

**INFORMATION DOCUMENT FOR THE 2024 ORDINARY GENERAL ASSEMBLY MEETING OF
KAFEIN YAZILIM HIZMETLERI TICARET ANONIM SIRKETI**

Istanbul Directorate of Trade Registry
Trade Registration No: 563336

**CALL TO 2024 ORDINARY GENERAL ASSEMBLY MEETING BY
THE CHAIRMANSHIP OF THE BOARD OF MEMBERS OF
KAFEIN YAZILIM HIZMETLERI TICARET ANONIM SIRKETI**

2024 Ordinary General Assembly Meeting of the Company will be held at **13:00 o'clock on 12.05.2025**, and in the Head Office situated at Cifte Havuzlar Mah. Eski Londra Asfalti Cad. Kulucka Mrk. A2 Blok No:151/1B İç Kapi No: B01 Esenler Istanbul.

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 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 Asfalti 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 Yazilim 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	4.598.362	4.965.028	25,14	40,58
Public/Other			14.784.972	14.784.972	74,86	59,42
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. In addition to this issue, some of the transactions that took place during the year are as follows.

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 in a way that TRY 500,000 to be collected in cash and the remaining TRY 1,000,000 to be collected on 01.06.2024. Total Ratio of Shares Owned in Capital of Non-current Financial Asset After Sales Transaction is %0.

By the decision of the Company's Board of Directors dated 26.07.2024 and numbered 21, It has been decided to purchase 28,500 registered shares (1,000 TL per share value) of the company's %51 subsidiary Karmasis Bilişim Çözümleri Ticaret Anonim Şirketi which corresponds to 19% of its total 150,000,000 TL capital, for a total price of 144,400,000 TL and to be paid 31.07.2024. Total Ratio of Shares Owned in Capital of Non-current Financial Asset After Transaction is %70.

Within the framework of the company's medium and long-term investment plans and as a result of the Board of Directors meeting dated 10.06.2024 and numbered 17, it has been decided to become a founding partner by participating in "APIFORT Yazılım ve Güvenlik Çözümleri Anonim Şirketi" by having 204,000 shares with TRY 1 (One Turkish Lira) value per share corresponding a capital of TRY 204,000.00 (%51) among the total of TRY 400,000.00. The subsidiary is located at "Çifte Havuzlar Mah. Eski Londra Asfaltı Cad. Kuluçka Merkezi. A1 Blok No 151/1C İç Kapı No B34" as a taxpayer of Esenler Tax Office with tax identification number 0711015082 and operates in the field of cyber security. The aforementioned incorporation is registered by the Istanbul Trade Registry Office on 03.07.2024 and published in the Trade Registry Gazette numbered 11114.

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 2024 Ordinary General Assembly Meeting.

STATEMENTS CONCERNING THE AGENDA ITEMS OF 2024 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 2024 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 Activity 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 2024

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 2024

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 2024.

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 the Board of Directors dated 07.04.2025 and numbered 08, it has been decided to submit the offer of distributing TRY 6,000,000 gross dividend to General Assembly's approval, from the net distributable profit of TRY 219,226,254.00 and TRY 179,468,279.31, which are prepared in accordance with the capital market legislation and the legal records respectively, as of 31.12.2024.

The dividend distribution table prepared for the accounting period 01.01.2024 - 31.12.2024 is as follow.

PROFIT DISTRIBUTION STATEMENT FOR 2024 OF KAFEIN YAZILIM HIZMETLERI 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 preference in profit distribution, if any, as per the articles of association		No preference
		According to CMB	According to Legal Records (LR)
3	Period Profit/(Loss)	258.335.091,00	223.739.853,95
4	Payable Taxes (-)	35.158.837,00	40.321.574,64
5	Net Period Profit (=) (*)	223.176.254,00	183.418.279,31
6	Losses from Previous Years (-)	0,00	0,00
7	General Legal Reserves (-)	3.950.000,00	3.950.000,00
8	NET DISTRIBUTABLE PERIOD PROFIT (=)	219.226.254,00	179.468.279,31
9	Donations within the Year (+)	90.800,00	90.800,00
10	Net Distributable Period Profit (Donations Included)	219.317.054,00	179.559.079,31
11	First Dividend to Shareholders		
	- Cash	6.000.000,00	6.000.000,00
	- Bonus	0,00	0,00
	- Total	6.000.000,00	6.000.000,00
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	600.000,00	600.000,00
17	Statutory Reserves		0,00
18	Special Reserves		0,00
19	EXTRAORDINARY RESERVES	212.626.254,01	172.868.279,32
20	Other Resources Prescribed for Distribution		
	-Profit from the Previous Year		

PROFIT DISTRIBUTION STATEMENT FOR 2024 OF KAFEIN YAZILIM HIZMETLERI 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		6.000.000,00	0,303797	30,379747
NET		5.100.000,00	0,258228	25,822785
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 (%)
TOTAL		6.000.000,00	0,303797	30,379747
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 (%)			

6.000.000,00	2,74%
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 preferred shares in profit distribution.

Note: Net values of dividend amount per gross share have been calculated by taking the withholding tax rate as 15%.

7. Selection of the Independent Audit Company for 2025 in accordance with the Turkish Commercial Code and the regulations of the Capital Markets Board

Based on the resolution of our Board of Directors dated 07.04.2025 and numbered 09, and in compliance with the provisions of the Turkish Commercial Code and the Capital Markets Board regulations, our Board of Directors, in consultation with the Audit Committee, has decided to engage an auditor for the financial reports of our Company for the 2025 fiscal year and to perform other tasks outlined under the relevant legal framework. Accordingly, it has been resolved to appoint "PwC Bağımsız Denetim ve Serbest Muhasebeci Mali Müşavirlik Anonim Şirketi" located at "Kılıçlı Paşa Mah. Meclis-i Mebusan Cad. No: 8 İç Kapı No: 301 Beyoğlu / İstanbul," and registered with the İstanbul Trade Registry Directorate under the Trade Registry Number 201465, the Boğaziçi Corporate Tax Office under the Tax Identification Number 1460022405, and with the MERSİS Number 0-1460-0224-0500015. This appointment will subsequently be presented for approval at the Company's General Assembly.

8. Selection of the Independent Audit Company for 2025 and 2024 for the mandatory sustainability assurance audit reports to be prepared in accordance with the Turkish Sustainability Reporting Standards published by the Public Oversight, Accounting and Auditing Standards Authority ("KGK")

The Board of Directors will take the opinion of the Audit Committee, an independent auditor company will be assigned to audit the reports to be prepared in accordance with the Turkish Sustainability Reporting Standards of the Company and perform the other works prescribed by the foregoing laws and regulations.

In line with the Board of Directors' resolution dated 07.04.2025 and numbered 09, and based on the recommendations of the Audit Committee, it has been resolved to appoint " PwC Bağımsız Denetim ve Serbest Muhasebeci Mali Müşavirlik Anonim Şirketi " to audit the reports prepared in compliance with the Turkish Sustainability Reporting Standards for the 2024 and 2025 accounting periods, as well as to fulfill other responsibilities outlined in the relevant regulations. The company, located at "Kılıçlı Paşa Mah. Meclis-i Mebusan Cad. No: 8 İç Kapı No: 301 Beyoğlu / İstanbul," holds Trade Registry Number 201465 at the İstanbul Trade Registry Directorate, is registered under the Boğaziçi Corporate Tax Office with Tax Identification Number 1460022405 and possesses the Mersis Number 0-1460-0224-0500015. This decision will be presented to the approval of the General Assembly.

9. Information to the Shareholders as Regards to the Payments Made to the Members of the Board of Directors and the Senior Management in 2024 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.

For the period ending on 31.12.2024, the total amount of the attendance fee and similar other benefits granted to the board chairman, board members and senior management is TRY 17,286,743. The said information is shared under the footnote 5 titled "Related Party Transactions" within the independent audit report of 2024.

10. Information to the Shareholders as Regards to the Warrants, Pledges, Liens and Sureties Granted to Third Parties or Acquired Incomes and Benefits gained from the transaction during 2024 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.

There is no warrants, pledges, liens and sureties granted third parties and the any acquired incomes and gained benefits from the transaction within the period of 01.01.2024-31.12.2024. The said explanation was shared in footnote number 15 titled "Provisions, Contingent Assets and Liabilities" in 2024 independent audit report.

11. Information to the Shareholders as Regards to the Donations Made in 2024 and the Determination of an Upper Limit for the Donations of 2025

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.

Based on the Board of Directors Decision dated 22.01.2024 and numbered 02, a total donation of TRY 90,800 TL was made where TRY 15,800 is for the Turkish Education Foundation (TEV) and TRY 75,000 for the Turkish Foundation for Combating Erosion, Afforestation and Protection of Natural Assets (TEMA) to obtain a certificate for 1000 saplings within the scope of the Company's Donation and Aid Policy.

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 2024 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.

As per Principle No. 1.3.6 of the Corporate Governance Communiqué, no significant transaction has been reported to the company by the individuals outlined in the policy that could lead to a potential conflict of interest with our company or its subsidiaries. Also, there are no transactions involving commercial activities falling within the scope of the partnership's or its subsidiaries' business, whether conducted on their own behalf, on behalf of others, or through participation as an unlimited partner in another partnership engaged in similar commercial business by said persons.

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. Determination of the monthly remuneration of 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 07.04.2025 and numbered 04 to be paid a monthly attendance fee of TRY 48,000 to the Chairman and Independent Members; TRY 32,000 to the Deputy Chairwoman and TRY 24,000 to the Members of the Board of Directors for the year 2025.

14. Informing the General Assembly about the transactions made with related parties within the scope of the regulations of the Capital Markets Board.

In accordance with Article 10 of the CMB Corporate Governance Communiqué, there have been no extensive or ongoing service or asset trading transactions between our company and its related parties over the year. Detailed information on this matter can be found in footnote 5 of our independent audit report under the section "Related Party Disclosures".

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 in a way

that TRY 500,000 to be collected in cash and the remaining TRY 1,000,000 to be collected on 01.06.2024. Pursuant to Article 9.b.vi of the Turkish Accounting Standard (IAS 24), Prokon Net Bilişim Organizasyon Turizm Reklam İnşaat Ticaret Limited Şirketi, the acquiring entity, shares the same key management personnel (Hakan Temizoğlu) with Intranet Yazılım A.Ş., which is the parent company of the Kafein Technology. Total Ratio of Shares Owned in Capital of Non-current Financial Asset After Sales Transaction is %0.

By the decision of the Company's Board of Directors dated 26.07.2024 and numbered 21, It has been decided to purchase 28,500 registered shares (1,000 TL per share value) of the company's %51 subsidiary Karmasis Bilişim Çözümleri Ticaret Anonim Şirketi which corresponds to 19% of its total 150,000,000 TL capital, for a total price of 144,400,000 TL and to be paid 31.07.2024. The seller, Mr. Mehmet Murat Eraydın, is the other partner of the Company's subsidiary Karmasis Bilişim Çözümleri Ticaret Anonim Şirketi. Total Ratio of Shares Owned in Capital of Non-current Financial Asset After Transaction is %70.

The corresponding amount was determined within the range of 844,690,000 TL to 728,620,000 TL (representing 100% of the share value), based on the Valuation Report prepared by Reform Independent Audit Joint Stock Company, dated 26.07.2024 and numbered 2024/21. In the valuation study, it was decided to use the "Income Approach and Market Approach" with an appropriate weighting.

The main assumptions used in valuation are as follows:

- It is assumed that in the euro region of the European Union, the member states of the European Union, a crisis will not occur, and the crisis will not come out of control.
- There will be no restrictions that constitute an obstacle to the importation of foreign capital, except for a number of formalities currently valid. In addition, it is assumed that the current situation will continue in the credit conditions of banks.
- It is assumed that the governments of Türkiye, which will be on duty during the projection, will follow a determined policy.
- The estimated market value determined is based on the financial structure of 30.06.2024.
- This appraisal study is not a special status detection. Our valuation activities do not include generally accepted inspection principles, basis and standards or inspection work.
- It was assumed that company shareholders act in responsibility and that the company management consists of experts.
- Unless otherwise stated, full compliance is assumed to all relevant laws and legislation.
- The study is not aimed at providing assurance in terms of stock value, realization of projections or the basis of assumptions that constitute the basis for projections. Generally, there are differences between the results stipulated in projections and actual results, and these differences may be important, if any.
- The data used in the report is provided by the Company's management, public institutions (TCMB, TÜİK, KAP, BIST etc.), media organizations and other sources that are accepted as reliable by appraisers. The information provided by the above sources has been deemed to be reliable and the accuracy of this information has not been checked except as stated below. The analysis was carried out on the basis of the assumption that all data are correct. Information to be used in the valuation study was obtained from customer management. Whether the

information obtained is necessary to use in the valuation study, the relevance and adequacy level of the party providing the information to the valuation results were questioned, and the information that was not found to be reliable was not used. The information obtained during the entire study process has been reasonably analyzed and reviewed.

- No responsibility is accepted for changes in market conditions and there is no obligation to revise the report to reflect the effects of events and conditions occurring after the date of the report.

15. Wishes and Opinions.

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 HIZMETLERI TICARET ANONIM SirkETI**

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 **2024 Ordinary General Assembly** Meeting to be held at **13:00 o'clock on 12.05.2025**, at the Head Office of Kafein Yazilim 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 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. Reading, discussing, and approving the Activity Report of 2024 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 2024			
4. Reading, discussing, and approving the Financial Statements for the Financial Period of 2024			
5. The acquittal of the members of the Board of Directors separately for their activities in 2024.			
6. The discussion and resolution on the offer of the Board of Directors according to the profit distribution plan of the Company			
7. Selection of the Independent Audit Company for 2025 in accordance with the Turkish Commercial Code and the regulations of the Capital Markets Board			
8. Selection of the Independent Audit Company for 2025 and 2024 for the mandatory sustainability assurance audit reports to be prepared in accordance with the Turkish Sustainability Reporting Standards published by the Public			

Oversight, Accounting and Auditing Standards Authority ("KGK")			
9. Information to the Shareholders as Regards to the Payments Made to the Members of the Board of Directors and the Senior Management in 2024 as per Corporate Governance Rules			
10. Information to the Shareholders as Regards to the Warrants, Pledges, Liens and Sureties Granted to Third Parties or Acquired Incomes and Benefits gained from the transaction during 2024 as per the Corporate Governance Rules.			
11. Information to the Shareholders as Regards to the Donations Made in 2024 and the Determination of an Upper Limit for the Donations of 2025			
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 2024 under the Corporate Governance Rule no. 1.3.6 of the Corporate Governance Communiqué by the Capital Markets Board.			
13. Determination of the monthly remuneration of the members of the Board of Directors			
14. Informing the General Assembly about the transactions made with related parties within the scope of the regulations of the Capital Markets Board.			
15. Wishes and Opinions.			

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

2024 ORDINARY GENERAL ASSEMBLY AGENDA OF KAFEIN YAZILIM HIZMETLERI TICARET ANONIM SirkETi

1. Opening and selection of the Chairmanship of the Meeting
2. Reading, discussing, and approving the Activity Report of 2024 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 2024
4. Reading, discussing, and approving the Financial Statements for the Financial Period of 2024
5. The acquittal of the members of the Board of Directors separately for their activities in 2024.
6. The discussion and resolution on the offer of the Board of Directors according to the profit distribution plan of the Company
7. Selection of the Independent Audit Company for 2025 in accordance with the Turkish Commercial Code and the regulations of the Capital Markets Board
8. Selection of the Independent Audit Company for 2025 and 2024 for the mandatory sustainability assurance audit reports to be prepared in accordance with the Turkish Sustainability Reporting Standards published by the Public Oversight, Accounting and Auditing Standards Authority ("KGK")
9. Information to the Shareholders as Regards to the Payments Made to the Members of the Board of Directors and the Senior Management in 2024 as per Corporate Governance Rules
10. Information to the Shareholders as Regards to the Warrants, Pledges, Liens and Sureties Granted to Third Parties or Acquired Incomes and Benefits gained from the transaction during 2024 as per the Corporate Governance Rules.
11. Information to the Shareholders as Regards to the Donations Made in 2024 and the Determination of an Upper Limit for the Donations of 2025
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 2024 under the Corporate Governance Rule no. 1.3.6 of the Corporate Governance Communiqué by the Capital Markets Board.
13. Determination of the monthly remuneration of the members of the Board of Directors
14. Informing the General Assembly about the transactions made with related parties within the scope of the regulations of the Capital Markets Board.
15. Wishes and Opinions.