

KAFEİN YAZILIM HİZMETLERİ TİCARET A.Ş.
Corporate Governance Information Form
2023 - Annual Notification

Summary

Corporate Governance Information Form 2023

1. SHAREHOLDERS

Related Companies [expand]

Related Funds [expand]

1. SHAREHOLDERS	
1.1. Facilitating the Exercise of Shareholders Rights	
The number of investor meetings (conference, seminar/etc.) organised by the company during the year	10
1.2. Right to Obtain and Examine Information	
The number of special audit request(s)	0
The number of special audit requests that were accepted at the General Shareholders' Meeting	0
1.3. General Assembly	
Link to the PDP announcement that demonstrates the information requested by Principle 1.3.1. (a-d)	www.kap.org.tr/en/ Bildirim/1125909
Whether the company provides materials for the General Shareholders' Meeting in English and Turkish at the same time	Provided.
The links to the PDP announcements associated with the transactions that are not approved by the majority of independent directors or by unanimous votes of present board members in the context of Principle 1.3.9	There is no such transaction.
The links to the PDP announcements associated with related party transactions in the context of Article 9 of the Communique on Corporate Governance (II-17.1)	Transactions regarding asset/service purchases carried out within the scope of Article 9 of the Corporate Governance Communique (II-17.1) remain below the limits set out in Article 9.
The links to the PDP announcements associated with common and continuous transactions in the context of Article 10 of the Communique on Corporate Governance (II-17.1)	Common and continuous transactions carried out within the scope of Article 10 of the Corporate Governance Communique (II-17.1) fall below the limits set in Article 10.
The name of the section on the corporate website that demonstrates the donation policy of the company	Investor Relations- Corporate Governance - Policies - Donations and Aid Policy
The relevant link to the PDP with minute of the General Shareholders' Meeting where the donation policy has been approved	www.kap.org.tr/en/ Bildirim/748027
	The Company's General Assembly Internal Directive on Working

The number of the provisions of the articles of association that discuss the participation of stakeholders to the General Shareholders' Meeting	Principles and Procedures – Article 5.4.
Identified stakeholder groups that participated in the General Shareholders' Meeting, if any	None
1.4. Voting Rights	
Whether the shares of the company have differential voting rights	Evet (Yes)
In case that there are voting privileges, indicate the owner and percentage of the voting majority of shares.	Ali Cem Kalyoncu %40,48
The percentage of ownership of the largest shareholder	% 25,01
1.5. Minority Rights	
Whether the scope of minority rights enlarged (in terms of content or the ratio) in the articles of the association	Hayır (No)
If yes, specify the relevant provision of the articles of association.	-
1.6. Dividend Right	
The name of the section on the corporate website that describes the dividend distribution policy	Investor Relations- Corporate Governance - Policies – Dividend Policy
Minutes of the relevant agenda item in case the board of directors proposed to the general assembly not to distribute dividends, the reason for such proposal and information as to use of the dividend.	Dividend is distributed.
PDP link to the related general shareholder meeting minutes in case the board of directors proposed to the general assembly not to distribute dividends	-

General Assembly Meetings

General Meeting Date	The number of information requests received by the company regarding the clarification of the agenda of the General Shareholders' Meeting	Shareholder participation rate to the General Shareholders' Meeting	Percentage of shares directly present at the GSM	Percentage of shares represented by proxy	Specify the name of the page of the corporate website that contains the General Shareholders' Meeting minutes, and also indicates for each resolution the voting levels for or against	Specify the name of the page of the corporate website that contains all questions asked in the general assembly meeting and all responses to them	The number of the relevant item or paragraph of General Shareholders' Meeting minutes in relation to related party transactions	The number of declarations by insiders received by the board of directors	The link to the related PDP general shareholder meeting notification
17/04/2023	0	% 30,12	% 3,83	% 26,29	Investor Relations - General Assembly Information	Investor Relations - General Assembly Information	-	0	www.kap.org.tr/en/Bildirim/1139266

2. DISCLOSURE AND TRANSPARENCY

2. DISCLOSURE AND TRANSPARENCY	
2.1. Corporate Website	
Specify the name of the sections of the website providing the information requested by the Principle 2.1.1.	Investor Relations – Main Information, Public Offering Information, Corporate Governance, Financial Reports, Annual Reports, General Assembly Information
If applicable, specify the name of the sections of the website providing the list of shareholders (ultimate beneficiaries) who directly or indirectly own more than 5% of the shares.	Investor Relations – Main Information – General Information and Shareholding Structure
List of languages for which the website is available	Turkish and English
2.2. Annual Report	
The page numbers and/or name of the sections in the Annual Report that demonstrate the information requested by principle 2.2.2.	
a) The page numbers and/or name of the sections in the Annual Report that demonstrate the information on the duties of the members of the board of directors and executives conducted out of the company and declarations on independence of board members	Information About the Board of Directors and Senior Management
b) The page numbers and/or name of the sections in the Annual Report that demonstrate the information on committees formed within the board structure	Number, Structure and Operating Principles of the Committees Established by the Board of Directors
c) The page numbers and/or name of the sections in the Annual Report that demonstrate the information on the number of board meetings in a year and the attendance of the members to these meetings	Board of Directors Structure, Meetings and Member Resumes
ç) The page numbers and/or name of the sections in the Annual Report that demonstrate the information on amendments in the legislation which may significantly affect the activities of the corporation	Legislative Changes that may Affect Company Activities
d) The page numbers and/or name of the sections in the Annual Report that demonstrate the information on significant lawsuits filed against the corporation and the possible results thereof	Information about the On-going Legal Procedures
	Information about the Conflict of Interest

<p>e) The page numbers and/or name of the sections in the Annual Report that demonstrate the information on the conflicts of interest of the corporation among the institutions that it purchases services on matters such as investment consulting and rating and the measures taken by the corporation in order to avoid from these conflicts of interest</p>	<p>Between the Company and the Institutions from which it Receives Services such as Investment Consultancy and Rating</p>
<p>f) The page numbers and/or name of the sections in the Annual Report that demonstrate the information on the cross ownership subsidiaries that the direct contribution to the capital exceeds 5%</p>	<p>Information on Subsidiaries and Affiliates</p>
<p>g) The page numbers and/or name of the sections in the Annual Report that demonstrate the information on social rights and professional training of the employees and activities of corporate social responsibility in respect of the corporate activities that arises social and environmental results</p>	<p>Sustainability Report - Environmental Principles & Social Principles</p>

3. STAKEHOLDERS

3. STAKEHOLDERS	
3.1. Corporation's Policy on Stakeholders	
The name of the section on the corporate website that demonstrates the employee remedy or severance policy	Investor Relations - Corporate Governance - Policies – Compensation Policy
The number of definitive convictions the company was subject to in relation to breach of employee rights	0
The position of the person responsible for the alert mechanism (i.e. whistleblowing mechanism)	Ethics Committee
The contact detail of the company alert mechanism	gizli@kafein.com.tr
3.2. Supporting the Participation of the Stakeholders in the Corporation's Management	
Name of the section on the corporate website that demonstrates the internal regulation addressing the participation of employees on management bodies	Investor Relations - Corporate Governance - Policies – Stakeholder Policy
Corporate bodies where employees are actually represented	Company employees can convey their complaints, wishes and suggestions to the management through the "I Have an Idea" application on the company portal.
3.3. Human Resources Policy	
The role of the board on developing and ensuring that the company has a succession plan for the key management positions	The Board of Directors is the decision-making mechanism in the appointment of certain senior executives.
The name of the section on the corporate website that demonstrates the human resource policy covering equal opportunities and hiring principles. Also provide a summary of relevant parts of the human resource policy.	Investor Relations - Corporate Governance - Policies – Corporate Human Rights and Employee Rights Policy
Whether the company provides an employee stock ownership programme	Pay edindirme planı bulunmuyor (There isn't an employee stock ownership programme)
The name of the section on the corporate website that demonstrates the human resource policy covering	Investor Relations - Corporate Governance -

discrimination and mistreatments and the measures to prevent them. Also provide a summary of relevant parts of the human resource policy.	Policies – Corporate Human Rights and Employee Rights Policy
The number of definitive convictions the company is subject to in relation to health and safety measures	0
3.5. Ethical Rules and Social Responsibility	
The name of the section on the corporate website that demonstrates the code of ethics	Investor Relations - Corporate Governance - Policies - Ethical Principles and Conduct Policy
The name of the section on the company website that demonstrates the corporate social responsibility report. If such a report does not exist, provide the information about any measures taken on environmental, social and corporate governance issues.	Investor Relations - Sustainability - Sustainability Reports
Any measures combating any kind of corruption including embezzlement and bribery	Investor Relations - Corporate Governance - Policies - Anti Bribery and Anti-Corruption Policy

4. BOARD OF DIRECTORS-I

4. BOARD OF DIRECTORS-I		
4.2. Activity of the Board of Directors		
Date of the last board evaluation conducted	11.01.2024	
Whether the board evaluation was externally facilitated	Hayır (No)	
Whether all board members released from their duties at the GSM	Evet (Yes)	
Name(s) of the board member(s) with specific delegated duties and authorities, and descriptions of such duties	Chairman of the Board - Ali Cem Kalyoncu, Deputy Chairwoman of the Board - Neval Önen	
Number of reports presented by internal auditors to the audit committee or any relevant committee to the board	0	
Specify the name of the section or page number of the annual report that provides the summary of the review of the effectiveness of internal controls	Activity Report – Risks and Evaluation by the Board of Directors	
Name of the Chairman	Ali Cem Kalyoncu	
Name of the CEO	Ali Cem Kalyoncu	
If the CEO and Chair functions are combined: provide the link to the relevant PDP announcement providing the rationale for such combined roles	www.kap.org.tr/en/Bildirim/1265114	
Link to the PDP notification stating that any damage that may be caused by the members of the board of directors during the discharge of their duties is insured for an amount exceeding 25% of the company's capital	www.kap.org.tr/en/Bildirim/1196942	
The name of the section on the corporate website that demonstrates current diversity policy targeting women directors	Investor Relations - Corporate Governance - Policies - Working Principles and Code of Conduct	
The number and ratio of female directors within the Board of Directors	%33	

Composition of Board of Directors

			The First Election	Link To PDP Notification That Includes	Whether the Independent Director	Whether She/He is the Director Who Ceased to Satisfy	Whether The Director Has At Least 5 Years' Experience On Audit,

Name, Surname of Board Member	Whether Executive Director Or Not	Whether Independent Director Or Not	Date To Board	The Independence Declaration	Considered By The Nomination Committee	The Independence or Not	Accounting And/Or Finance Or Not
Ali Cem Kalyoncu	İcra da görevli (Executive)	Bağımsız üye değil (Not independent director)	16/11/2011		İlgisiz (Not applicable)	İlgisiz (Not applicable)	Hayır (No)
Neval Önen	İcra da görevli (Executive)	Bağımsız üye değil (Not independent director)	10/04/2013		İlgisiz (Not applicable)	İlgisiz (Not applicable)	Hayır (No)
Kenan Sübekci	İcra da Görevli Değil (Non-executive)	Bağımsız üye değil (Not independent director)	02/01/2012		İlgisiz (Not applicable)	İlgisiz (Not applicable)	Hayır (No)
Hatice Sevim Oral	İcra da görevli (Executive)	Bağımsız üye değil (Not independent director)	10/04/2013		İlgisiz (Not applicable)	İlgisiz (Not applicable)	Evet (Yes)
Murat Kaan Güneri	İcra da Görevli Değil (Non-executive)	Bağımsız üye (Independent director)	01/03/2024	www.kap.org.tr/en/Bildirim/1253698	Değerlendirildi (Considered)	Hayır (No)	Hayır (No)
Murat Ethem Sümer	İcra da Görevli Değil (Non-executive)	Bağımsız üye (Independent director)	23/08/2022	www.kap.org.tr/en/Bildirim/1057861	Değerlendirildi (Considered)	Hayır (No)	Evet (Yes)

4. BOARD OF DIRECTORS-II

4. BOARD OF DIRECTORS-II	
4.4. Meeting Procedures of the Board of Directors	
Number of physical or electronic board meetings in the reporting period	18
Director average attendance rate at board meetings	% 96
Whether the board uses an electronic portal to support its work or not	Evet (Yes)
Number of minimum days ahead of the board meeting to provide information to directors, as per the board charter	In accordance with the working principles of the Board of Directors, utmost care is taken to provide information and documents to the members at least 1 (one) day before the meeting.
The name of the section on the corporate website that demonstrates information about the board charter	Investor Relations - Corporate Governance - Articles of Association Article 9 & Internal Directives – Article 3 of the Board of Directors Internal Directive
Number of maximum external commitments for board members as per the policy covering the number of external duties held by directors	It is limited to 5 (five) companies other than the partnership.
4.5. Board Committees	
Page numbers or section names of the annual report where information about the board committees are presented	Number, Structure and Operating Principles of the Committees Established by the Board of Directors
Link(s) to the PDP announcement(s) with the board committee charters	www.kap.org.tr/en/ Bildirim/1176681

Composition of Board Committees-I

Names Of The Board Committees	Name Of Committees Defined As "Other" In The First Column	Name-Surname of Committee Members	Whether Committee Chair Or Not	Whether Board Member Or Not

Denetim Komitesi (Audit Committee)	Murat Ethem Sümer	Evet (Yes)	Yönetim kurulu üyesi (Board member)
Denetim Komitesi (Audit Committee)	Murat Kaan Güneri	Hayır (No)	Yönetim kurulu üyesi (Board member)
Kurumsal Yönetim Komitesi (Corporate Governance Committee)	Murat Ethem Sümer	Hayır (No)	Yönetim kurulu üyesi (Board member)
Kurumsal Yönetim Komitesi (Corporate Governance Committee)	Murat Kaan Güneri	Evet (Yes)	Yönetim kurulu üyesi (Board member)
Kurumsal Yönetim Komitesi (Corporate Governance Committee)	Zehra Arslantaşlı	Hayır (No)	Yönetim kurulu üyesi değil (Not board member)
Riskin Erken Saptanması Komitesi (Committee of Early Detection of Risk)	Murat Ethem Sümer	Evet (Yes)	Yönetim kurulu üyesi (Board member)
Riskin Erken Saptanması Komitesi (Committee of Early Detection of Risk)	Murat Kaan Güneri	Hayır (No)	Yönetim kurulu üyesi (Board member)

4. BOARD OF DIRECTORS-III

4. BOARD OF DIRECTORS-III	
4.5. Board Committees-II	
Specify where the activities of the audit committee are presented in your annual report or website (Page number or section name in the annual report/website)	Activity Report - Number, Structure and Operating Principles of the Committees Established by the Board of Directors
Specify where the activities of the corporate governance committee are presented in your annual report or website (Page number or section name in the annual report/website)	Activity Report - Number, Structure and Operating Principles of the Committees Established by the Board of Directors
Specify where the activities of the nomination committee are presented in your annual report or website (Page number or section name in the annual report/website)	Activity Report - Number, Structure and Operating Principles of the Committees Established by the Board of Directors
Specify where the activities of the early detection of risk committee are presented in your annual report or website (Page number or section name in the annual report/website)	Activity Report - Number, Structure and Operating Principles of the Committees Established by the Board of Directors
Specify where the activities of the remuneration committee are presented in your annual report or website (Page number or section name in the annual report/website)	Activity Report - Number, Structure and Operating Principles of the Committees Established by the Board of Directors
4.6. Financial Rights	
Specify where the operational and financial targets and their achievement are presented in your annual report (Page number or section name in the annual report)	Activity Report - Risk Management, Internal Control Mechanism and Evaluation of Strategic Goals
Specify the section of website where remuneration policy for executive and non-executive directors are presented.	Investor Relations - Corporate Governance - Policies - Remuneration Policy
Specify where the individual remuneration for board members and senior executives are presented in your annual report (Page number or section name in the annual report)	Activity Report - Financial Rights, Remuneration Policy, and Compensation Policy

Composition of Board Committees-II

Names Of The Board Committees	Name of committees defined as "Other" in the first column	The Percentage Of Non-executive Directors	The Percentage Of Independent Directors In The Committee	The Number Of Meetings Held In Person	The Number Of Reports On Its Activities Submitted To The Board
Denetim Komitesi (Audit Committee)		% 100	% 100	5	5
Kurumsal Yönetim Komitesi (Corporate Governance Committee)		% 67	% 67	4	4
Riskin Erken Saptanması Komitesi (Committee of Early Detection of Risk)		% 100	% 100	6	6