

KAFEİN YAZILIM HİZMETLERİ TİCARET A.Ş
Minutes of 2024 Ordinary General Assembly Meeting held on 12.05.2025

In order to hold the Ordinary General Assembly Meeting of Kafein Yazılım Hizmetleri Ticaret Anonim Şirketi for the year 2024, a meeting was held on 12.05.2025 at 13:00 at the address of Çifte Havuzlar Mah. Eski Londra Asfaltı Cad. Kuluçka Mrk. A2 Blok No:151/1B İç Kapı No: B01 Esenler İstanbul, which is the headquarters address of the Company, under the supervision of Emrah Günay, the Ministry Representative assigned by the letters of İstanbul Provincial Directorate of Commerce dated 09.05.2025 and numbered E-90726394-431.03-00109112568.

As stipulated in the Law and Articles of Association and including the agenda, the call for the meeting was made in due time by being announced in the Turkish Trade Registry Gazette dated 15 April 2025 and numbered 11312, on the Company's website at www.kafein.com.tr on the Public Disclosure Platform (KAP) and on the Electronic General Assembly System (EGKS) of the Central Registry Agency. Pursuant to Article 29 of the Capital Markets Law, no registered letter was sent to our shareholders for the invitation to the General Assembly Meeting.

From the examination of the List of Attendants, among a total shares of of 19,750,000 (183,333 of Group A, 183,333 of Group B and 19,383,334 of Group C in the company's MKK (central registry agency) records), it was seen that a total of 4,986,061 shares were presented in the meeting. 21,033 of shares were represented in Person; 4,965,028 of shares were represented by Proxy, and 0 of shares represented by an Designated Representative. Thus, it is understood that the meeting quorum stipulated in the law and the articles of association is present.

It was confirmed that the Company's Board Members Neval Önen and Hatice Sevim Oral, along with Mr. Orhan Öztürk representing the independent audit firm, attended the meeting. The session was initiated both physically and electronically by Mr. Hatice Sevim Oral, a Member of the Board of Directors, to discuss the agenda.

1. A proposal of Neval Önen was read to elect Hatice Sevim Oral, member of the board of directors, as the chairman of the meeting and to sign the minutes of the general assembly meeting along with other documents and to collect votes. The agenda item was adopted by unanimous vote, receiving 10.119.385 votes in favor and 0 against.

2. The proposal of Neval Önen to deem the 2024 Annual Report as read was brought to a vote. The agenda item was adopted by unanimous vote, receiving 10.119.385 votes in favor and 0 against. The annual report prepared by the Board of Directors of the Company was submitted for voting. The agenda item was adopted by unanimous vote, receiving 10.119.385 votes in favor and 0 against.

3. The proposal of Neval Önen to deem the 2024 Audit Report Delivered by the Independent Auditing Firm as read was brought to a vote. The agenda item was adopted by unanimous vote, receiving 10.119.385 votes in favor and 0 against. The summary of the independent audit report was read by Orhan Öztürk on behalf of the Independent Audit Firm. The Independent Audit Report prepared by the audit firm (PwC Bağımsız Denetim ve Serbest Muhasebeci Mali Müşavirlik Anonim Şirketi) was submitted for voting. The agenda item was adopted by unanimous vote, receiving 10.119.385 votes in favor and 0 against.

4. The proposal of Neval Önen to deem the 2024 Financial Statements of the Company as read was brought to a vote. The agenda item was adopted by unanimous vote, receiving 10.119.385 votes in favor and 0 against. The Financial Statements of the Company were submitted for voting. The agenda item was adopted by unanimous vote, receiving 10.119.385 votes in favor and 0 against.

During the discussion of the agenda, Engin Güneş, one of the shareholders, shared his opinion: In the financial reports, we see that the company's profit is below the sector average. It is necessary to focus on projects with high added value. In addition, I think that enforcement action should be taken immediately for the parts that are due and past in terms of the receivables.

5. It was submitted for approval that the members of the Board of Directors be released separately from their accounts and activities for the year 2024. The members of the Board of Directors did not vote for their own release.

- 5.1. The release of Ali Cem Kalyoncu, Member of the Board of Directors, was put to the vote. The agenda item was adopted by unanimous vote, receiving 21.033 votes in favor and 0 against.
- 5.2. The release of Neval Önen, Member of the Board of Directors, was put to the vote. The agenda item was adopted by majority vote, receiving 4.603.370 votes in favor and 11.001 against.
- 5.3. The release of Kenan Sübekci, Member of the Board of Directors, was put to the vote. The agenda item was adopted by majority vote, receiving 4.603.370 votes in favor and 11.001 against.

During the discussion of the agenda, Engin Güneş, one of the shareholders, shared his opinion: I think that Kenan Sübekci, Member of the Board of Directors, should not be a member of the Board of Directors for the performance of his duty because he is a member of the public sector.

- 5.4. The release of Hatice Sevim Oral, Member of the Board of Directors, was put to the vote. The agenda item was adopted by majority vote, receiving 4.601.974 votes in favor and 11.001 against.
- 5.5. The release of Murat Kaan Güneri, Independent Member of the Board of Directors, was put to the vote. The agenda item was adopted by unanimous vote, receiving 4.986.061 votes in favor and 0 against.
- 5.6. The release of Murat Ethem Sümer, Independent Member of the Board of Directors, was put to the vote. The agenda item was adopted by unanimous vote, receiving 4.986.061 votes in favor and 0 against.
- 5.7. The release of İbrahim Semih Arslanoğlu, Independent Member of the Board of Directors, was put to the vote. The agenda item was adopted by unanimous vote, receiving 4.986.061 votes in favor and 0 against.

6. The Board of Directors proposed to distribute a cash dividend of TL 6,000,000 (gross) and to start the cash dividend distribution on 20.05.2025 based on the decision dated 07.04.2025 and numbered 08. The proposal was put to the vote. The agenda item was adopted by majority vote, receiving 10.108.384 votes in favor and 11.001 against.

During the discussion of the agenda, Engin Güneş, one of the shareholders, shared his opinion: I think it is better to invest in small startups instead of distributing such a small amount of dividends.

Hasan Kahraman, one of the shareholders, said that the dividend can be used as a source of share buyback.

7. To carry out auditing and other activities within the scope of the Turkish Commercial Code, Capital Markets Legislation and other relevant legislation for the accounting period of 2025, The Board of Directors proposed to appoint "PwC Bağımsız Denetim ve Serbest Muhasebeci Mali Müşavirlik Anonim Şirketi", which operates at the address "Kılıçali Paşa Mah. Meclis-i Mebusan Cad. No:8 İç Kapı No 301 Beyoğlu/Istanbul," is registered with the Istanbul Trade Registry Office under Trade Registry Number 201465, holds a corporate tax registration under the Boğaziçi Corporate Tax Office with Tax Identification Number 1460022405, and has the MERSIS Number 0-1460-0224-0500015. The agenda item was adopted by unanimous vote, receiving 10.119.385 votes in favor and 0 against.

8. To ensure mandatory sustainability assurance audit of reports to be prepared in accordance with the Turkish Sustainability Reporting Standards published by the Public Oversight, Accounting and Auditing Standards Authority ("KGK") for the accounting period of 2024 and 2025, The Board of Directors proposed to appoint "PwC Bağımsız Denetim ve Serbest Muhasebeci Mali Müşavirlik Anonim Şirketi", which operates at the address "Kılıçali Paşa Mah. Meclis-i Mebusan Cad. No:8 İç Kapı No 301 Beyoğlu/Istanbul," is registered with the Istanbul Trade Registry Office under Trade Registry Number 201465, holds a corporate tax registration under the Boğaziçi Corporate Tax Office with Tax Identification Number 1460022405, and has the MERSIS Number 0-1460-0224-0500015. The agenda item was adopted by unanimous vote, receiving 10.119.385 votes in favor and 0 against.

9. In accordance with the Article 4.6. of the Corporate Governance Principles, shareholders were informed within the framework of footnote 5 titled "related party disclosures" of our financial report that 17,286,743 TL was paid within the scope of the remuneration and benefits provided to the Members of the Board of Directors and Senior Executives within the accounting period of 2024.

10. Pursuant to Article 12.4 of the Corporate Governance Communiqué, shareholders were informed that there were no guarantees, pledges, mortgages and sureties given by our company in favor of third parties and no income or benefits obtained in 2024 within the framework of footnote 15 titled "provisions, contingent assets and liabilities" of our financial report.

11. Within the scope of the Company's Donation and Aid Policy, shareholders were informed that a total of 90,800 TL was donated in 2024, in which 15,800 TL is donated to the Turkish Education Foundation (TEV) and 75,000 TL is donated to the Turkish Foundation for Combating Erosion, Afforestation and the Protection of Natural Habitats (TEMA) for the purpose of obtaining a certificate for 1000 saplings. It was proposed that an upper limit of TL 250,000 be set for the donation and aid amount in 2025. The agenda item was adopted by majority vote, receiving 10.119.384 votes in favor and 1 against.

Hasan Kahraman, one of the shareholders, expressed his opinion: I think that the upper limit of donations should be higher and scholarships should be given. I think that a rate of 3 per thousand and 5 per thousand would be appropriate.

The company's Board Member Neval Önen expressed her opinion: Nearly 150 young talents have been trained in the Kafein Academy program in the last 3 years. As a company, we consider giving scholarships to young talents in the software sector.

12. Within the scope of the Capital Markets Board's Corporate Governance Principle No. 1.3.6, shareholders were informed that there were no business and transactions carried out during the 2024 accounting period. The authorization of the members of the Board of Directors to carry out the transactions stipulated in Articles 395 and 396 of the Turkish Commercial Code was put to vote. The agenda item was adopted by unanimous vote, receiving 10.119.385 votes in favor and 0 against.

13. Based on the opinion presented to the Board of Directors during the Corporate Governance (Remuneration) Committee meeting held on 07.04.2025 and numbered 04, a proposal was submitted to vote for the payment of a net attendance allowance for 2025 as follows: 48,000 TL to the Chairman of the Board of Directors and Independent Board Members, 32,000 TL to the Deputy Chairman of the Board of Directors, and 24,000 TL to the Members of the Board of Directors. The agenda item was adopted by majority vote, receiving 10.108.384 votes in favor and 11.001 against.

14. Within the scope of Articles 9 and 10 of the CMB Corporate Governance Communiqué, shareholders were informed about the transactions between our company and its related parties during the year within the scope of footnote 5 titled "Related Party Disclosures" of the independent audit report.

15. Engin Güneş, one of our shareholders, expressed his opinion in the wishes section: We see suspicious speculative price movements of Bank of America and some business bank accounts of İşbank which should be reported to the CMB. We see intraday volume imbalances. I think that the details of the valuation report, in which 19% of our subsidiary Karmasis was acquired, should be shared and the acquisitions should be discussed at the general assembly.

As there were no further items on the agenda to address, the Chairman of the Meeting concluded the session. The minutes of the meeting were then drafted, reviewed, and signed on-site in the presence of the General Assembly.

Dated: 12.05.2025

MINISTRY REPRESENTATIVE

Emrah Günay

MEETING CHAIRMAN

Hatice Sevim Oral