

**INFORMATION DOCUMENT FOR THE 2021 ORDINARY GENERAL ASSEMBLY MEETING OF
KAFEIN YAZILIM HİZMETLERİ TİCARET ANONİM ŞİRKETİ**

Istanbul Directorate of Trade Registry
Trade Registration No: 563336

**CALL TO 2021 ORDINARY GENERAL ASSEMBLY MEETING BY
THE CHAIRMANSHIP OF THE BOARD OF MEMBERS OF
KAFEIN YAZILIM HİZMETLERİ TİCARET ANONİM ŞİRKETİ**

2021 Ordinary General Assembly Meeting of the Company will be held at 11:00 o'clock on 18.04.2022, and in the Head Office situated at Cifte Havuzlar Mah. Eski Londra Asfalti Cad. Kulucka Mrk. A2 Blok No:151/1B İç Kapı No: B01 Esenler İstanbul.

The shareholders may attend to the Ordinary 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 HİZMETLERİ TİCARET ANONİM ŞİRKETİ 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 Asfalti Cad. Kulucka Mrk. A2 Blok No:151/1B İç Kapı No: B01 Esenler İstanbul

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.

By 31.12.2021, 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 | 4.571.716 | 4.938.382 | 25,00 | 40,48 |
| Ümit Eroğlu | | | 1.049.279 | 1.049.279 | 5,31 | 4,22 |
| Public | | | 13.762.339 | 13.762.339 | 69,69 | 55,3 |
| 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

On 24.12.2021, 862.500 A group and 1.062.500 B group registered preference shares (total of 2.045.000, corresponding %6,42 of total shares) of our %6,43 subsidiary Smartiks Yazılım Anonim Şirketi is sold to Mad Yazılım ve Teknoloji Yatırımları Anonim Şirketi for a total price of 16.000.000 TL corresponds to 7,824 TL per share. It has been evaluated that the financial fixed asset sale transaction is below the limits set out in the Article 6 titled materiality criteria of the Capital Markets Board's Communiqué II-23.1 on Common Principles Regarding Significant Transactions and the Retirement Right.

With the Board Decision dated 15.06.2021 of Papilon Savunma Teknoloji ve Ticaret A.Ş., our 11% subsidiary, our company Kafein Yazılım Hizmetleri Ticaret A.Ş. is elected as the Vice Chairman of the Board of Directors and unlimited authorized signatories with the joint signature of Chairman Doğan Demir to be placed under the company title or stamp.

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 2021 Ordinary General Assembly Meeting.

STATEMENTS CONCERNING THE AGENDA ITEMS OF 2021 ORDINARY 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. Reading, discussing, and approving the Activity Report of 2021 issued by the Board of Directors of the Company

In accordance with the relevant regulations under Turkish Code of Commerce, the Regulation and the Capital Markets Law, information will be given to the shareholders as regards to the Financial Report which was submitted to the examination of the shareholders at the Head Office, the Electronic General Assembly Portal of MKK and at www.kafein.com.tr, the Company's website, for three weeks preceding the General Assembly meeting.

3. Reading, discussing, and approving the Independent Auditor's Summary Report for the Financial Period of 2021

Issued in accordance with Turkish Code of Commerce and the regulations by the Capital Markets Board, information will be given to the General Assembly as regards to the Independent Auditor's Report which was submitted to the examination of the shareholders at the Head Office, the Electronic General Assembly Portal of MKK and at www.kafein.com.tr, the Company's website, for three weeks preceding the General Assembly meeting.

4. Reading, discussing, and approving the Financial Statements for the Financial Period of 2021

The balance sheet and income statement for the current year will be read for the approval of the General Assembly in accordance with the provisions of Turkish Code of Commerce and the regulation.

5. The acquittal of the members of the Board of Directors separately for their activities in 2021.

In accordance with the provisions of Turkish Code of Commerce and the Regulation, the acquittal of the member of the Board of Directors for their activities, transactions, and calculations for the current year will be submitted to the approval of the General Assembly.

As per article 479 of Turkish Code of Commerce, the board of directors cannot use the privileges in voting for acquittal.

6. The discussion and resolution on the offer of the Board of Directors according to the profit distribution plan of the Company

Issued by the Company in conformance with the International Financial Reporting Standards for the current financial period which was audited by independent audit firm, the Board of Director's Profit Distribution Statement will be submitted to the discussion and approval of the General Assembly.

At the meeting of our Board of Directors dated 18.03.2022 and numbered 2022-09,

It has been decided to submit the offer of distributing 1.000.000 TL gross dividend to General Assembly's approval, from the net distributable profit of 16.905.470,00 TL and 27.691.298,05 TL which are prepared in accordance with the capital market legislation and the legal records respectively, as of 31.12.2021.

The dividend distribution table prepared for the accounting period 01.01.2021 - 31.12.2021 is as follow.

PROFIT DISTRIBUTION STATEMENT FOR 2021 OF KAFEIN YAZILIM HIZMT. TIC. A.S.

| | | |
|----|---|------------------|
| 1 | Paid/Issued Capital | 19.750.000,00 |
| 2 | General Legal Reserves (According to Legal Records) | 3.950.000,00 |
| | Information regarding privileges in profit distribution, if any, as per the articles of association | No privilege |
| | | According to CMB |
| 3 | Period Profit/(Loss) | 11.405.623,00 |
| 4 | Payable Taxes (-) | 5.499.847,00 |
| 5 | Net Period Profit (=) (*) | 16.905.470,00 |
| 6 | Losses from Previous Years (-) | 0,00 |
| 7 | General Legal Reserves (-) | 0,00 |
| 8 | NET DISTRIBUTABLE PERIOD PROFIT (=) | 16.905.470,00 |
| 9 | Donations within the Year (+) | |
| 10 | Net Distributable Period Profit (Donations Included) | 16.905.470,00 |
| 11 | First Dividend to Shareholders | |
| | - Cash | 1.000.000,00 |
| | - Bonus | |
| | - Total | 1.000.000,00 |
| 12 | Dividend Distributed to Privileged Shareholders | |
| 13 | Other Distributed Dividend -To the Members of the Board of Directors - To the Employees - To the Other Persons other than Shareholders | |
| 14 | Dividend to redeemed shareholders | |
| 15 | Second Dividend to Shareholders | |

| | | | |
|----|---|---------------|---------------|
| 16 | General Legal Reserves | 1.250,00 | |
| 17 | Statutory Reserves | | 0,00 |
| 18 | Special Reserves | | 0,00 |
| 19 | EXTRAORDINARY RESERVES | 15.904.220,00 | 26.690.048,00 |
| 20 | Other Resources Prescribed for Distribution -Profit from the Previous Year | | |

| PROFIT DISTRIBUTION STATEMENT FOR 2021 OF KAFEIN YAZILIM HIZMT. TIC. A.S. | | | | |
|---|---|---|--|-----------|
| CASH DIVIDEND PER SHARE | | | | |
| | | TOTAL AMOUNT OF DIVIDENDS AS CASH (TL) | Cash Dividend Amount Corresponding per Share with nominal value of 1 TL | |
| | | | AMOUNT (TL) | RATIO (%) |
| GROSS | | 1.000.000,00 | 0,050633 | 5,063291 |
| NET | | 900.000,00 | 0,045570 | 4,556962 |
| BONUS DIVIDEND PER SHARE | | | | |
| | | TOTAL AMOUNT OF DIVIDENDS AS BONUS (TL) | Bonus Dividend Amount Corresponding per Share with nominal value of 1 TL | |
| | | | AMOUNT (TL) | RATIO (%) |
| | | 0,00 | 0,0000 | 0,00 |
| | | TOTAL DIVIDEND DISTRIBUTED | Total Dividend Amount Corresponding per Share with nominal value of 1 TL | |
| | | | AMOUNT (TL) | RATIO (%) |
| TOPLAM | | 1.000.000,00 | 0,05063 | 5,06329 |
| AMOUNT OF DIVIDENDS DISTRIBUTED TO THE SHAREHOLDERS (TRY) | THE RATE OF THE DISTRIBUTED DIVIDENDS TO THE NET DISTRIBUTABLE PERIOD PROFIT (INCLUDING DONATIONS) CALCULATED AS PER IFRS (%) | | | |
| 1.000.000,00 | 5,92% | | | |
| AMOUNT OF BONUS DIVIDENDS DISTRIBUTED TO THE SHAREHOLDERS (TRY) | THE RATE OF THE BONUS DIVIDEND DISTRIBUTED AS SHARE CERTIFICATES TO THE PAID CAPITAL (%) | | | |
| 0,00 | 0,00 | | | |

Note: There are no privileged shares in profit distribution.

Note: Net values of dividends per gross share have been calculated by taking 10% withholding tax.

7. Information to the Shareholders as Regards to the Payments Made to the Members of the Board of Directors and the Senior Management in 2021 as per Corporate Governance Rules

According to article 4.6.5. of the annex to the Corporate Governance Communiqué (II-17.1) by the Capital Markets Board, The General Assembly will be informed about the remunerations and all other benefits (Pays: wage, premium, other regular and incidental payments, shares, derivatives of shares, share purchase options as part of grant of shares to employees, non-cash payments such as house or car transfers and/or allocations for use, and all the other benefits) provided to the members of the board of directors and executives with administrative responsibility.

8. 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 2022 will be determined by the shareholders.

9. Information to the Shareholders as Regards to the Warrants, Pledges, Liens and Sureties Granted to the Benefit of Third Parties and the Acquired Incomes and Benefits during 2021 as per the Corporate Governance Rules

According to article 12 of the Corporate Governance Communiqué (II-17.1), the warrants, pledges, liens and sureties granted to the benefit of third parties and the acquired incomes and benefits must be included in the general assembly agenda as a separate item.

10. The assignment of Independent Auditor Company for 2022 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 2022 and perform the other works prescribed by the foregoing laws and regulations.

In the decision of our Board of Directors dated 18.03.2022 and numbered 2022/08,

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 Kavram Bağımsız Denetim ve Danışmanlık A.Ş. to audit the financial statements of our company for the year of 2022 and to submit this election to the approval of the General Assembly.

11. Information to the Shareholders as Regards to the Donations Made in 2021 and the Determination of an Upper Limit for the Donations of 2022

According to article 1.3.10 of the Corporate Governance Communiqué (II-17.1), shareholders must be informed with a separate agenda item as regards to the amount of all the donations and grants, their beneficiaries, and the amendments to the policy.

As per article 6 of the Dividend Communiqué (II-19.1) by the Capital Markets Board, the limit of donations must be determined by the General Assembly unless otherwise stated in the articles of association, and the donations and grants provided must be offered to the information of the shareholders during general assemblies.

12. Granting Permit to the Controlling Shareholders, the Members of Board of Directors, Administrative Officers and Their Wives, Collateral Relatives and Relatives by Marriage as per Articles 395 and 396 of Turkish Code of Commerce, and Information to the Shareholders as Regards to the Transactions Carried Out during 2021 under the Corporate Governance Rule no. 1.3.6 of the Corporate Governance Communiqué by the Capital Markets Board.

In order for the members of the Board of Directors to make a transaction under paragraph 1, article 395 ("Prohibition of transaction with and loan from Company") and article 396 ("Non-competition") of Turkish Code of Commerce, the approval of the General Assembly is required.

VI - Prohibition to do business with the company, to borrow from the company
ARTICLE 395.

(1) The member of the board of directors cannot do any transaction with the company on behalf of himself or anyone else without obtaining permission from the general assembly; otherwise, the company may claim that the transaction made is false. The other party cannot make such a claim.

(2) The members of the board of directors who are not shareholders and the relatives of the members of the board of directors listed in Article 393 who are not shareholders cannot borrow cash from the company. The company cannot provide surety, guarantee and security for these persons, cannot assume responsibility or take over their debts. Otherwise, for the amount owed to the company, company creditors may directly follow these people for company debts in the amount the company is liable for.

(3) Without prejudice to the provisions of Article 202, companies included in the group of companies can be a surety and give guarantees to each other.

(4) Special provisions of the Banking Law are reserved.

VII - Prohibition of competition
ARTICLE 396.

(1) One of the members of the board of directors shall not be able to carry out a commercial business transaction that falls within the scope of the company's business, on behalf of himself or someone else, without obtaining the consent of the general assembly, nor can he enter a company dealing with the same type of business as an unlimited partner. The company is free to demand compensation from the members of the board of directors who have acted contrary to this provision or deems the transaction made in the name of the company instead of compensation and to sue that the interests arising from the contracts made on the account of third parties belong to the company.

(2) The choice of one of these rights belongs to the members other than the member who acts contrary to the provisions of the first paragraph.

(3) These rights expire at the end of three months from the date the other members learn about the said commercial transactions or that the member of the board of directors entered another company, and in any case, one year after their realization.

(4) The provisions regarding the responsibilities of the members of the board of directors are reserved.

As per the compulsory Corporate Governance Rule no. 1.3.6. by the Capital Markets Board, in case the controlling shareholders, board members, administrative directors and their wives, collateral relatives and relatives by marriage make a significant transaction which may lead to conflict of interests with the partnership or subsidiaries and/or make a transaction which belongs to a field of activity of the partnership or a subsidiary or participate as a partner in another partnership which is engaged in the same fields of activity, such transactions must be brought to the agenda of the general assembly and must be included in the general assembly report by providing detailed information as a separate agenda item during the meeting of the general assembly.

In order to do the necessary as specified by such regulations, the grant of permit will be offered to the approval of the shareholders during the General Assembly and will be informed during the year about the transactions thereunder.

13. Discussion and approval of the amendment to the Company's Articles of Association Article 3 titled "Headquarters and Branches"

According to the Board of Directors Decision dated 24.01.2022 and numbered 2022/01; It is decided to move the company's head office address from "Yıldız Teknik Üniversitesi Teknoloji Geliştirme Bölgesi Davutpaşa Kampüsü C1 Blok K 2 No 403 Esenler İstanbul" to "Çifte Havuzlar Mah. Eski Londra Asfaltı Cad. Kuluçka Mrk. A2 Blok N151/1B İç Kapı N B01 Esenler İstanbul". The board of directors' decision is registered by the Istanbul Trade Registry Office on 01.02.2022 and published in the Turkish Trade Registry Gazette numbered 10507 and dated 01.02.2022.

The relevant application was approved by the Capital Markets Board by the letter dated 08.02.2022 and numbered E-29833736-110.03.03-16927 and by the T.R Ministry of Commerce by the letter dated 21.02.2022 and numbered E-50035491-432.02.-00072114761. The new Articles of Association will be submitted for the approval of our shareholders at the general assembly. Regarding the Change of Articles of Association, the old and new forms of the Articles of Association Amendments are given as follow:

| CURRENT TEXT | NEW TEXT |
|--|--|
| HEAD OFFICE AND BRANCHES | HEAD OFFICE AND BRANCHES |
| ARTICLE 3 | ARTICLE 3 |
| <p>The head office of the company is situated at Esenler Yıldız Teknik Üniversitesi Teknoloji Geliştirme Bölgesi Davutpaşa Kampüsü C1 Blok Kat 2 No 403 İstanbul.</p> <p>In case of change of address, the new</p> | <p>The head office of the company is situated at Çifte Havuzlar Mah. Eski Londra Asfaltı Cad. Kuluçka Mrk. A2 Blok No:151/1B İç Kapı No: B01 Esenler İstanbul.</p> <p>In case of change of address, the new address</p> |

| | |
|---|---|
| <p>address shall be registered by the Registry of Commerce and announced in Turkish Trade Registry Gazette. The change shall also be conveyed to the Ministry of Customs and Trade and the Capital Markets Board. The notifications submitted to the registered and announced address shall be deemed served to the Company. The company becomes subject to termination in case the company moves and fails to convey such change despite the evacuation of a former address. The company may establish branches, offices, other business places, correspondence offices, representative offices and agencies or serve as the correspondent office, representative office, agency and member of other companies in Turkey and abroad provided that, in such cases, the company makes the necessary statements before the Capital Markets Board so as to ensure that the investors are informed thereof.</p> | <p>shall be registered by the Registry of Commerce and announced in Turkish Trade Registry Gazette. The change shall also be conveyed to the Ministry of Customs and Trade and the Capital Markets Board. The notifications submitted to the registered and announced address shall be deemed served to the Company. The company becomes subject to termination in case the company moves and fails to convey such change despite the evacuation of a former address. The company may establish branches, offices, other business places, correspondence offices, representative offices and agencies or serve as the correspondent office, representative office, agency and member of other companies in Turkey and abroad provided that, in such cases, the company makes the necessary statements before the Capital Markets Board so as to ensure that the investors are informed thereof.</p> |
|---|---|

14. Submitting to the General Assembly the Purpose of the Share Buyback, the Source Used and the Summary of the Buyback Transactions Regarding the Share Buyback Transactions Performed in accordance with the Decision Taken by the Board of Directors

Based on the resolution taken by the Board of Directors dated 25.02.2022 and numbered 2022/05, It has been decided to:

- Repurchase its shares on the Stock Exchange with respect to the announcements made by the Capital Markets Board of Turkey on 21.07.2016 and 25.07.2016 and within the framework of the "Communiqué on Buy-Backed Shares" numbered II-22.1
- Initiate the buyback program regarding our Company's shares traded on BIST, since our share values in Borsa İstanbul (BIST) do not reflect the actual performance of our Company's operations,
- Determine the maximum number of shares, which may be subject to the buyback as 500,000 and determine the maximum amount of funds to be allocated for the share buyback as TRY 10,000,000 and to finance respective share repurchases from the Company's internal resources, Submit the share buyback program to the shareholders' approval at the upcoming General Assembly Meeting.

In this context, the summary of the transactions carried out so far is as follows:

| Transaction Date | Nominal Value of Shares Subject to Transaction (TRY) | Transaction Price (TRY / Unit) | Total Amount (TL) | Ratio To Capital (%) |
|------------------|--|--------------------------------|-------------------|----------------------|
| 25.02.2022 | 109.000 | 18,12 TL - 18,274 | 1.981.250 TL | %0,55 |
| 28.02.2022 | 10.000 | 17,80 TL | 178.000 TL | %0,05 |
| Total | 119.000 | - | 2.159.250 | %0,60 |

ANNEXES

ANNEX-1: Power of Attorney

ANNEX-2: Agenda

ANNEX-1: Power of Attorney

POWER OF ATTORNEY

TO THE CHAIRMANSHIP OF THE BOARD OF DIRECTORS OF KAFEIN YAZILIM HİZMETLERİ TİCARET 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 Ordinary General Assembly Meeting to be held at 11:00 o'clock on 18.04.2022, at the Head Office of Kafein Yazılım Hizmetleri Ticaret A.S. 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 is 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. Reading, discussing, and approving the Activity Report of 2021 issued by the Board of Directors of the Company. | | | |
| 3. Reading, discussing, and approving the Independent Auditor's Summary Report for the Financial Period of 2021 | | | |
| 4. Reading, discussing, and approving the Financial Statements for the Financial Period of 2021 | | | |
| 5. The acquittal of the members of the Board of Directors separately for their activities in 2021 | | | |
| 6. The discussion and resolution on the offer of the Board of Directors according to the profit distribution plan of the company | | | |
| 7. Information to the Shareholders as Regards to the Payments Made to the Members of the Board of Directors and the Senior Management in 2021 as per Corporate Governance Rules | | | |
| 8. The determination of the monthly wages to the Members of the Board of Directors | | | |
| 9. Information to the Shareholders as Regards to the Warrants, Pledges, Liens and Sureties Granted to the Benefit of Third Parties and the Acquired Incomes and Benefits during 2021 as per the Corporate | | | |

| | | | |
|--|--|--|--|
| Governance Rules | | | |
| 10. The assignment of Independent Auditor Company for 2022 as per Turkish Code of Commerce and the regulations of the Capital Markets Board | | | |
| 11. Information to the Shareholders as Regards to the Donations Made in 2021 and the Determination of an Upper Limit for the Donations of 2022 | | | |
| 12. Granting Permit to the Controlling Shareholders, the Members of Board of Directors, Administrative Officers and Their Wives, Collateral Relatives and Relatives by Marriage as per Articles 395 and 396 of Turkish Code of Commerce, and Information to the Shareholders as Regards to the Transactions Carried Out during 2021 under the Corporate Governance Rule no. 1.3.6 of the Corporate Governance Communiqué by the Capital Markets Board. | | | |
| 13. Discussion and approval of the amendment to the Company's Articles of Association Article 3 titled " Headquarters and Branch" | | | |
| 14. Submitting to the General Assembly the Purpose of the Share Buyback, the Source Used and the Summary of the Buyback Transactions Regarding the Share Buyback Transactions Performed in accordance with the Decision Taken by the Board of Directors | | | |

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

**2021 ORDINARY GENERAL ASSEMBLY AGENDA OF
KAFEIN YAZILIM HİZMETLERİ TİCARET ANONİM SİRKETİ**

- 1.** Opening and selection of the Chairmanship of the Meeting.
- 2.** Reading, discussing, and approving the Activity Report of 2021 issued by the Board of Directors of the Company.
- 3.** Reading, discussing, and approving the Independent Auditor's Summary Report for the Financial Period of 2021
- 4.** Reading, discussing, and approving the Financial Statements for the Financial Period of 2021
- 5.** The acquittal of the members of the Board of Directors separately for their activities in 2021
- 6.** The discussion and resolution on the offer of the Board of Directors according to the profit distribution plan of the company
- 7.** Information to the Shareholders as Regards to the Payments Made to the Members of the Board of Directors and the Senior Management in 2021 as per Corporate Governance Rules
- 8.** The determination of the monthly wages to the Members of the Board of Directors
- 9.** Information to the Shareholders as Regards to the Warrants, Pledges, Liens and Sureties Granted to the Benefit of Third Parties and the Acquired Incomes and Benefits during 2021 as per the Corporate Governance Rules
- 10.** The assignment of Independent Auditor Company for 2022 as per Turkish Code of Commerce and the regulations of the Capital Markets Board
- 11.** Information to the Shareholders as Regards to the Donations Made in 2021 and the Determination of an Upper Limit for the Donations of 2022
- 12.** Granting Permit to the Controlling Shareholders, the Members of Board of Directors, Administrative Officers and Their Wives, Collateral Relatives and Relatives by Marriage as per Articles 395 and 396 of Turkish Code of Commerce, and Information to the Shareholders as Regards to the Transactions Carried Out during 2021 under the Corporate Governance Rule no. 1.3.6 of the Corporate Governance Communiqué by the Capital Markets Board
- 13.** Discussion and approval of the amendment to the Company's Articles of Association Article 3 titled "Headquarters and Branch"
- 14.** Submitting to the General Assembly the Purpose of the Share Buyback, the Source Used and the Summary of the Buyback Transactions Regarding the Share Buyback Transactions Performed in accordance with the Decision Taken by the Board of Directors