

**INFORMATION DOCUMENT FOR THE 2025 ORDINARY GENERAL ASSEMBLY MEETING OF  
KAFEIN YAZILIM HIZMETLERI TICARET ANONIM SIRKETI**

**CALL TO 2025 ORDINARY GENERAL ASSEMBLY MEETING BY  
THE CHAIRMANSHIP OF THE BOARD OF MEMBERS OF  
KAFEIN YAZILIM HIZMETLERI TICARET ANONIM SIRKETI**

Istanbul Directorate of Trade Registry  
Trade Registration No: 563336

**2025 Ordinary General Assembly** Meeting of the Company will be held at **13:00 o'clock on 27.04.2026**, 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) 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](http://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.

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](http://www.kap.org.tr), Central Registry Agency’s (MKK) Electronic General Assembly System or at [www.kafein.com.tr](http://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.

**KAFEIN YAZILIM HIZMETLERI TICARET ANONIM SIRKETI THE BOARD OF DIRECTORS**

## **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: +90 (212) 924 20 30

## **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 197,500,000 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:

<b>Shareholders</b>	<b>Group A</b>	<b>Group B</b>	<b>Group C</b>	<b>Total Capital Amount (TRY)</b>	<b>Capital Share (%)</b>	<b>Voting Right (%)</b>
Ali Cem Kalyoncu	1,833,330	1,833,330	45,983,620	49,650,280	25.14	40.58
Public/Other			147,849,720	147,849,720	74.86	59.42
<b>TOTAL</b>	<b>1,833,330</b>	<b>1,833,330</b>	<b>193,833,340</b>	<b>197,500,000</b>	<b>100.00</b>	<b>100.00</b>

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.

Pursuant to the resolution adopted at our Board of Directors meeting dated 03.02.2025 and numbered 03, it has been resolved that the branch office operating under the trade name “Kafein Yazılım Hizmetleri Ticaret Anonim Şirketi Düzce Şubesi”, registered with the Düzce Trade Registry Directorate of the Republic of Türkiye under registry number 13450, and located at Orhangazi Mah. Teknopark Cad. Teknopark Blok No:1 İç Kapı No: Z03 Merkez/Düzce, be closed as required.

## **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 the General Assembly Meeting.

### **STATEMENTS CONCERNING THE AGENDA ITEMS OF 2025 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 assembly’s held on electronic media.

#### **2. Reading, discussing, and approving the Activity Report of 2025 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](http://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 2025**

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](http://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 2025**

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. Reading, discussing, and approving the 2024 TSRS-Compliant Sustainability Report**

Within the scope of the announcement dated 25/06/2025 and numbered 2025/43 published by the Public Oversight, Accounting and Auditing Standards Authority (“KGK”), it has been deemed appropriate that the sustainability report for the 2024 fiscal year be submitted to the ordinary general assembly meeting relating to the 2025 fiscal year. The announcement states that: “The preparation of TSRS-compliant sustainability reports is the responsibility of the board of directors, just as in financial reporting. These reports, to be prepared in accordance with the TSRS, will be subject to assurance audits by audit firms authorized by our Authority in this field, as is the case with financial reporting. In this context, the selection of the auditor and the submission of sustainability reports that have undergone audit to the general assembly shall be carried out together with the financial statements and by the same procedures.” Accordingly, our TSRS-Compliant Sustainability Report, which has been made available for examination by our shareholders for a period of three weeks prior to the General Assembly meeting at our Company Headquarters, on the Central Securities Depository’s Electronic General Assembly portal, and on our corporate website at [www.kafein.com.tr](http://www.kafein.com.tr) will be presented for the information and consideration of shareholders.

#### **6. The acquittal of the members of the Board of Directors separately for their activities in 2025.**

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.

#### **7. 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 17.03.2026 and numbered 06, It was resolved to submit for the approval of the General Assembly the distribution of a total gross cash dividend of TRY 4,000,000.00 out of the net distributable profit for the period as of 31.12.2025, amounting to TRY 29,334,261.00 and TRY 141,755,502.49 in the Company's financial statements prepared in accordance with capital markets legislation and in its statutory records, respectively.

The dividend distribution table prepared for the accounting period 01.01.2025 - 31.12.2025 is as follow.

<b>PROFIT DISTRIBUTION STATEMENT FOR 2025 OF KAFEIN YAZILIM HIZMETLERI TIC. A.S.</b>			
1	Paid/Issued Capital		197.500.000,00
2	General Legal Reserves (According to Legal Records)		39.500.000,00
	Information regarding preference in profit distribution, if any, as per the articles of association		No preference
		<b>According to CMB</b>	<b>According to Legal Records (LR)</b>
3	Period Profit/(Loss)	120.873.703,00	215.538.522,14
4	Payable Taxes ( - )	52.039.442,00	34.283.019,64
5	Net Period Profit ( = ) (*)	68.834.261,00	181.255.502,49
6	Losses from Previous Years ( - )	0,00	0,00
7	General Legal Reserves ( - )	39.500.000,00	39.500.000,00
<b>8</b>	<b>NET DISTRIBUTABLE PERIOD PROFIT ( = )</b>	<b>29.334.261,00</b>	<b>141.755.502,49</b>
9	Donations within the Year ( + )	120.000,00	120.000,00
10	Net Distributable Period Profit (Donations Included)	29.454.261,00	141.875.502,49
11	First Dividend to Shareholders		
	- Cash	4.000.000,00	4.000.000,00
	- Bonus	0,00	0,00
	- Total	4.000.000,00	4.000.000,00
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	400.000,00	400.000,00
17	Statutory Reserves		0,00
18	Special Reserves		0,00
19	EXTRAORDINARY RESERVES	24.934.261,01	137.355.502,50
20	Other Resources Prescribed for Distribution		
	-Profit from the Previous Year		

<b>PROFIT DISTRIBUTION STATEMENT FOR 2025 OF KAFEIN YAZILIM HIZMETLERI TIC. A.S.</b>				
<b>INFORMATION ABOUT DISTRIBUTED DIVIDEND RATE</b>				
<b>CASH DIVIDEND PER SHARE</b>				
		TOTAL AMOUNT OF DIVIDENDS AS CASH (TL)	Cash Dividend Amount Corresponding per Share	
			AMOUNT (TL)	RATIO (%)
GROSS		4.000.000,00	0,0202532	2,02532
NET		3.400.000,00	0,0172152	1,72152
<b>BONUS DIVIDEND PER SHARE</b>				
		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		4.000.000,00	0,0202532	2,02532
AMOUNT OF DIVIDENDS DISTRIBUTED TO THE SHAREHOLDERS (TRY)	THE RATE OF THE DISTRIBUTED DIVIDENDS TO THE NET DISTRIBUTABLE PERIOD PROFIT CALCULATED AS PER IFRS (%)			
4.000.000,00	13,64%			
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%.

## **8. Selection of the Independent Audit Company for 2026 in accordance with the Turkish Commercial Code and the regulations of the Capital Markets Board**

Pursuant to the resolution of our Board of Directors dated 17.03.2026 and numbered 06, it has been resolved, in accordance with the principles set forth under the Turkish Commercial Code No. 6102 and the Capital Markets Law No. 6362, to appoint "ANY Partners Bağımsız Denetim Anonim Şirketi", having its registered office at Beytepe Mahallesi 2742/1 Sokak No:6, Çankaya/Ankara, registered with the Ankara Trade Registry Directorate under trade registry number 449495, with the Ankara Doğanbey Tax Office Directorate under tax identification number 0700869335, and with MERSIS number 0070086933500001, as the independent audit firm to conduct the audit of the Company's Financial Reports for the 2026 fiscal year and to carry out the other activities falling within the scope of the relevant regulations under these laws, and to submit such appointment for the approval of the General Assembly.

## **9. Selection of the Independent Audit Company for 2026 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")**

With the Decision published in the Official Gazette dated 5 September 2024 and numbered 32653, assurance audits regarding corporate sustainability reporting were made mandatory, and it was resolved that such assurance audits would commence with limited assurance.

Pursuant to the resolution of our Board of Directors dated 17.03.2026 and numbered 06, and upon obtaining the opinion of the Audit Committee, it has been resolved to appoint “ANY Partners Bağımsız Denetim Anonim Şirketi”, having its registered office at Beytepe Mahallesi 2742/1 Sokak No:6, Çankaya/Ankara, registered with the Ankara Trade Registry Directorate under trade registry number 449495, with the Ankara Doğanbey Tax Office Directorate under tax identification number 0700869335, and with MERSIS number 0070086933500001, to provide the mandatory Sustainability Assurance Audit for the 2026 fiscal year within the framework of the Decision published in the Official Gazette dated 5 September 2024 and numbered 32653, in respect of the reports to be prepared in accordance with the Türkiye Sustainability Reporting Standards issued by the Public Oversight, Accounting and Auditing Standards Authority (“KGK”), and to submit such appointment for the approval of the General Assembly.

#### **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 2025 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 are no warrants, pledges, liens and sureties granted third parties and the any acquired incomes and gained benefits from the transaction within the current period. The said explanation was shared in footnote number 15 titled "Provisions, Contingent Assets and Liabilities" in 2025 independent audit report.

#### **11. Information to the Shareholders as Regards to the Donations Made in 2025 and the Determination of an Upper Limit for the Donations of 2026**

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.

With the decision of the Board of Directors dated 02.01.2025 and numbered 01, a donation of TRY 15,000 was made to the Turkish Education Foundation (TEV) within the scope of the Company's Donation and Aid Policy. With the decision of the Board of Directors dated 19.02.2025 and numbered 04, a donation of TRY 105,000 was made to the Turkish Foundation for Combating Erosion, Reforestation and Protection of Natural Habitats (TEMA) within the scope of the Company's Donation and Aid Policy. Thus, the total amount of donations made during the year reached TRY 120,000.

#### **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 2025 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.

Under article 4.5.13(b) of the Corporate Governance Principles annexed to the Corporate Governance Communiqué (II-17.1), the Remuneration Committee submits to the Board of Directors its recommendations regarding the remuneration to be paid to board members and senior executives with administrative responsibility, taking into account the degree of achievement of the criteria used in remuneration. At its meeting dated 10.03.2026 and numbered 02, the Committee submitted for consideration its proposal that, for the year 2026, a net attendance fee of TRY 70,000 be paid to the Chairman of the Board of Directors and the Independent Members of the Board of Directors, TRY 45,000 to the Vice Chairman of the Board of Directors, and TRY 34,000 to the other Members of the Board of Directors. The relevant proposal was deemed appropriate at the meeting of the Board of Directors dated 10.03.2026 and numbered 05.

### 14. Discussion and approval of the proposed amendment to Article 7 of the Articles of Association, titled ‘The Company’s Share Capital’

Within the scope of our Board of Directors’ Resolution dated 06.01.2026 and numbered 01, due to the expiry of the validity period of our Company’s current registered capital ceiling as of the end of 2025, our application made for the purpose of completing the legal procedures regarding the increase of the current registered capital ceiling of TRY 200,000,000 (two hundred million Turkish Lira), which was valid for the period 2021–2025, to TRY 400,000,000 (four hundred million Turkish Lira), to be valid for the period 2026–2030 (5 years), and the corresponding amendment of Article 7 of our Articles of Association entitled “Share Capital of the Company”, has been approved by the Capital Markets Board with its letter dated 12.01.2026 and numbered E-29833736-110.04.04-84206, and by the T.C. Ministry of Trade with its letter dated 16.01.2026 and numbered E-50035491-431.02-00117954784. The proposed amendment to the Articles of Association will be submitted for the approval of our shareholders at the General Assembly. Since the agenda includes an amendment to the Articles of Association, the former and revised texts showing the relevant amendments are set out below.

Previous Text	New Text
<b>CAPITAL of the COMPANY</b>	<b>CAPITAL of the COMPANY</b>
<b>ARTICLE 7-</b>	<b>ARTICLE 7-</b>
In accordance with the provisions of the Capital Markets Law no. 6362, the company adopts the registered capital system and started to implement registered capital system upon the permit no. 21/279 by the Capital Markets Board dated 30.06.2016.	In accordance with the provisions of the Capital Markets Law no. 6362, the company adopts the registered capital system and started to implement registered capital system upon the permit no. 21/279 by the Capital Markets Board dated 30.06.2016.
The registered authorized stock of the Company is TRY <b>200,000,000 (Two Hundred Million Turkish Lira)</b> and is divided into <b>200,000,000 (Two Hundred Million)</b> shares with TRY 1.00 (One Turkish Lira) value per share.	The registered authorized stock of the Company is TRY <b>400,000,000 (Four Hundred Million)</b> and is divided into <b>400,000,000 (Four Hundred Million)</b> shares with TRY 1.00 (One Turkish Lira) value per share.

The permission of the registered capital ceiling that was granted by the Capital Market Board is valid between the years **2021** and **2025** (5 years). Even though the permitted registered capital ceiling has not been reached at the end of **2025**, the board of directors shall seek the grant of authority by the general assembly, which will be applicable for 5 years at maximum, in order to be able to increase capital after **2025** provided that a permit is obtained thereto from the Capital Markets Board for the previously granted or a new ceiling amount. In case such authority is not granted, the board of directors cannot increase the capital.

The issued capital of the Company is TRY 197,500,000 (One hundred and ninety-seven million five hundred thousand Turkish Liras). The capital is paid as free from any collusion. The capital is divided into 197,500,000 shares with TRY 1.00 nominal value per share. The shares are divided into three groups as Group (A), (B) and (C) shares. Group (A) and (B) shares are registered shares and represent the privileges defined in the Articles of Association. Group (C) shares are bearer shares and are not furnished with any privilege.

The share groups representing the issued capital are 1,833,330 Group A Registered Shares corresponding to TRY 1,833,330.00, 1,833,330 Group B Registered Shares corresponding to TRY 1,833,330.00 and 193,833,340 Group C Bearer Shares corresponding to TRY 193,833,340.00.

Previously, the issued capital of the Company was TRY 19,750,000 (Nineteen million seven hundred and fifty thousand TL), and this time the increased TRY 177,750,000 was covered by the addition of internal resources to the capital, all of which was from the Stock Issue Premiums account.

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.

The shares that represent the capital are tracked as registered as per the principles of registry.

As per the provisions of Capital Markets Regulation, the Board of Directors is authorized to issue new shares up to authorized stock and thus to increase issued capital, to restrict the rights of the shareholders to purchase new shares and to issue shares under the premium or nominal values. The authority to limit the right of purchasing new shares cannot be executed in a way to create inequality among shareholders.

The permission of the registered capital ceiling that was granted by the Capital Market Board is valid between the years **2026** and **2030** (5 years). Even though the permitted registered capital ceiling has not been reached at the end of **2030**, the board of directors shall seek the grant of authority by the general assembly, which will be applicable for 5 years at maximum, in order to be able to increase capital after **2030** provided that a permit is obtained thereto from the Capital Markets Board for the previously granted or a new ceiling amount. In case such authority is not granted, the board of directors cannot increase the capital.

The issued capital of the Company is TRY 197,500,000 (One hundred and ninety-seven million five hundred thousand Turkish Liras). The capital is paid as free from any collusion. The capital is divided into 197,500,000 shares with TRY 1.00 nominal value per share. The shares are divided into three groups as Group (A), (B) and (C) shares. Group (A) and (B) shares are registered shares and represent the privileges defined in the Articles of Association. Group (C) shares are bearer shares and are not furnished with any privilege.

The share groups representing the issued capital are 1,833,330 Group A Registered Shares corresponding to TRY 1,833,330.00, 1,833,330 Group B Registered Shares corresponding to TRY 1,833,330.00 and 193,833,340 Group C Bearer Shares corresponding to TRY 193,833,340.00.

Previously, the issued capital of the Company was TRY 19,750,000 (Nineteen million seven hundred and fifty thousand TL), and this time the increased TRY 177,750,000 was covered by the addition of internal resources to the capital, all of which was from the Stock Issue Premiums account.

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.

The shares that represent the capital are tracked as registered as per the principles of registry.

As per the provisions of Capital Markets Regulation, the Board of Directors is authorized to issue new shares up to authorized stock and thus to increase issued capital, to restrict the rights of the shareholders to purchase new shares and to issue shares under the premium or nominal values. The authority to limit the right of purchasing new shares cannot be executed in a way to create inequality among shareholders.

The capital of the company may be increased or decreased in compliance with the provisions of Turkish Code of Commerce and the Capital Markets Regulation.

The capital of the company may be increased or decreased in compliance with the provisions of Turkish Code of Commerce and the Capital Markets Regulation.

## **15. Wishes and Opinions.**

### **ANNEXES:**

**Annex-1:** Agenda

**Annex-2:** Power of Attorney

## **Annex-1: Agenda**

### **2025 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 2025 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 2025
4. Reading, discussing, and approving the Financial Statements for the Financial Period of 2025
5. Reading, discussing, and approving the 2024 TSRS-Compliant Sustainability Report
6. The acquittal of the members of the Board of Directors separately for their activities in 2025.
7. The discussion and resolution on the offer of the Board of Directors according to the profit distribution plan of the Company
8. Selection of the Independent Audit Company for 2026 in accordance with the Turkish Commercial Code and the regulations of the Capital Markets Board
9. Selection of the Independent Audit Company for 2026 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")
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 2025 as per the Corporate Governance Rules.
11. Information to the Shareholders as Regards to the Donations Made in 2025 and the Determination of an Upper Limit for the Donations of 2026
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 2025 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. Discussion and approval of the amendment to Article 7 of the Articles of Association, entitled 'Share Capital of the Company'.
15. Wishes and Opinions.

## Annex-2: 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 **2025 Ordinary General Assembly Meeting** to be held at **13:00 o'clock on 27.04.2026**, 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;**

- The Proxy is authorized to vote according to his/her own opinion.
- The Proxy is authorized to vote according to the recommendations by the management of the partnership.
- 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 2025 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 2025			
4. Reading, discussing, and approving the Financial Statements for the Financial Period of 2025			
5. Reading, discussing, and approving the 2024 TSRS-Compliant Sustainability Report			
6. The acquittal of the members of the Board of Directors separately for their activities in 2025.			
7. The discussion and resolution on the offer of the Board of Directors according to the profit distribution plan of the Company			
8. Selection of the Independent Audit Company for 2026 in accordance with the Turkish Commercial Code and the regulations of the Capital Markets Board			
9. Selection of the Independent Audit Company for 2026 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 ("KGGK")			

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 2025 as per the Corporate Governance Rules.			
11. Information to the Shareholders as Regards to the Donations Made in 2025 and the Determination of an Upper Limit for the Donations of 2026			
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 2025 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 Discussion and approval of the amendment to Article 7 of the Articles of Association, entitled ‘Share Capital of the Company’.			
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:**

- The Proxy is authorized to vote according to his/her own opinion.
- The Proxy is not authorized for these issues.
- 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.**

- Issue and serial: \*
- No/Group: \*\*
- Nominal value per share:
- Privilege status:
- Registered or Bearer status: \*
- 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