicating continued expansion in the sector.

In the Euro Area, the final CPI inflation data for February were 0.6% and 2.6% on a monthly and annual basis, respectively, in line with preliminary data. During this period, core CPI, excluding energy, alcohol, and tobacco groups, increased by 0.7% monthly and 3.1% annually. These figures show a continued decline towards the ECB's target inflation rate of 2%. ECB President Christine Lagarde stated that inflation in the Eurozone would continue to decrease and economic growth would start to recover within the year. The preliminary PMI for manufacturing in the Euro Area for March was 45.7, the lowest level in four months, below the threshold. Meanwhile, the preliminary PMI for services reached 51.1, the highest level since June, indicating continued expansion in the sector. According to final data, the consumer confidence index in the Euro Area was -14.9 in March, confirming the

preliminary figure. The economic confidence index increased by 0.8 points compared to the previous month, reaching 96.3. It is anticipated that the partial recovery seen in the region will accelerate further with the ECB's interest rate cuts expected to start in June. (Source: DRC Rating)

Turkish Economy

Domestically, the local elections held on March 31, 2024, were closely watched. According to unofficial results, the voter turnout was recorded at 78.5%. Standard & Poor's (S&P), which published its second-quarter economic outlook report in March, announced that it had raised Turkey's growth forecast for 2024 from 2.4% to 3.0% and for 2025 from 2.7% to 3.0%.

As part of additional tightening measures, the Central Bank of the Republic of Turkey (CBRT) increased the monthly interest rates on cash advance transactions from credit cards and on overdraft accounts with a decision published in the official gazette on March 16, 2024. Additionally, the CBRT decided that banks and finance companies must establish Turkish lira reserves equivalent to the amount exceeding the 2% growth limit in loans determined by the CBRT, as per the temporary article added to the reserve requirements regulation.

On February 29, 2024, Turkey's CDS-TR (5-Y) score was 286, which increased by approximately 17 basis points to 303 on March 29, 2024, compared to the end of the previous month.

On March 21, 2024, the Central Bank of the Republic of Turkey (CBRT) decided to increase the policy rate, the one-week repo auction rate, by 500 basis points from 45% to 50% at the Monetary Policy Committee (MPC) meeting.

In the press release dated March 21, 2024, regarding the interest rate decision, the CBRT stated:

- The main trend of monthly inflation in February was higher than expected, led by service inflation.
- The tight monetary policy will be maintained until a significant and permanent decline in the main trend of monthly inflation is achieved, and inflation expectations converge to the projected forecast range.
- The monetary policy stance may be tightened if a significant and permanent deterioration in the inflation outlook is anticipated.
- Macprudential policies will be implemented in a way that preserves the functionality of the market mechanism and macro-financial stability.
- Indicators related to inflation and the main trend of inflation will be closely monitored, and the Committee will decisively use all tools at its disposal to achieve the primary objective of price stability.

According to the Turkish Statistical Institute (TÜİK) data, in March, the Consumer Price Index (CPI) increased by 3.16% compared to the previous month, by 68.50% compared to the same month of the previous year, and by 57.50% based on the twelve-month averages. The main group with the least increase compared to the same month of the previous year was clothing and footwear with 50.10%, while the highest increase was recorded in the education category with 104.07%. In March 2024, the main group with the least increase compared to the previous month was alcoholic beverages with 0.02%, while the highest increase was in the education category with 13.08%.

According to the Istanbul Chamber of Industry (ISO) data, the Turkey Manufacturing PMI index, which is considered a leading indicator of economic growth, stood at the threshold value of 50.0 in March, with a slight decrease compared to the previous month. While manufacturing output saw limited growth in March, declines in new orders and employment volumes continued. The slowdown in new orders was recorded at its lowest level in the past nine months. According to ISO's Turkey Manufacturing PMI survey data, March was recorded as a stable period for Turkish manufacturers,

with new orders stabilizing. This improvement was assessed to support the increase in production and purchasing activities.

According to the CBRT's March data, the seasonally adjusted capacity utilization rate increased by 0.2 points to 77.2% compared to the previous month. The seasonally unadjusted capacity utilization rate, on the other hand, decreased by 0.2 points to 76.2% compared to the previous month.

According to the CBRT's economic tendency statistics and real sector confidence index report, the seasonally adjusted real sector confidence index increased by 1.5 points to 103.5 compared to the previous month. According to the financial services statistics and financial services confidence index report, the financial services confidence index increased by 2.4 points to 153.6 compared to the previous month.

According to the data published by TÜİK, the economic confidence index increased by 1.0% in March 2024, reaching a value of 100.0. The consumer confidence index rose by 0.02% to 79.4, the real sector confidence index increased by 1.5% to 103.5, and the services sector confidence index climbed by 1.5% to 120.4. Meanwhile, the retail trade sector confidence index decreased by 1.0% to 113.3, and the construction sector confidence index dropped by 3.6% to 88.6.

Regarding foreign trade deficit data, the deficit decreased by 42.2% in February compared to the same month of the previous year, falling from \$12.13 billion to \$6.77 billion. The export-to-import coverage ratio rose to 75.7%. According to labor force statistics, the unemployment rate was 9.1% in the previous month, while the unemployment rate among the young population aged 15-24 was 16.6%.

As of March, local elections were held in Turkey, with an unofficial turnout rate of 78.5%. According to the second-quarter economic outlook report published by Standard & Poor's (S&P) in March, Turkey's growth forecast for 2024 was revised to 3.0%, and for 2025 to 3.0%.

In March, the CBRT increased the monthly interest rates on cash advances from credit cards and overdraft accounts as part of additional tightening measures. Additionally, a temporary article added to the mandatory reserves regulation required banks and financial institutions to establish ₺ reserves equivalent to the amount exceeding the 2% growth limit set for certain types of loans.

Turkey's CDS-TR (5-Y) score rose by approximately 17 basis points from 286 in February to 303 in March. In its March Monetary Policy Committee (MPC) meeting, the CBRT increased the policy rate, the one-week repo auction rate, by 500 basis points from 45% to 50%. In the press release regarding this decision, it was emphasized that tight monetary policy would be maintained until a significant and permanent decline in the inflation outlook is achieved.

In light of these developments, the Turkish economy appears to be focused on policy measures balancing inflation and growth in the upcoming period. (Source: DRC Rating)

Information on the Company's Risk Management Policy Against Predicted Risks:

Methods and ratios for hedging against potential financial risks are monitored and implemented systematically.

Capital Risk:

In managing its capital, the Company's objectives are to ensure the continuation of its operations to provide returns for its shareholders and benefits for other stakeholders while maintaining an optimal capital structure to reduce the cost of capital.

The Company monitors capital management using the debt/equity ratio, which is calculated by dividing net debt by total equity. Net debt is calculated by subtracting cash and cash equivalents from the total debt (which includes short-term and long-term liabilities as shown in the financial statement). Total equity is calculated by adding net debt to equity as shown in the financial statement.

As of December 31, 2024, and December 31, 2023, the net debt/total equity ratio is as follows:

	31.03.2024	31.12.2023
Total Debt	345.171.273	448.218.269
Less: Cash and Cash Equivalents	(4.276.799)	(7.288.262)
Net Debt	340.894.474	440.930.007
Total Equity	2.829.745.906	3.085.910.327
Debt-to-Equity Ratio	0.12	0.14

Interest Rate Risk

Fluctuations in market prices can cause variations in the values of financial instruments. These fluctuations may result from changes in the prices of securities or from factors specific to the issuer of these securities or factors affecting the entire market. The Company's interest rate risk is primarily related to bank loans.

While the interest rates on interest-bearing financial liabilities vary, the interest rates on interest-bearing financial assets are fixed, and the cash flow for future years does not change with the size of these assets. The Company's exposure to changes in market interest rates primarily depends on its variable rate debt obligations. The Company's policy in this regard is to manage interest costs by using both fixed and variable rate debt.

	Book Value	Book Value
	31.03.2024	31.12.2023
Fixed interest instruments		
Financial assets	-	-
Financial liabilities	4.867.285	5.107.207
Total	4.867.285	5.107.207
Variable interest instruments		
Financial assets	2.946.251.582	3.464.168.059
Financial liabilities	-	-
Total	2.946.251.582	3.464.168.059

	Trade Receivables		Other Receivables		Financial Assests on banks		
31.03.2024	Related Parties	Other Parties	Related Parties	Other Parties	Deposit	Investments	Total
Maximum Credit Risk Exposure as of the Reporting Date	595.755	-	-	820	4.276.564	2.946.251.582	2.951.124.721
The portion of maximum risk secured by collateral	-	-	-	-	-	-	-

A- Net book value of financial assets that are neither past due nor impaired	595.755	-	-	820	4.276.564	2.946.251.582	2.951.124.721
B- The carrying value of financial assets whose terms have been renegotiated, otherwise they would be considered past due or impaired	-	-	-	-	-	-	-
C- The net carrying value of financial assets that are past due but not impaired	-	-	-	-	-	-	-
D- The net carrying value of impaired assets	-	-	-	-	-	-	-
E- Off-balance sheet items with credit risk	-	-	-	-	-	-	-
31.12.2023	Receivables						
Maximum credit risk exposure as of the reporting date	414.289	21.126	-	104.677	7.287.992	3.464.168.059	3.471.996.143
Portion of the maximum risk secured by collateral	-	-	-	-	-	-	-
A- Net book value of financial assets that are neither past due nor impaired	414.289	21.126	-	104.677	7.287.992	3.464.168.059	3.471.996.143
B- Book value of financial assets that would otherwise be past due or	-	-	-	-	-	-	-

impaired but whose terms have been renegotiated								
C- Net book value of past due but not impaired assets	-	-	-	-	-	-	-	-
D- The net carrying value of impaired assets	-	-	-	-	-	-	-	-
E- Off-balance sheet items with credit risk	-	-	-	-	-	-	-	-

Liquidity risk

31.03.2024	Book Value	Contractual Cash Flow	0-1 Year	1-2 Years	2-3 Years	3-4 Years	4-5 Years	5+ Years
Non-derivative financial liabilities	8.401.408	8.401.408	(4.953.966)	(2.110.510)	(1.012.001)	-	(324.931)	-
Financial debts	4.867.285	4.867.285	(1.744.774)	(2.110.510)	(1.012.001)	-	-	-
Liabilities for employee benefits	589.036	589.036	(589.036)	-	-	-	-	-
Short-term and Long-term Provisions	1.583.458	1.583.458	(1.258.527)	-	-	-	(324.931)	-
Financial and other debts	1.361.629	1.361.629	(1.361.629)					
Derivative financial liabilities	-	-	-	-	-	-	-	-
Total	8.401.408	8.401.408	(4.953.966)	(2.110.510)	(1.012.001)	-	(324.931)	-

31.12.2023	Book Value	Contractual Cash Flow	0-1 Year	1-2 Years	2-3 Years	3-4 Years	4-5 Years	5+ Years
Non-derivative financial liabilities	13.495.104	13.495.104	(9.709.467)	(1.257.507)	(1.412.645)	(941.764)	(173.721)	
Financial debts	5.107.207	5.107.207	(1.495.291)	(1.257.507)	(1.412.645)	(941.764)	-	-
Liabilities for employee benefits	532.908	532.908	(532.908)	-	-	-	-	-
Short-term and Long-term Provisions	539.888	539.888	(366.167)	-	-	-	(173.721)	-

Financial and other debts	7.315.101	7.315.101	(7.315.101)				-	-
Derivative financial liabilities	-	-	-	-	-	-	-	-
Total	13.495.104	13.495.104	(9.709.467)	(1.257.507)	(1.412.645)	(941.764)	(173.721)	-

General Risks

Economic and political developments worldwide and in Turkey, changes in competition and investment conditions, are among the other general risks.

Information on the Activities and Reports of the Early Detection of Risk and Management Committee

In accordance with Article 398, paragraph four of the Turkish Commercial Code No. 6102 ("TCC"), the Auditor's Report on the Early Detection of Risk System and Committee was presented to the Company's Board of Directors on March 8, 2024.

According to the report:

- Considering the businesses of the subsidiaries, the company has sufficient working capital for all its short-term liabilities.
- The partnership has sufficient funds to continue its ordinary activities.
- Potential risks that may affect the company's existence, development, and continuation have been evaluated within the framework of the company's risk management practices and risk profile. It has been concluded that the measures already taken by the company's management and its risk management approach are adequate against these risks.
- Legal changes and regulations by regulatory authorities are not expected to have a significant impact on the company's operations. Necessary compliance efforts are being made.
- The company does not have any legal disputes that could endanger its existence or continuation.

Based on these findings, it is stated that no reason has been identified that could endanger the existence, development, and continuation of the company.

In light of the findings above, it is stated that no reason has been identified that could endanger the existence, development, and continuation of the Company.

10. OTHER MATTERS

Information on Legislative Changes That May Significantly Affect the Company's Activities:

There are none.

c) Information on Conflicts of Interest with Institutions Providing Investment Consultancy and Rating Services to the Company and Measures Taken to Prevent Such Conflicts:

There are none.

d) Information on Employees' Social Rights, Professional Training, and Other Company Activities Resulting in Social and Environmental Consequences:

Employees' participation in professional seminars is ensured, and they attend renewal training for the licenses they hold. In addition to the rights specified in the Labor Law, all employees are covered by private health insurance.

e) Information for Stakeholders:

After the end of the fiscal year, there are no matters of special importance that may affect the rights of shareholders, creditors, and other relevant persons and institutions. Written and verbal information requests from shareholders during the period, except for those considered trade secrets or not disclosed to the public, were fulfilled. All necessary information for the proper exercise of shareholders' rights is made available to shareholders through activity reports, financial statements, independent auditor reports, special situation disclosures, and responses to individual information requests. Information and disclosures that may affect the use of shareholders' rights are updated on the Company's website for the shareholders' use. The request for the appointment of a special auditor is not yet regulated as an individual right in the Company's articles of association, and no request for the appointment of a special auditor was received during the period.

f) Contact Information of the Investor Relations Department:

Investor Relations Manager: Türkan Eyibil

Phone: +90 216 557 57 90

Fax: +90 216 557 57 07

Email: turkan.eyibil@hedefholding.com

g) Information on Mutual Participation Exceeding 5% of Direct Shareholding in the Capital:

There are none.

h) Events After the Balance Sheet Date:

- All shares acquired within the buyback program initiated due to the earthquake centered in Kahramanmaraş on February 14, 2023, were sold on May 30, 2024. A profit of 3,687,564.02 TL was obtained from this sale.

- According to the KAP announcement made by the Company on April 26, 2024, it was decided to increase the registered capital ceiling specified in Article 6 of our articles of association to 10,000,000,000 TL for the next five years and to apply to the Capital Markets Board and the Ministry of Trade for necessary permits. The Capital Markets Board and the Ministry of Trade approved the increase of the registered capital ceiling to 10,000,000,000 TL for the years 2024-2028.

- Within the framework of the Company's growth targets and investment policies in the financial sector, a contract was signed on August 18, 2022, to participate in Vepara Elektronik Para ve Ödeme Hizmetleri A.Ş. ("Vepara") through share transfer to provide electronic money and payment services in Turkey. Applications for share transfer permits were made to the CBRT on September 22, 2022, and the Competition Board on September 30, 2022. Upon Vepara's decision to increase its capital from 65,000,000 TL to 90,000,000 TL at the General Assembly meeting held on May 10, 2024, an additional agreement (Supplemental Agreement-2) was signed to maintain the participation rate due to the increased capital and to prevent disputes over the share transfer price between the Parties.

Accordingly, it was decided to pay an advance payment of 8,750,000 TL to Vepara's shareholder, Nedim Vural, as a share transfer advance, in addition to the contract and supplemental agreement price. The contract was signed, and the payment was made on May 20, 2024.

- The Company's Board of Directors decided to propose to the General Assembly that no profit distribution be made for the financial statements prepared for the 2023 activities, as there is no profit subject to distribution according to the financial statements prepared under the Capital Markets Law No. 6362, the Tax Procedure Law, and other relevant legislation, considering Article 14 of the Company's Articles of Association and the profit distribution policy.

- The ordinary general assembly meeting of the Company's subsidiary Hedef Portföy Yönetimi A.Ş. was held on May 3, 2024, and it was decided to distribute profits. In this context, a dividend payment of 17,553,999.44 TL will be made to Hedef Holding at a date to be determined by the board of directors of Hedef Portföy.

i) Sustainability Compliance Report

In accordance with the Capital Markets Board's decision dated June 23, 2022, and numbered 34/977, work on sustainability policies continues under the Corporate Governance Communiqué II-17.1. Our sustainability report is available on the Public Disclosure Platform and our company's website www.hedefholding.com.tr for the information of shareholders and the public.

11. STATEMENT OF COMPLIANCE WITH CORPORATE GOVERNANCE PRINCIPLES

Hedef Holding A.Ş. ("Company") aims to be a reliable and preferred institution by following changing market conditions, keeping risk at a minimum level, and ensuring maximum return. In this context, the Company has adopted the concepts of "equality," "transparency," "accountability," and "responsibility," which form the basis of corporate governance, and implements sustainability principles such as environmental protection, economic growth, and social development. The Company shows utmost care and effort to comply with the Capital Markets Law ("CML") and the secondary regulations and decisions of the Capital Markets Board ("CMB").

In this context, corporate governance mechanisms are operated within the Company in line with corporate governance studies. Full compliance has been achieved with the provisions that the CMB requires to be implemented mandatorily, and maximum care is taken to comply with voluntary principles not required by law. There has been no conflict of interest among stakeholders regarding these principles.

Details on the Company's compliance with corporate governance principles, as outlined in the annex to the Corporate Governance Communiqué, and explanations regarding non-compliance are included in the Corporate Governance Compliance Report ("URF") and Corporate Governance Information Form ("KYBF") and other relevant sections of the report for the fiscal period ending December 31, 2023. In the future, the Company will continue to work towards better operating mechanisms in line with these principles and improve its corporate governance practices, including voluntary principles that have not yet been implemented. Any changes in the URF or KYBF during the period will be disclosed as a special case. Our Corporate Governance Compliance Report is available on the Public Disclosure Platform (<https://www.kap.org.tr/tr/cgif/8acae2c4794d3648017a8bd7bc0103df>), and the relevant links are provided on our company website (www.hedefholding.com.tr) for the information of shareholders and the public.

Statement of Compliance
with Corporate Governance Principles of
HEDEF HOLDİNG A.Ş.

Hedef Holding A.Ş. ("Company") aims to minimize risk and ensure maximum return by following changing market conditions and aims to be a reliable and preferred institution within this framework. In this context, the Company has adopted the concepts of "equality," "transparency," "accountability," and "responsibility," which form the basis of corporate governance, and implements sustainability principles such as environmental protection, economic growth, and social development. The Company shows utmost care and effort to comply with the Capital Markets Law ("CML") and the secondary regulations and decisions of the Capital Markets Board ("CMB").

In this context, corporate governance mechanisms are operated within the Company in line with corporate governance studies. Full compliance has been achieved with the provisions that the CMB requires to be implemented mandatorily, and maximum care is taken to comply with voluntary principles not required by law. There has been no conflict of interest among stakeholders regarding these principles.