

# KAFEİN YAZILIM HİZMETLERİ TİCARET A.Ş. Corporate Governance Information Form 2024 - Annual Notification

## Summary

Corporate Governance Information Form 2024

# 1. SHAREHOLDERS

Related Companies ☐

Related Funds ☐

|   |  |
|---|--|
| 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  | 11   |
| 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)  | <a href="http://www.kap.org.tr/en/Bildirim/1287105">www.kap.org.tr/en/Bildirim/1287105</a> ,<br><a href="http://www.kap.org.tr/en/Bildirim/1253712">www.kap.org.tr/en/Bildirim/1253712</a> |
| 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)   | <a href="http://www.kap.org.tr/en/Bildirim/1316023">www.kap.org.tr/en/Bildirim/1316023</a> ,<br><a href="http://www.kap.org.tr/en/Bildirim/1245093">www.kap.org.tr/en/Bildirim/1245093</a> |
| 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 Communiqué (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-<br>Corporate Governance -<br>Policies - Donations and<br>Aid Policy  |
| The relevant link to the PDP with minute of the General Shareholders' Meeting where the donation policy has been approved   | <a href="http://www.kap.org.tr/tr/Bildirim/748027">www.kap.org.tr/tr/Bildirim/748027</a>   |
| The number of the provisions of the articles of association that discuss the participation of stakeholders to the General Shareholders' Meeting   | The Company's General Assembly Internal Directive on Working 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 %40,58   |
| The percentage of ownership of the largest shareholder   | % 25,14   |
| 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 |
|----------------------|---|---|--|---|--|---|---|---|--|
| 01/04/2024           | 0   | % 28,98   | % 100  | % 0                                       | Investor Relations - General Assembly Information  | Investor Relations - General Assembly Information   | -   | 0   | www.kap.org.tr/en/Bildirim/1265063                                   |
| 25/06/2024           | 0   | % 25,25   | % 0,48   | % 99,52                                   | Investor Relations - General Assembly Information  | Investor Relations - General Assembly Information   | -   | 0   | www.kap.org.tr/en/Bildirim/1301571                                   |

## 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  |

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| 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 | Between the Company and the Institutions from which it Receives Services such as Investment Consultancy and Rating |
| 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%   | Information on Subsidiaries and Affiliates   |
| 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  | Sustainability Report - Environmental Principles & Social Principles   |

## 3. STAKEHOLDERS

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| <b>3. STAKEHOLDERS</b>  |  |
| <b>3.1. Corporation's Policy on Stakeholders</b>  |  |
| The name of the section on the corporate website that demonstrates the employee remedy or severance policy  | Investor Relations -<br>Corporate Governance -<br>Policies- Compensation<br>Policy   |
| The number of definitive convictions the company was subject to in relation to breach of employee rights  | 2  |
| 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  |
| <b>3.2. Supporting the Participation of the Stakeholders in the Corporation's Management</b>  |  |
| Name of the section on the corporate website that demonstrates the internal regulation addressing the participation of employees on management bodies | Investor Relations -<br>Corporate Governance -<br>Policies ? Stakeholder<br>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.  |
| <b>3.3. Human Resources Policy</b>  |  |
| The role of the board on developing and ensuring that the company has a succession plan for the key management positions                              | Within the scope of Article 9 of the Company's Articles of Association titled "Important Decisions", the affirmative vote of the Chairman of the Board of Directors and the Deputy Chairman of the Board of Directors is required for the "appointment, dismissal and approval of the remuneration of the General Manager and senior company executives". Our Company's Succession |

|  |  |
|--|--|
|  | Planning can be accessed from the Investor Relations - Corporate Governance - Policies - Succession Planning heading of our website. |
| 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- Human Resources Policy and Business Principles 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 discrimination and mistreatments and the measures to prevent them. Also provide a summary of relevant parts of the human resource policy.          | Investor Relations- Corporate Governance- Policies- Human Resources Policy and Business Principles Policy                            |
| The number of definitive convictions the company is subject to in relation to health and safety measures   | 0  |
| <b>3.5. Ethical Rules and Social Responsibility</b>  |  |
| 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   | 06.01.2025   |
| Whether the board evaluation was externally facilitated   | Hayır (No)   |
| Whether all board members released from their duties at the GSM   | Hayır (No)   |
| Name(s) of the board member(s) with specific delegated duties and authorities, and descriptions of such duties  | As a result of the division of duties among the members of the Board of Directors elected at the 2024 Extraordinary General Assembly Meeting held on 01.04.2024, it was decided that Ali Cem Kalyoncu will serve as the Chairman, Neval Önen as the Deputy Chairwoman, Kenan Sübekci and Hatice Sevim Oral as the Members, and Murat Kaan Güneri and Murat Ethem Sümer as Independent Members of the Board of Directors. |
| Number of reports presented by internal auditors to the audit committee or any relevant committee to the board  | -  |
| 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  | <a href="http://www.kap.org.tr/en/Bildirim/1265114">www.kap.org.tr/en/Bildirim/1265114</a>   |
| 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 | <a href="http://www.kap.org.tr/en/Bildirim/1340105">www.kap.org.tr/en/Bildirim/1340105</a>   |
|   | Investor Relations -<br>Corporate Governance -<br>Policies - Working   |



|   |                                |
|---|--------------------------------|
| The name of the section on the corporate website that demonstrates current diversity policy targeting women directors | Principles and Code of Conduct |
| The number and ratio of female directors within the Board of Directors  | %33                            |

#### Composition of Board of Directors

| Name, Surname of Board Member | Whether Executive Director Or Not    | Whether Independent Director Or Not           | The First Election Date To Board | Link To PDP Notification That Includes The Independency Declaration                        | Whether the Independent Director Considered By The Nomination Committee | Whether She/He is the Director Who Ceased to Satisfy The Independence or Not | Whether The Director Has At Least 5 Years' Experience On Audit, Accounting And/OR Finance Or Not |
|-------------------------------|--------------------------------------|---|----------------------------------|--|---|--|--|
| Ali Cem Kalyoncu              | İcrada görevli (Executive)           | Bağımsız üye değil (Not independent director) | 16/12/2011                       |  | İlgisiz (Not applicable)  | İlgisiz (Not applicable)   | Hayır (No)   |
| Neval Önen                    | İcrada görevli (Executive)           | Bağımsız üye değil (Not independent director) | 10/04/2013                       |  | İlgisiz (Not applicable)  | İlgisiz (Not applicable)   | Hayır (No)   |
| Kenan Sübekci                 | İcrada Görevli Değil (Non-executive) | Bağımsız üye değil (Not independent director) | 02/01/2012                       |  | İlgisiz (Not applicable)  | İlgisiz (Not applicable)   | Hayır (No)   |
| Hatice Sevim Oral             | İcrada görevli (Executive)           | Bağımsız üye değil (Not independent director) | 10/04/2013                       |  | İlgisiz (Not applicable)  | İlgisiz (Not applicable)   | Evet (Yes)   |
| Murat Kaan Güneri             | İcrada Görevli Değil (Non-executive) | Bağımsız üye (Independent director)           | 01/03/2024                       | <a href="http://www.kap.org.tr/en/Bildirim/1253698">www.kap.org.tr/en/Bildirim/1253698</a> | Değerlendirildi (Considered)  | Hayır (No)   | Hayır (No)   |
| Murat Ethem Sümer             | İcrada Görevli Değil (Non-executive) | Bağımsız üye (Independent director)           | 23/08/2022                       | <a href="http://www.kap.org.tr/en/Bildirim/1057861">www.kap.org.tr/en/Bildirim/1057861</a> | 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   | 28   |
| Director average attendance rate at board meetings  | % 92,4   |
| 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  | <a href="http://www.kap.org.tr/en/Bildirim/1176681">www.kap.org.tr/en/Bildirim/1176681</a>   |

### 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 Arslantasli | 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  |