

**INFORMATION DOCUMENT FOR THE EXTRAORDINARY GENERAL ASSEMBLY MEETING OF
KAFEIN YAZILIM HIZMETLERI TICARET ANONIM SirkETI**

Istanbul Directorate of Trade Registry
Trade Registration No: 563336

**CALL TO EXTRAORDINARY GENERAL ASSEMBLY MEETING BY
THE CHAIRMANSHIP OF THE BOARD OF MEMBERS OF
KAFEIN YAZILIM HIZMETLERI TICARET ANONIM SirkETI**

Extraordinary General Assembly Meeting of the Company will be held at **13:00 o'clock on 01.04.2024**, and in the Head Office situated at Cifte Havuzlar Mah. Eski Londra Asfalti Cad. Kulucka Mrk. A2 Blok No:151/1B Iç Kapi No: B01 Esenler Istanbul.

The shareholders may attend to the Extraordinary General Assembly in person or through their representatives and be present physically or using electronic media. Attendance on electronic media is possible provided that the shareholders or their representatives who attend by such means use electronic signature. Therefore, the shareholders who desire to take action with Electronic General Assembly System should register their contact information by signing up to e-Yatirimci (Yatirimci Bilgi Merkezi)¹ of Merkezi Kayit Kurulusu A.S. (MKK) and should have secure electronic or mobile signature. Otherwise, the shareholders or their representatives will not be able to attend to electronic General Assemblies.

Furthermore, the shareholders or their representatives who desire to attend to the General Assembly on electronic media should perform the liabilities in accordance with the provisions of "the Regulation on the General Assemblies of Joint Stock Companies to be Held Online (EGKS)" and "the Communiqué on the Online General Assembly System to be Implemented at the General Assemblies of Joint Stock Companies".

Shareholders who cannot attend to the General Assembly in person should draw their power of attorney according to the attached sample or obtain a power of attorney form from the head office or by navigating to www.kafein.com.tr. Such shareholders should also do the necessary as prescribed by "the Communiqué on Voting by Proxy and Proxy Solicitation" (Capital Markets Board, II-30.1), and attest the signature on the power of attorney form at a notary office or attach a signature declaration arranged at a notary office to such signed power of attorney form. Power of attorney submission is not necessary for the representatives who are assigned on Electronic General Assembly System by electronic means.

- Power of Attorney Sample is given under **ANNEX-1**.

Starting on the 21st day remaining for the General Assembly Meeting, the submitted General Assembly Meeting Attendance Procedure, Power of Attorney Form and the Statements Concerning the Agenda are offered to the examination of the shareholders at company headquarter or at www.kap.org.tr, Central Registry Agency's (MKK) Electronic General Assembly System or at www.kafein.com.tr.

As per article 29 of Capital Markets Law no. 6362, the shareholders will not be served separately with a registered mail for invitation to the General Assembly Meeting.

Kindly submitted to the shareholders.

Best Regards,

KAFEIN YAZILIM HIZMETLERI TICARET ANONIM SirkETI THE BOARD OF DIRECTORS

¹ e-Yatirimci: Yatirimci Bilgi Merkezi Registration Link: <https://eyatirimci.mkk.com.tr>

HEAD OFFICE (DIRECTORATE GENERAL) ADDRESS:

Cifte Havuzlar Mah. Eski Londra Asfaltı Cad. Kulucka Mrk. A2 Blok No:151/1B İç Kapi No: B01 Esenler
Istanbul

Tel: 0212 924 20 30

- The Agenda Items of the General Assembly Meeting are given under **ANNEX-2**.

ADDITIONAL STATEMENTS UNDER CMB REGULATIONS

As per “Corporate Governance Communiqué” (II-17.1) which was issued for compliance with Capital Markets Law no. 6362, the statements concerning agenda items have been given under the relevant agenda item below, and, in this regard, the general statements are offered in this section:

1. Partnership Structure and Voting Rights:

The issued capital of Kafein Yazılım Hizmetleri Ticaret A.S. consists of 19.750.000 shares with TRY 1.00 as the nominal value of each share.

As of the closing of the current period, the distribution of the issued capital of Kafein among the partners is as follows:

Shareholders	Group A	Group B	Group C	Total Capital Amount (TRY)	Capital Share (%)	Voting Right (%)
Ali Cem Kalyoncu	183.333	183.333	4.573.716	4.940.382	25,01	40,48
Public/Other			14.809.618	14.809.618	74,99	59,52
TOTAL	183.333	183.333	19.383.334	19.750.000	100,00	100,00

As specified under article 7 of the Articles of Association, the shares of the Company are classified under three groups as Group (A), (B) and (C) shares. Group (A) and (B) shares are registered shares and represent the special rights and privileges defined in the Articles of Association. Group (C) shares are bearer shares and are not furnished with special rights and privileges.

As specified in article 9 of the Articles of Association, each and every Group A and B shareholder has 15 (fifteen) voting rights except for board member elections while each and every Group C shareholder has 1 (one) voting right in the ordinary and extraordinary general assembly meetings.

During a capital increase, Group (A), (B) and (C) shares will be issued in proportion to the amount of Group (A), (B) and (C) shares, respectively, to represent the increased capital. In case of a capital increase where new shares are restricted, only Group C shares will be issued.

According to article 9 of the Articles of Association, 2 members are to be elected from among the Group A shareholders or the persons assigned by them while 1 member is to be elected from among the Group B shareholders or the person assigned by them in case the Board of Directors consists of 6 or 7 members. Similarly, 3 members are to be elected from among the Group A shareholders or the persons assigned by them while 1 member is to be elected from among the Group B shareholders or the person assigned by them in case the Board of Directors consists of 8 members.

One among the Group A shareholders or a person assigned by them takes office as the Chairman of the Board while one among the Group B shareholders or a person assigned by them serves as the Vice Chairman of the Board.

2. Information about the Management and Operational Changes of the Company or the Affiliates or Subsidiaries which May Significantly Affect the Operations of the Company

There are no managerial or operational changes of the Company which may significantly affect the operations of the Company.

Based on the decision of Board of Directors dated 31.01.2024 and numbered 2024/03, in order to provide additional savings and efficiency by simplifying affiliate structure, it has been decided to sell total of 765,000 share (%51) the company held in Intranet Yazılım A.Ş. for a total amount of TRY 1,500,000 to Prokon Net Bilişim Organizasyon Turizm Reklam İnşaat Ticaret Limited Şirketi.

At the meeting of our Company's Board of Directors dated 01.03.2024 and numbered 05, It has been decided to accept the resignation of Mr. İbrahim Semih Arslanoğlu which is submitted in accordance with the Article 4.3.6/g and 4.3.8 of the Corporate Governance Principles stated in the Capital Markets Board Corporate Governance Communiqué No. II-17.1 as his term of office as an independent member of the board of directors in our company has reached six years and to appoint Mr. Murat Kaan Guneri as an independent board member to the position vacated from Mr. İbrahim Semih Arslanoğlu due to his resignation and to be submitted for the approval of the first general assembly to be held according to Turkish Commercial Code Article 363.

3. Information about the Shareholders' Request Regarding the Inclusion of an Item in the Agenda as Regards to the Capital Markets Board (CMB) or other Public Institutions and Organizations

No such request has been conveyed for Extraordinary General Assembly Meeting.

STATEMENTS CONCERNING THE AGENDA ITEMS OF EXTRAORDINARY GENERAL ASSEMBLY MEETING

1. Opening and selection of the Chairman of the Meeting

As per "Turkish Code of Commerce (TTK) no. 6102", "the Regulation on the Principles and Procedures of the General Assembly Meetings of Joint Stock Companies and the Representatives from the Ministry to be Present at Such Meetings" ("the Regulation" or "the General Assembly Regulation") and article 7 of the Internal Directive of General Assembly, under the guidance of the person opening the meeting, a chairman and, if necessary, a vice chairman must be elected from among the proposed candidates who will be responsible for the management of the general assembly and who do not necessarily need to be shareholders. The chairman must elect at least one clerk and, if necessary, vote collectors in sufficient number. In addition, if the minutes clerk and the vote collector are not elected, their duties are carried out by the meeting chairman. Furthermore, the chairman may assign experts to do the technical works during meeting in case of general assemblies held on electronic media.

2. Approval of the election of Mr. Murat Kaan Güneri as an independent board member who was appointed instead of Mr. İbrahim Semih Arslanoğlu due to his term of office as a member of the board of directors has reached six years.

Pursuant to article 363 of the Turkish Commercial Code, if a membership becomes vacant for any reason, the board of directors elects a person who meets the legal requirements as a member of the board of directors temporarily and submits it to the approval of the first general assembly. The member elected in this way will serve until the general assembly meeting where it is submitted for approval and, if approved, completes the term of his predecessor.

At the meeting of our Company's Board of Directors dated 01.03.2024 and numbered 05, it has been decided to accept the resignation of Mr. İbrahim Semih Arslanoğlu which is submitted in accordance

with the Article 4.3.6/g and 4.3.8 of the Corporate Governance Principles stated in the Capital Markets Board Corporate Governance Communiqué No. II-17.1 as his term of office as an independent member of the board of directors in our company has reached six years and to appoint Mr. Murat Kaan Güneri as an independent board member to be submitted for the approval of the first general assembly to be held according to Turkish Commercial Code Article 363.

3. Election of members of the Board of Directors and determination of the term of duty.

Under the Law of Turkish Commercial Code numbered 6102 and item 362 titled "Term of Office", members of the Board of Directors are elected to serve for a maximum of three years. The same person may be re-elected, unless otherwise provided in the articles of association. Based on this issue, the election of the members of the board of directors will be made whose terms of office will expire on 12.04.2024. Within the scope of Article 9 of the Company's Articles of Association titled "Board of Directors and Its Term", the Board of Directors members are elected for three years.

Structure of Board of Directors, Resumes, and Declarations of Independence are as follows:

BOARD OF DIRECTORS		
Full Name	Role	Current External Assignments
Ali Cem Kalyoncu	Board Chairman	· Netsite İletişim ve Elektronik Sistemleri San. ve Tic. A.S. Managing Partner and Vice Chairman · Karmasis Bilisim Cozumleri Tic. A.S. Board Chairman
Neval Onen	Vice Chairwoman	Karmasis Bilisim Cozumleri Tic. A.S. Board Member
Hatice Sevim Oral	Board Member	-
Kenan Subekci	Board Member	Birlik Insaat Otomotiv ve Bilisim Hizm. , Controlling Shareholder
Murat Kaan Güneri ²	Independent Board Member	· AltoPartners C.V. Turkey Managing Partnership · MKG ve Ortakları İnsan Kaynakları Danışmanlığı Hizmetleri A.Ş. Chairman of the Board · İstanbul Golf İhtisas Spor Kulübü İktisadi İşletmesi Audit Committee Member
Murat Ethem Sümer	Independent Board Member	Escar Filo Kiralama Hizmetleri A.Ş. Financial Affairs Director

RESUMEES:

Ali Cem Kalyoncu (Board Chairman - Director General): Ali Cem Kalyoncu was born in 1960 and is an alumnus of the Electronics Engineering department, Istanbul Technical University. Later, he got his master's degree from the Autocontrol and Computers department Istanbul Technical University Institute of Science. As part of his professional career, he took office in Nixdorf A.S. as a Service Engineer, Digital Equipment Türkiye A.S. as Service Manager, and Datapro A.S. as a Director General and Managing Partner. Ali Cem Kalyoncu holds office as the Board Chairman and Director General of Kafein Yazılım Hizmetleri Ticaret A.S.

Neval Onen (Vice Chairwoman of the Board - HR & Administrative Affairs Manager): In 1989, Neval Onen started her professional career as a part-time sales representative in Danışman Bilgisayar. Later, she also served as an Administrative Affairs Officer under the same company. In 1994, she was employed by 4K Bilgi İşlem as a Sales Representative where, in 1997, she held office in the Oem Department as the Sales Manager. In 2000, she started to serve as the IT Sales Manager in Genpa. Subsequently, she started to work under the project sales department of Datapro A.S. in 2002. In 2003, she was assigned by Datapro as the Sales and Customer Services Manager responsible for the relations with IBM, Fujitsu Siemens, Kodak, Oki, Epso and HP companies. She holds office under Kafein Yazılım Hizmetleri Ticaret A.S. since 2008, and currently serves as the Vice Chairwoman and HR & Administrative Affairs Manager of the Company.

² He was appointed to replace İbrahim Semih Arslanoğlu on 01.03.2024.

Hatice Sevim Oral (Board Member - Accounting Manager): Hatice Sevim Oral was born on 22.12.1964, in Malatya. She graduated from Malatya Trade Vocational School in 1981, School of Economics and Administrative Sciences of Inonu University in 1982 and Business Administration Department (Open Education Faculty) of Anadolu University in 2019. She served as a Chief Accountant under Onur air - TK Air between 1992 and 1994; Financial Affairs Manager under Akdeniz Airlines between 1995 and 1996; Internal Auditor under Cenajans Grey Reklamcilik A.S. between 1997 and 1999; Specialist Accountant under the Banks Association of Turkey between 1999 and 2002; and Assistant Accounting Manager under Datapro A.S. Between 2005 and 2008. Since 2008, she has held office as the Accounting Manager of Kafein Yazilim Hizmetleri Ticaret A.S.

Kenan Subekci (Board Member - IT, Administrative Affairs and Purchasing Manager): Kenan Subekci was born in 1979. Subekci graduated from the Department of Electronics of Abant İzzet Baysal University and the Department of Labour Economics and Industrial Relations of Anadolu University. He took office in Datapro A.S. as a Broad Service Officer, and in Probil A.S. as a Team Leader and Project Officer. Kenan Subekci currently holds office as the Board Member and IT, Administrative Affairs and Purchasing Manager of Kafein Yazilim Hizmetleri Ticaret A.S

Murat Ethem Sümer (Independent Board Member): He was born in 1964 in Ankara. He graduated from Galatasaray High School in 1984 and from Marmara University, Business Administration Department in 1989. After graduating from university, he worked in the tourism sector and Cankurtaran Holding for a while. In 1992, He started to work as a Financial Analyst in the Digital Equipment Turkey A.S. and participated in the International Education Program, equivalent to an MBA, at the Digital Management Institute between 1995-1998 during his tenure. After working at the head office in England for one year, he worked as the Turkey Country Finance and Administrative Affairs Manager of the same company. He continued his career as CFO at Vestel Companies Group Information Technologies department, Universal Music Group Turkey and T-Systems Turkey, respectively. After working as Business Operation Lead in Microsoft Turkey C&O unit, he has been working as CFO at Escar Filo Kiralama Hizmetleri A.S. He is fluent in English and French.

Murat Kaan Güneri (Independent Board Member): Murat Kaan Guneri earned his BSc in Psychology, Bogazici University, Istanbul. He started his early career in İktisat Bank and continued at Digital Equipment Corporation (DEC) where he carried the responsibility for the Human Resources and Organization Country Manager position as well as that for the Quality Management function. Since 1996, he has been the founding partner of three different consultancy companies in the field of human resources in Turkey and has worked actively. He is currently the country managing partner of AltoPartners C.V. consultancy firm, the Chairman of the Board of MKG ve Ortakları İnsan Kaynakları Danışmanlığı Hizmetleri A.Ş., and Member of the Audit Committee at İstanbul Golf İhtisas Spor Kulübü İktisadi İşletmesi.

STATEMENT OF INDEPENDENCE

I hereby declare that I am a candidate to serve as an “independent member” at the board of Kafein Yazılım Hizmetleri Ticaret Anonim Şirketi (the Company) within the scope of the articles of association and the Corporate Governance Principles annexed to the Capital Market Board. Within this scope, I declare that ;

- a) I, myself, my spouse, and my blood and relative by marriage up to the second degree have not been in the company's management control or partnerships in which it has significant influence, and the company's management control in a managerial position where important duties and responsibilities will be raised between the partners in the last five years; there is no employment relationship, 5% or more of the capital or voting rights are not directly or indirectly owned, no significant commercial relationship has been established,
- b) I have not worked or become a member of the Managing Board in companies that manage the division and that perform the audit of the company (including tax audit, legal audit, business audit), its rating and

consultancy and the companies that, have been able to complete the company's activities and organization within the framework of the agreements made or to a certain extend in the last five years,

c) I have no partnership (5% or more), no direct or indirect caller or a member of the Managing Board in any of the companies that provide significant services and funds to the company in the last five years,

d) I do not have a share in the capital of the company, and I have the professional education, knowledge, and experience to properly fulfil the duties I will be assigned due to being a member of the independent managing board,

e) I am not employed full-time in public institutions and organizations as of now,

f) I am deemed to have settled in Turkey according to the Income Tax Law,

g) I will make positive contributions to the activities of the company, I will protect my impartiality in the conflicts of interest between the company shareholders, and I will decide freely by taking into account the rights of the stakeholders,

h) I will spare time for company affairs to the extent that I can follow the operation of the company's activities and fully fulfil the requirements of the duties I have undertaken,

Signature: Murat Ethem Sümer

STATEMENT OF INDEPENDENCE

I hereby declare that I am a candidate to serve as an "independent member" at the board of Kafein Yazılım Hizmetleri Ticaret Anonim Şirketi (the Company) within the scope of the articles of association and the Corporate Governance Principles annexed to the Capital Market Board. Within this scope, I declare that;

a) I, myself, my spouse, and my blood and relative by marriage up to the second degree have not been in the company's management control or partnerships in which it has significant influence, and the company's management control in a managerial position where important duties and responsibilities will be raised between the partners in the last five years; there is no employment relationship, 5% or more of the capital or voting rights are not directly or indirectly owned, no significant commercial relationship has been established,

b) I have not worked or become a member of the Managing Board in companies that manage the division and that perform the audit of the company (including tax audit, legal audit, business audit), its rating and consultancy and the companies that, have been able to complete the company's activities and organization within the framework of the agreements made or to a certain extend in the last five years,

c) I have no partnership (5% or more), no direct or indirect caller or a member of the Managing Board in any of the companies that provide significant services and funds to the company in the last five years,

d) I do not have a share in the capital of the company, and I have the professional education, knowledge, and experience to properly fulfil the duties I will be assigned due to being a member of the independent managing board,

e) I am not employed full-time in public institutions and organizations as of now,

f) I am deemed to have settled in Turkey according to the Income Tax Law,

g) I will make positive contributions to the activities of the company, I will protect my impartiality in the conflicts of interest between the company shareholders, and I will decide freely by taking into account the rights of the stakeholders,

h) I will spare time for company affairs to the extent that I can follow the operation of the company's activities and fully fulfil the requirements of the duties I have undertaken,

Signature: Murat Kaan Güneri

4. The determination of the monthly wages to the Members of the Board of Directors

According to article 4.6.2. of the annex to the Corporate Governance Communiqué (II-17.1) by the Capital Markets Board, the principles of the wages granted to the members of the Board of Directors and other persons with administrative responsibility must be available in written and be offered to the shareholders during general assembly meetings as a separate item so as to allow the shareholders to

present their opinion. The wage policy issued to this end is to be published on the website of a company. As part of the Wage Policy, the amount of the monthly payments to the members of the board of directors for the current year will be determined by the shareholders.

The Remuneration committee shall 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. To be submitted to the General Assembly, the committee submitted its suggestion under the committee decision dated 19.02.2024 and numbered 02 to be paid a monthly attendance fee of TRY 30,000 to the Chairman and Independent Members; TRY 20,000 to the Deputy Chairwoman and TRY 15,000 to the Members of the Board of Directors for the year 2024.

5. The assignment of Independent Auditor Company for 2024 as per Turkish Code of Commerce and the regulations of the Capital Markets Board

In accordance with the regulations of Turkish Code of Commerce and the Capital Markets Board, the Board of Directors will take the opinion of the Audit Committee, and an independent auditor company will be assigned to audit the financial statements of the Company for 2024 and perform the other works prescribed by the foregoing laws and regulations.

In the decision of the Board of Directors dated 01.03.2024 and numbered 04, in accordance with the principles of the Capital Market Legislation and other relevant legislation provisions and in line with the opinion of the Audit Committee, it has been decided to appoint "PwC Bağımsız Denetim ve Serbest Muhasebeci Mali Müşavirlik Anonim Şirketi" which is located in Kılıçlı Paşa Mah. Meclis-i Mebusan Cad. No:8 İç Kapı No:301 Beyoğlu/İstanbul, registered in Istanbul Trade Registry Office with Trade Registry Number 201465, registered in Boğaziçi Corporate Tax Office with Tax Identification Number 1460022405 and Mersis Number 0-1460-0224-0500015, to audit the financial statements of the company for the year of 2024 and to submit this election to the approval of the General Assembly.

6. The approval of the Information Policy.

Information Policy which is prepared in accordance with CMB Corporate Governance Principles Article 2.1.1 and by the decision of our Company's Board of Directors dated 28.05.2018 and numbered 2018/20, will be submitted to the approval of the general assembly. The Information Policy is submitted for the information of shareholders in company's headquarter, on KAP (Public Disclosure Platform) (<https://www.kap.org.tr/tr/Bildirim/685827>), and on the company's website.

7. Approval of the Internal Directive on Working Principles and Procedures of the Company's General Assembly

With the decision of the Board of Directors of the company dated 28.07.2023 and numbered 14, it has been decided to amend the "Kafein Yazılım Hizmetleri Tic. A.Ş. Internal Directive on the Working Principles and Procedures of the General Assembly" which is prepared in accordance with the provisions of the Regulation on the Procedures and Principles of the General Assembly Meetings of Joint Stock Companies and the Ministry Representatives to be present at these Meetings, Turkish Commercial Code, Capital Markets Law and Company Articles of Association and submit it to the approval of the shareholders at the first General Assembly meeting to be held. The said directive has been submitted to the information of our shareholders on KAP (Public Disclosure Platform) (<https://www.kap.org.tr/en/Bildirim/1176677>)

ANNEXES

ANNEX-1: Power of Attorney

ANNEX-2: Agenda

ANNEX-3: Information Policy

ANNEX-4: Internal Directive of General Assembly

ANNEX-1: Power of Attorney

**POWER OF ATTORNEY
TO THE CHAIRMANSHIP OF THE BOARD OF DIRECTORS
OF KAFEIN YAZILIM HIZMETLERİ TICARET ANONİM ŞİRKETİ**

I hereby assign, whose details are given below, to represent, vote, make proposal and sign the necessary papers on behalf of and according to the opinions given below by me during the Extraordinary General Assembly Meeting to be held at **13:00 o'clock on 01.04.2024**, at the Head Office of Kafein Yazılım Hizmetleri Ticaret A.Ş. which is situated at Çifte Havuzlar Mah. Eski Londra Asfaltı Cad. Kuluçka Mrk. A2 Blok No:151/1B İç Kapı No: B01 Esenler İstanbul.

The Proxy(*);

Full Name/Trade Name:

Turkish ID No/Tax No, Trade Registry Office and No, MERSIS No:

(*) For foreigner proxies, the equivalent of the foregoing information must be provided, if available.

A) SCOPE OF THE REPRESENTATIVE AUTHORITY

The scope of the representative authority must be indicated by choosing one of the (a), (b) and (c) options for the following sections 1 and 2.

1. Concerning the Items on the Agenda of the General Assembly;

a) The Proxy is authorized to vote according to his/her own opinion.

b) The Proxy is authorized to vote according to the recommendations by the management of the partnership.

c) The Proxy is authorized to vote according to the instructions given in the below table.

Instructions: In case the shareholder chooses the option (c), the instructions for a relevant agenda item are practiced by choosing one of the options (affirmative or dissentive) corresponding to such item and, if the dissentive option is chosen, the dissenting opinion required to be specified on the general assembly report must be indicated.

Agenda Items	Affirmative	Dissentive	Dissenting Opinion
1. Opening and selection of the Chairmanship of the Meeting			
2. Approval of the election of Mr. Murat Kaan Güneri as an independent board member who was appointed instead of Mr. İbrahim Semih Arslanoğlu due to his term of office as a member of the board of directors has reached six years.			
3. Election of members of the Board of Directors and determination of their term of office			
4. The determination of the monthly wages to the Members of the Board of Directors			
5. The assignment of Independent Auditor Company for 2024 as per Turkish Code of Commerce and the regulations of the Capital Markets Board			
6. The approval of the Information Policy.			
7. Approval of the Internal Directive on Working Principles and Procedures of the Company's General Assembly			

2. Special instructions for the other issues which may come to the agenda and, in particular, for the execution of minority rights:

a) The Proxy is authorized to vote according to his/her own opinion.

b) The Proxy is not authorized for these issues.

c) The Proxy is authorized to vote according to the special instructions given below.

SPECIAL INSTRUCTIONS; Special instructions to be given by the shareholder must be indicated in this

section, if any.

B) By choosing one of the following, the shareholder must indicate the shares he/she desires to be represented by proxy.

1. I agree to the representation by proxy of the shares detailed below.

a) Issue and serial:*

b) No/Group:**

c) Nominal value per share:

d) Privilege status:

e) Registered or Bearer status:*

f) Ratio to the total amount of shares/voting rights of the shareholder:

**The foregoing is not required for the recorded shares.*

***For the recorded shares, group information is required, if any, instead of number.*

2. I hereby agree to the representation of all the shares that belong to me which are included in the list issued by MKK one day before the general assembly meeting showing the shareholders who may attend to the general assembly.

FULL NAME or TRADE NAME OF THE SHAREHOLDER(*):

Turkish ID No/Tax No, Trade Registry Office and No, MERSIS No:

Address:

() For foreigner shareholders, the equivalent of the foregoing information must be provided, if available.*

SIGNATURE

ANNEX-2: Agenda

**EXTRAORDINARY GENERAL ASSEMBLY AGENDA OF
KAFEIN YAZILIM HIZMETLERİ TICARET ANONİM SİRKETİ**

1. Opening and selection of the Chairmanship of the Meeting
2. Approval of the election of Mr. Murat Kaan Güneri as an independent board member who was appointed instead of Mr. İbrahim Semih Arslanoğlu due to his term of office as a member of the board of directors has reached six years
3. Election of members of the Board of Directors and determination of their term of office
4. The determination of the monthly wages to the Members of the Board of Directors
5. The assignment of Independent Auditor Company for 2024 as per Turkish Code of Commerce and the regulations of the Capital Markets Board
6. The approval of the Information Policy
7. Approval of the Internal Directive on Working Principles and Procedures of the Company's General Assembly

KAFEİN YAZILIM HİZMETLERİ TİCARET A.Ş.

INFORMATION POLICY

1. PURPOSE

The Information Policy of Kafein Yazılım Hizmetleri Ticaret A.Ş. (Kafein) is prepared in order to present to the public in an accurate, timely, complete, comprehensible, understandable, equitable and easily accessible manner the information that is not covered by the scope of trade secrets, in a way to assist shareholders and stakeholders in making decisions Kafein's actual past performance, future plans and expectations, strategy and target developments, shareholders, by considering the balance between Kafein's transparency and the protection of its interests.

In case of any change within the scope of the Information Policy, which will be announced through the Company's website, it will be submitted to the public through the same channel.

2. SCOPE

The Information Disclosure Policy covers which developments and information will be disclosed to the public, how often and through which channels, in addition to the information specified by the legislation.

3. AUTHORITY AND RESPONSIBILITY

Public disclosure within the Company and the monitoring, supervision and development of the Information Policy are under the authority and responsibility of the Company's Board of Directors.

Disclosure of issues other than the information specified by the legislation:

Members of the Board of Directors are authorized to inform the public about strategies, plans and expectations, evaluation of past performance, sharing of goals and vision and other issues.

4. PUBLIC DISCLOSURE PRINCIPLES AND MEANS

The information policy is realized through the following means.

- Material event disclosures and other notifications announced through the Public Disclosure Platform (www.kap.org.tr) ("KAP"),
- Financial statements and related footnotes, independent audit reports, annual reports and statements of responsibility periodically disclosed through KAP,
- Corporate website (<http://www.kafein.com.tr>),
- Announcements and notices made through the Trade Registry Gazette and daily newspapers,
- Press releases, press releases and announcements made through written and visual media,
- Communication means such as electronic mail etc,
- Telephone, Fax etc.

5. SPECIAL CIRCUMSTANCES DISCLOSURE

The information to be disclosed to the public in accordance with the Communiqué on Special Circumstances No. II-15.1 prepared within the scope of compliance with the regulations in the Capital Markets Law No. 6362 (Law) is made on the KAP by using the relevant form on the KAP. Unless otherwise stated in the Communiqué on Special Circumstances numbered II-15.1, it is essential to make the disclosures immediately. In the statement to be made, it is declared that the disclosure is in compliance with the principles set forth in the Communiqué, that it fully reflects the information received by the issuer in this regard, that the information is in compliance with the books, records and documents of the issuer, that all necessary efforts have been made to obtain complete and accurate information on the subject and that the issuer is responsible for these disclosures.

Disclosures of special circumstances are available on our Company's website and at www.kap.org.tr. All measures to ensure the confidentiality of special circumstances until they are disclosed to the public are taken by the Board of Directors and the Investor Relations Unit.

6. WEBSITE

The Company uses its website, which contains the information and data required by corporate governance principles and regulatory authorities, for disclosure and public disclosure.

The website contains information on general introduction, contact information, shareholding structure, trade registry information, articles of association, special circumstances disclosure, sample power of attorney, information on board members, periodical financial statements and annual reports, corporate governance principles compliance report, dividend distribution policy, information policy of Kafein Yazılım Hizmetleri Ticaret A.Ş. Utmost care is taken to keep the website constantly updated.

7. PUBLIC DISCLOSURE OF FINANCIAL STATEMENTS

Kafein's annual and interim financial statements and related footnotes are prepared in accordance with Turkish Accounting Standards and Turkish Financial Reporting Standards determined in accordance with the Turkish Commercial Code, Capital Markets Law and the regulations put into effect within this scope and disclosed to the public via KAP within the periods specified in the Capital Markets Board regulations and following the approval of the Board of Directors in accordance with the procedure specified therein.

Publicly disclosed financial statements and related footnotes are published under a separate heading on the Kafein investor relations website no later than the business day following the disclosure. The said financial statements and footnotes shall be available on Kafein's website for five years. The necessary information that shareholders may need regarding the financial statements and related footnotes are available on Kafein's website and updated regularly. All applications and questions made by shareholders are answered by phone or e-mail without any discrimination.

8. PUBLIC DISCLOSURE OF THE ANNUAL REPORT

Kafein's annual and interim activity reports are prepared in accordance with the Turkish Commercial Code, Capital Markets Law Capital Markets Board Corporate Governance Principles and other regulations put into effect within this scope and disclosed to the public through KAP following the approval of the Board of Directors in line with the periods and procedures specified in the relevant regulations.

Annual reports disclosed to the public are published under a separate heading on the Kafein's website no later than the business day following the disclosure. These annual reports are available on the Kafein's website for five years.

9. ANNOUNCEMENTS FROM TURKISH TRADE REGISTRY GAZETTE

The Agenda of the General Assembly Meeting, Proxy Forms, General Assembly Meeting Resolutions and any amendments to the Articles of Association including Capital Increase are announced to the public through the Trade Registry Gazette.

10. NEWS AND RUMORS IN THE MEDIA AND SIMILAR COMMUNICATION CHANNELS

News and rumors in the market in written, visual or audio media organs and/or on the internet are followed up by keeping up to date with the market.

In principle, Kafein does not express any opinion on unfounded news, market rumors and speculations not originating from Kafein.

In case of existence of news and rumors about Kafein, which may affect the investment decisions of investors or the price of capital market instruments and which are not originated by persons authorized to represent Kafein, a special circumstances disclosure is made within the framework of capital markets legislation regarding their accuracy and/or adequacy. However, Kafein may refrain from making any disclosure in cases where there is a decision to postpone the disclosure until the reasons for the postponement are eliminated.

In the event that the news or rumor in question is not material enough to be defined as inside information, the persons authorized to make public disclosures on behalf of Kafein do not express any opinion unless it is deemed necessary to make a statement on the subject.

11. DISCLOSURE OF EXPECTATIONS AND TARGETS

Kafein may disclose its future expectations from time to time within the framework of its Information Policy. In the written documents in which Kafein discloses its expectations for the future, it is clearly stated that possible risks, uncertainties and other factors may significantly differentiate actual results from expectations.

Forward-looking statements may be made only by persons authorized to make public disclosures and only by expressly stating the foregoing caveats or by referring to an existing and publicly available written document.

Future expectations in the disclosures shall be based on reasonable assumptions and estimates and shall be disclosed together with the reasons and data on which the estimates are based. Expectations may not contain baseless, exaggerated predictions; may not be misleading and shall be associated with Kafein's financial status and results of operations.

In the event that the expectations for the future and their bases are not realized or it is understood that they will not be realized, this situation is immediately disclosed to the public within the framework of the procedures specified in the Information Policy and the information in question is revised.

This Information Policy has entered into force with the decision of the Board of Directors dated 28.05.2018 and numbered 2018/20. In case any amendment is required in the Information Policy, the amendments become valid after the approval of the Board of Directors and are disclosed to the public on the Kafein's website. In addition, investors are informed about the amendment at the first General Assembly meeting to be held.

KAFEİN YAZILIM HİZMETLERİ TİCARET ANONİM ŞİRKETİ
INTERNAL DIRECTIVE ON THE WORKING PRINCIPLES AND PROCEDURES OF THE GENERAL ASSEMBLY

PART ONE
Purpose and Scope

Purpose, Scope, Basis, and Definitions

ARTICLE 1- (1) The purpose of this Internal Directive is to determine the working principles and procedures of the General Assembly of Kafein Yazılım Hizmetleri Ticaret Anonim Şirketi within the framework of the provisions of the Law, the relevant legislation, and the Articles of Association. This Internal Directive covers all ordinary and extraordinary general assembly meetings of Kafein Yazılım Hizmetleri Ticaret Anonim Şirketi.

Basis

ARTICLE 2- (1) This Internal Directive has been prepared by the Board of Directors in accordance with the provisions of the "Regulation on the Procedures and Principles of the General Assembly Meetings of Joint Stock Companies and the Ministry Representatives to be present at these Meetings".

Definitions

ARTICLE 3- (1) The following expressions in this Internal Directive shall have the following meanings:

- a) Session: Refers to a one-day meeting of the general assembly.
- b) Law: Refers to the Turkish Commercial Code dated 13/1/2011 and numbered 6102.
- c) Session: Refers to each part of each meeting that is interrupted for rest, meal break and similar reasons.
- d) Meeting: Refers to ordinary and extraordinary general assembly meetings.
- e) Meeting Presidency: Refers to the board consisting of the chairman of the meeting elected by the general assembly to manage the meeting in accordance with the first paragraph of Article 419 of the Law, the deputy chairman of the meeting elected by the general assembly when necessary, the minutes clerk designated by the chairman of the meeting and the vote collector if deemed necessary by the chairman of the meeting.
- f) Law: Refers to the Turkish Commercial Code dated 13/1/2011 and numbered 6102.
- g) Ministry: Refers to the Ministry of Trade.

PART TWO
Working Principles and Procedures of the General Assembly

Provisions to be complied with

ARTICLE 4- (1) The meeting shall be held in accordance with the provisions of the Law, the relevant legislation and the Articles of Association regarding the General Assembly.

Entrance to the meeting place and preparations

ARTICLE 5 - (1) Shareholders registered in the list of attendees prepared by the Board of Directors or their representatives, members of the Board of Directors, auditor, if any, representative of the Ministry, if appointed, and persons to be elected or appointed as the chairman of the meeting may enter the meeting place. If permitted by the Meeting Chairmanship, other executives and employees of the Company, audio and video recording technicians, members of the press and other persons to be authorized by the Meeting Chairmanship may also enter the meeting place. On the other hand, the entry of audio and video recording technicians into the meeting place for audio and/or video recordings required to be made pursuant to the relevant legislation is not subject to the permission of the Meeting Chairmanship.

(2) In order to enter the meeting place, the real person shareholders and the representatives appointed through the electronic general assembly system established pursuant to Article 1527 of the Law must show their identity cards, the representatives of the real person shareholders must show their identity cards together with their representation documents, and the representatives of the legal entity shareholders must present their authorization documents and sign the places indicated for them in the list of those present. The said control procedures shall be performed by the board of directors or by one or more than one member of the board of directors appointed by the board of directors or by a person or persons appointed by the board of directors.

(3) The duties regarding the preparation of the meeting place to accommodate all shareholders and making the stationery, documents, tools and equipment to be needed during the meeting available at the meeting place shall be fulfilled by the board of directors. If authorized by the Meeting Chairmanship, the meeting may be audio and/or video

recorded. On the other hand, audio and/or video recordings required to be made pursuant to the relevant legislation are not subject to the permission of the Meeting Chairmanship.

(4) General Assembly meetings are open to the public, including stakeholders and the media, without the right to speak.

Opening of the meeting

ARTICLE 6 - (1) The meeting shall be opened by the chairman or vice-chairman of the board of directors or one of the members of the board of directors at the locations specified in Article 14 of the Articles of Association of the Company titled "General Assembly Meeting Place", at the time announced in advance (the provisions of the meeting without a call as specified in Article 416 of the Law are reserved), upon the determination by a minute that the quorums specified in Articles 418 and 421 of the Law have been met.

Establishment of the meeting chairmanship

ARTICLE 7- (1) Pursuant to Article 6 of these Internal Regulations, a chairman and, if deemed necessary, a vice-chairman shall be elected from among the proposed candidates, who shall be responsible for the management of the General Assembly and who need not be a shareholder.

(2) The chairman of the meeting shall constitute the presidency by appointing at least one secretary and, if deemed necessary, the vote collector. If no minute taker and vote collector are also elected, their duties shall be fulfilled by the chairman of the meeting. Experts may also be assigned by the chairman of the meeting for fulfillment of the technical operations in the Electronic General Assembly System at the time of the meeting.

(3) The chairman of the meeting is authorized to sign the minutes of the meeting and other documents forming the basis of these minutes.

(4) The chairman of the meeting shall act in accordance with the Law, articles of association and provisions of this Internal Directive while managing the general assembly meeting.

Duties and powers of the meeting chairmanship

ARTICLE 8 - (1) The chairmanship of the meeting, under the direction of the chairman, performs the following duties:

- a) To examine whether the meeting is held at the address indicated in the announcement and, if specified in the articles of association, whether the meeting place is in compliance therewith.
- b) To examine whether the General Assembly has been called for the meeting by means of an announcement published on the Company's website, Public Disclosure Platform and other places determined by the Capital Markets Board and in the Turkish Trade Registry Gazette, as specified in the articles of association, and whether this announcement has been made at least three weeks before the meeting date, excluding the announcement and meeting days, and to record this situation in the meeting minutes.
- c) To confirm whether following information is announced conspicuously in the corporate website of the corporation and at PDP, at least three weeks before the general assembly meeting excluding the days of announcement and the meeting, together with the documentation which shall be submitted to the shareholders for their examination as per Article 437 of the Turkish Commercial Code dated 13 January 2011 and numbered 6102 and with the notifications and explanations that the corporation shall make in accordance with the relevant legislation; (i) Total number of shares and voting rights reflecting the current corporate structure as of the date that the announcement and should the corporation have privileged shares, number of privileged shares and voting rights for each privileged share group and information on the feature of the privileges, (ii) Changes in the management and activities of the corporation and subsidiaries thereof that took place in the past accounting period or that are planned for future accounting periods, which may affect the activities of the corporation significantly and information on the reasons for such changes, (iii) In case the general assembly meeting agenda includes dismissal, change or election of board of directors members, the grounds for their dismissal and change and with respect to the persons whose candidacy has been declared to the corporation; their curricula vitae, duties that they have conducted in the last ten years and reasons for their resignation, feature and materiality level of their relation with the corporation and its related parties, whether they are independent or not, and information on similar issues which may affect the activities of the corporation should these persons are elected as members of board of directors. (iv) Written requests of shareholders submitted to the Investor Relations Department for inclusion of an item into the agenda and should the board of directors have not accepted the proposals, such proposals which have not been accepted and grounds for their refusal. (v) In case the agenda includes amendment of articles of association, relevant resolution of the board of directors and former and new versions of the articles of association.
- d) To check whether those who are not authorized to enter the meeting place have entered the meeting and whether the duties stipulated in the second paragraph of Article 5 of this Internal Directive regarding entry to the meeting place have been fulfilled by the board of directors.

- e) To examine whether all shareholders or their representatives are present in case the General Assembly convenes without a call pursuant to Article 46 of the Law, whether there is any objection to convening the meeting in this manner and whether the quorum is maintained until the end of the meeting.
- f) To examine the articles of association including the amendments, if any, the share ledger, annual activity report of the board of directors, auditors' reports, financial statements, the agenda, the draft amendment prepared by the board of directors if there is an amendment to the articles of association on the agenda, and if the amendment to the articles of association is subject to the permission of the Ministry of Trade, the letter of permission received from the Ministry and the attached draft amendment, To determine whether the list of attendees issued by the board of directors, the adjournment minutes of the previous meeting if the general assembly is called to meeting upon adjournment, and other necessary documents related to the meeting are present at the meeting place in full and to state this situation in the meeting minutes.
- g) To check the identity of those attending the General Assembly in person or by proxy by signing the list of attendees upon objection or necessity and to check the accuracy of the representation documents.
- h) To determine whether the managing directors and at least one member of the board of directors and the auditor in companies subject to audit are present at the meeting and to indicate this situation in the meeting minutes.
- i) To manage the activities of the General Assembly within the framework of the agenda, to prevent any deviation from the agenda except for the exceptions specified in the Law, to ensure the order of the meeting, and to take necessary measures for these purposes.
- j) To open and close the meetings and sessions and close the meeting.
- k) To read or have read to the General Assembly the resolutions, draft resolutions, minutes, reports, reports, proposals and similar documents related to the matters under discussion and to give the floor to those who wish to speak about them.
- l) To conduct voting on the decisions to be taken by the General Assembly and to report the results.
- m) To observe whether the minimum quorum for the meeting is maintained at the beginning, during and at the end of the meeting and whether the decisions are taken in accordance with the quorums stipulated in the Law and the articles of association.
- n) To prevent those who are deprived of voting rights pursuant to Article 436 of the Law from voting in the decisions specified in the aforementioned article, and to observe all kinds of restrictions imposed on voting rights and privileged voting in accordance with the Law and the articles of association.
- o) To postpone the discussion of the financial statements and related matters upon the request of the shareholders holding one twentieth of the capital to be discussed at the meeting to be held one month later without the need for the General Assembly to adopt a resolution in this regard.
- p) To ensure that the minutes of the General Assembly activities are prepared, to record the objections in the minutes, to sign the decisions and minutes, to indicate the votes cast in favor and against the decisions taken at the meeting in the minutes of the meeting in a way that leaves no room for any doubt.
- q) To deliver the minutes of the meeting, the annual activity report of the board of directors, auditor reports in companies subject to audit, financial statements, list of attendees, agenda, motions, voting papers and minutes of elections, if any, and all documents related to the meeting to one of the board members present at the end of the meeting with a minute.

Procedures to be carried out before the discussion of the agenda

ARTICLE 9 - (1) The chairman of the meeting reads or has the agenda of the meeting read to the general assembly. The chairman shall ask whether there is a proposal for a change in the order of discussion of the agenda items, and if there is a proposal, this shall be submitted to the approval of the general assembly. The order of discussion of the agenda items may be changed by the decision of the majority of the votes present at the meeting.

Agenda and discussion of agenda items

ARTICLE 10 - (1) The following issues must be included in the agenda of the Ordinary General Assembly:

- a) Opening and establishment of the meeting chairmanship
- b) Discussion of the annual report of the Board of Directors, auditor's reports, and financial statements in companies subject to audit
- c) Release of the members of the board of directors and auditors, if any.
- d) Election of the members of the board of directors whose term of office has expired and of the auditor in companies subject to audit.
- e) Determination of the remuneration of the members of the board of directors and their rights such as attendance fees, bonuses, and premiums.

- f) Determination of the utilization and distribution of profits and dividend rates.
 - g) Discussion of amendments to the articles of association, if any.
 - h) Other issues deemed necessary.
- (2) The agenda of the extraordinary general assembly meeting shall consist of the reasons requiring the convening of the meeting.
- (3) Aside from the exceptions listed below, items not on the meeting agenda cannot be discussed or resolved:
- a) If all shareholders are present, an item may be added to the agenda by unanimous vote.
 - b) Pursuant to Article 438 of the Law, the special audit request of any shareholder shall be resolved by the general assembly regardless of whether it is included in the agenda or not.
 - c) The dismissal of the members of the Board of Directors and the election of new members shall be deemed to be related to the discussion of the year-end financial statements and shall be discussed and resolved directly upon request, regardless of whether there is an item on the agenda or not.
 - d) Even if there is no item on the agenda, in the presence of justified reasons such as corruption, incompetence, breach of the obligation of loyalty, difficulty in the performance of duties due to membership in many companies, incompatibility, abuse of influence, the dismissal of the members of the board of directors and the election of new ones shall be included in the agenda by a majority vote of those present at the general assembly.
 - e) Matters that the Capital Markets Board wants to be discussed or announced to the shareholders are included in the agenda of the general assembly without complying with the principle of adherence to the agenda.
- (4) An agenda item that has already been discussed and resolved in the General Assembly cannot be discussed and resolved again unless it is decided unanimously by those present.
- (5) The topics specified by the Ministry to be discussed at the company's general assembly shall be included on the agenda as a result of the audit or for any other reason.
- (6) The agenda shall be determined by the convener of the general assembly meeting.

Taking the floor at the meeting

ARTICLE 11 - (1) Shareholders or other interested persons who wish to take the floor on the agenda item under discussion shall notify the chairmanship of the meeting. The chairmanship shall announce the persons who will take the floor to the general assembly and shall give the floor to these persons according to the order of application. If the person whose turn it is to speak is not present at the meeting place, he/she loses his/her right to speak. Speeches shall be addressed to the general assembly from the place reserved for this purpose. Persons may change their turn to speak among themselves. In the event that the speaking time is limited, a person whose turn has come and whose speech has been made may continue his/her speech when his/her speaking time has expired, only if the first person to speak after him/her has given the right to speak, provided that he/she completes his/her speech within that person's speaking time. Otherwise, the speaking time may not be extended.

(2) The chairman of the meeting may give the floor to the members of the board of directors and the auditor who wish to make a statement on the matters discussed, regardless of the order.

(3) The duration of the speeches shall be decided by the general assembly upon the proposal of the chairman or the shareholders, depending on the intensity of the agenda, the number and importance of the matters to be discussed and the number of those who wish to take the floor. In such cases, the general assembly shall first decide whether the time limit for speeches should be limited or not and then decide on the duration of speeches by separate votes.

(4) Pursuant to Article 1527 of the Law, the procedures and principles set forth in the aforementioned article and sub-regulations shall be applied with respect to the submission of opinions and proposals by the shareholders or their representatives who attend the general assembly electronically.

Voting and voting procedure

ARTICLE 12 - (1) Before voting begins, the chairman of the meeting shall explain the matter to be voted on to the general assembly. If a draft resolution is to be voted on, the voting shall commence after it has been determined in writing and read out. Only after it has been announced that the voting will proceed, a procedural question may be asked. In the meantime, if there is a shareholder who has not been given the floor despite his/her request, he/she shall exercise his/her right to speak, provided that he/she is reminded and verified by the Chairman. No speech shall be given after the voting is started.

(2) Votes on the issues discussed at the meeting are normally cast by raising hands. However, upon the request of the shareholders who own the shares representing at least one tenth of the capital, secret and written voting can be applied. These votes shall be counted by the chairmanship of the meeting. When necessary, the chairmanship may assign a sufficient number of persons to assist in the counting of votes. Those who do not raise their hands, stand up or make a declaration in any way shall be deemed to have voted "reject" and such votes shall be deemed to have been cast against the relevant resolution for the purposes of the evaluation.

(3) Pursuant to Article 1527 of the Law, the procedures and principles set forth in the aforementioned article and sub-regulations shall apply with respect to the voting of the shareholders or their representatives attending the general assembly meeting electronically.

Drafting the minutes of the meeting

ARTICLE 13- (1) The chairman of the meeting shall sign the list of attendees indicating the shareholders or their representatives, the shares held by them, their groups, numbers and nominal values, and shall ensure that the summary of the questions asked and answers given at the general assembly meeting, the resolutions adopted and the number of affirmative and negative votes cast for each resolution are clearly indicated in the minutes and that the minutes are prepared in accordance with the principles set forth in the Law and the relevant legislation.

(2) Minutes of the general assembly meetings shall be drawn up at the meeting place and during the meeting by typewriter, computer or handwritten by using an ink pen in a legible manner. In order for the minutes to be written on a computer, there must be a printer at the meeting place to enable printouts to be taken.

(3) The minutes shall be drawn up in at least two copies and each page of the minutes shall be signed by the chairman of the meeting and the representative of the Ministry, if he/she has attended the meeting.

(4) In the minutes; the trade name of the company, date and place of the meeting, total nominal value of the shares of the company and number of shares, total number of shares represented in person and by proxy at the meeting, name and surname of the Ministry representative, if he/she has attended, and date and number of the letter of appointment, if the meeting is held with announcement, how the invitation is made, if the meeting is held without announcement, this must be stated.

(5) The number of votes for the decisions taken at the meeting shall be indicated in the minutes in numerical and written form so as to leave no room for any doubt.

(6) The names, surnames, and reasons for dissent of those who voted against the decisions taken at the meeting and who wish to have this dissent recorded in the minutes shall be written in the minutes.

(7) In case the reason for dissent is given in writing, this writing shall be attached to the minutes. In the minutes, the name and surname of the shareholder or his/her representative stating his/her dissent shall be written and it shall be stated that the dissenting letter is attached. The dissenting letter attached to the minutes shall be signed by the chairmanship of the meeting and the representative of the Ministry, if attended.

Procedures at the end of the meeting

ARTICLE 14- (1) The chairman of the meeting shall deliver a copy of the minutes and all other documents related to the general assembly to one of the members of the board of directors present at the meeting. This situation shall be determined by a separate minute to be prepared between the parties.

(2) The Board of Directors is obliged to submit a notarized copy of the minutes to the trade registry office within fifteen days at the latest as of the date of the meeting and to register and announce the matters subject to registration and announcement in these minutes.

(3) The minutes shall also be posted on the website within five days at the latest following the date of the general assembly meeting.

(4) The chairman of the meeting shall also deliver a copy of the list of attendees, agenda and minutes of the general assembly meeting to the representative of the Ministry, if he has attended the meeting.

Attending the meeting electronically

ARTICLE 15- (1) The authorized persons may attend to general assembly meetings on electronic media as per article 1527 of Turkish Code of Commerce. As per the provisions of the Regulation on the General Assemblies of Joint Stock Companies to be Held Online, the company should establish or outsource a general assembly system which allows shareholders to attend to and express opinion, make recommendations or vote in general assembly meetings on-line. As per the specified in the provisions of the aforementioned regulation, the company must ensure that the shareholders and their representatives are able to execute their specified rights on such system.

PART THREE

Miscellaneous Provisions

Attendance of the Ministry representative and documents related to the general assembly meeting

ARTICLE 16 - (1) The provisions of the "Regulation on the Procedures and Principles of the General Assembly Meetings of Joint Stock Companies and the Ministry Representatives to be present in these Meetings" regarding the request for a representative and the duties and powers of such representative for the meetings where the attendance of the Ministry representative is mandatory are reserved.

(2) The provisions of the Regulation referred to in the first paragraph must be complied with in the preparation of the list of those who may attend the general assembly and the list of those present, the representation documents to be used in the general assembly and the preparation of the minutes of the meeting.

Matters not foreseen in the Internal Directive

ARTICLE 17 - (1) In the event that a situation not stipulated in this Internal Directive is encountered during the meetings, the General Assembly shall act in accordance with the decision to be taken by the General Assembly.

Adoption of the Internal Directive and amendments

ARTICLE 18 - (1) This Internal Directive shall be put into effect, registered, and announced by the Board of Directors upon the approval of the General Assembly of Kafein Yazılım Hizmetleri Ticaret Anonim Şirketi. Amendments to the Internal Directive shall be subject to the same procedure.

Effectiveness of the Internal Directive

ARTICLE 19 - (1) This Internal Directive will be submitted for approval at the general assembly meeting of Kafein Yazılım Hizmetleri Ticaret Anonim Şirketi dated 01.04.2024 and shall enter into force on the date of its announcement in the Turkish Trade Registry Gazette.