

KAFEIN YAZILIM HİZMETLERİ TİCARET ANONİM ŞİRKETİ COMMITTEE DUTIES AND OPERATING PRINCIPLES

The fields of activity, working principles and members of the committees are determined by the board of directors and disclosed to the public. All members of the Audit Committee and the chairmen of other committees are elected from among independent board members. Chief executive officer / general manager cannot take part in committees. The composition of these committees, their fields of duty, working principles and the members to be composed are determined by the board of directors and disclosed to the public in accordance with the Capital Market Corporate Governance Principles and the principles set out in the relevant legislation.

A. DUTIES AND WORKING PRINCIPLES OF THE EARLY DETERMINATION OF RISK COMMITTEE

The purpose of the Committee is to identify, define, prioritize, monitor and review strategic, financial, operational and risks and opportunities that may affect the activities of the company by calculating their effects and probabilities; To make suggestions and recommendations to the Board of Directors on the management of these risks and opportunities that may be exposed to, in parallel with the risk profile of the company, and their reporting and consideration in decision-making mechanisms. The Early Detection of Risk Committee convenes once every two months and presents the meeting results to the board of directors. Early Detection of Risk Committee;

- a) Establishes effective internal control systems in order to define, evaluate, monitor and manage the risk factors that may affect the achievement of the company targets, according to the effect and probability,
- b) Monitors the integration and effectiveness of risk management and internal control systems into the corporate structure of the company,
- c) Carries out studies on the risk management and internal control systems of the company to measure, report and use risk factors in decision-making mechanisms by observing appropriate controls,
- d) The Committee periodically reviews its working principles and, if necessary, submits the proposals for changes to the board of directors for approval.

B. CORPORATE GOVERNANCE COMMITTEE DUTIES AND WORKING PRINCIPLES

The corporate governance committee determines whether the corporate governance principles are applied in the company, if not, the reasons and conflicts of interest that arise due to not fully complying with these principles and advises the board of directors to improve corporate

governance practices and oversees the activities of the investor relations department. Corporate Governance Committee meetings are held at least once a year. Corporate Governance Committee,

- a) Ensures that the Corporate Governance Principles are developed, adopted, and applied within the company,
- b) Makes the annual corporate governance evaluation of the board of directors and submits it to the approval of the board of directors,
- c) Supervises the work of the shareholders and investor relations unit,
- d) It makes recommendations regarding the functioning, structure, and efficiency of the board of directors and its committees.

C. COMMITTEE RESPONSIBLE FOR AUDITING DUTIES AND WORKING PRINCIPLES

Audit Committee; Oversees the company's accounting system, disclosure of financial information to the public, independent audit, and the operation and efficiency of the company's internal control and internal audit system. The selection of the independent audit firm, the preparation of independent audit contracts and the initiation of the independent audit process, and the work of the independent audit firm at every stage are carried out under the supervision of the audit committee. Audit committee; It convenes at least every three months, at least four times a year, and the results of the meeting are recorded in the minutes and the decisions taken are presented to the board of directors. Audit Committee,

- a) Audits the accuracy, transparency, compliance of financial statements, footnotes and other financial information with the legislation and international accounting standards and notifies the Board of Directors in writing, taking the opinion of the independent audit board.
- b) Examines whether the independent audit committee and its employees are independent and their adequacy on behalf of the Board of Directors.
- c) Oversees the operation and efficiency of the company's accounting system, public disclosure of financial information, independent audit and internal control system of the company.
- d) Oversees the selection of the independent audit board, the preparation of audit contracts and the initiation of the independent audit process, and the work of the independent audit board at every stage.
- e) Determines the methods and criteria to be applied for the evaluation of internal and external complaints regarding the company's accounting, internal control system and independent audit within the framework of the confidentiality principle, examines and concludes the relevant notifications.

- f) Observes the compliance with legal regulations and internal regulations.
- g) Immediately notifies the Board of Directors in writing of its findings regarding its own duties and responsibilities, as well as its evaluations and suggestions on the subject.

D. NOMINATION COMMITTEE

The Nomination committee shall;

- a) Be in charge of forming a transparent system on determination, evaluation and training of the candidates suitable for the positions of the board of directors and executives and to determine policies and strategies with this regard,
- b) Regularly evaluate the structure and productivity of the board of directors and submit its advice to the board of directors regarding possible amendments in this respect.
- c) The nomination committee evaluates the candidate proposals for independent board memberships, including the ones coming from management and shareholders, by taking into account whether the candidate meets the independence criteria, and submits its evaluation to a report for the approval of the board of directors.

In case that a separate nomination committee cannot be established due to the structure of the board of directors, corporate governance committee shall fulfill the duties of that committees.

E. REMUNARATION COMMITTEE

The Remuneration committee shall;

- a) a) Be in charge of designations of the principles, criteria and implementations to be used in the remuneration of the members of the board of directors and the executives, considering the long-term targets of the corporation and supervision thereof,
- b) b) Submit its advice with respect to the remuneration of the board of directors and the executive managers, considering the achievement level to the criteria used in remuneration

In case that a separate remuneration committee cannot be established due to the structure of the board of directors, corporate governance committee shall fulfill the duties of that committees.



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Committees shall keep a record of all their work in writing. Committees shall convene in frequency as deemed necessary for the efficiency of their work and as stated in their working principles. Committees shall submit the information on their work and the reports comprising the meeting results to the board of directors.

All kinds of resources and support in order for the committees to fulfill their duties shall be provided by the board of directors. Committees may invite persons to the meetings who are deemed to be necessary to obtain their views. Committees may benefit from the opinions of the independent specialists on matters that they find necessary with regard to their activities. The fee of the consultancy services required by the committees shall be paid by the corporation. However in this case, information as to the person/institution that the service is purchased and as to whether this person/institution has any relation with the corporation shall be stated in the annual report.

CHANGE IN THE WORKING PRINCIPLES OF THE COMMITTEE

Suggestions for changes in these working principles are submitted to the Board of Directors by the Committee. The proposals prepared are put on the agenda at the first meeting of the Board of Directors.

EFFECTIVE DATE

These working principles and related changes and updates come into force with the decision of the Board of Directors.