

**INFORMATION DOCUMENT FOR THE 2022 ORDINARY GENERAL ASSEMBLY MEETING OF
KAFEIN YAZILIM HIZMETLERI TICARET ANONIM SIRKETI**

Istanbul Directorate of Trade Registry
Trade Registration No: 563336

**CALL TO 2022 ORDINARY GENERAL ASSEMBLY MEETING BY
THE CHAIRMANSHIP OF THE BOARD OF MEMBERS OF
KAFEIN YAZILIM HIZMETLERI TICARET ANONIM SIRKETI**

2022 Ordinary General Assembly Meeting of the Company will be held at 13:00 o'clock on 17.04.2023, 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 Asfaltı 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 Yazılım Hizmetleri Ticaret A.S. consists of 19.750.000 shares with TRY 1.00 as the nominal value of each share.

By 31.12.2022, 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	4.573.716	4.940.382	25,01	40,48
Public/Other			14.809.618	14.809.618	74,99	59,52
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 or its affiliates or subsidiaries which may significantly affect the operations of the Company.

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 2022 Ordinary General Assembly Meeting.

4. Structure of Board of Directors, Resumes, and Declarations of Independence as of 31.12.2022

BOARD OF DIRECTORS		
Full Name	Role	Current External Assignments
Ali Cem Kalyoncu	Board Chairman	Netsite İletişim ve Elektronik Sistemleri San. ve Tic. A.Ş. Managing Partner and Vice Chairman Intranet Yazılım A.Ş. Board Chairman Karmasis Bilisim Cozumleri Tic. A.Ş. Board Chairman
Neval Onen	Vice Chairwoman	Intranet Yazılım A.Ş. Board Member Karmasis Bilisim Cozumleri Tic. A.Ş. Board Member
Hatice Sevim Oral	Board Member	-
Kenan Subekci	Board Member	Birlik Insaat Otomotiv ve Bilisim Hizm. , Controlling Shareholder
Ibrahim Semih Arslanoglu	Independent Board Member	-
Murat Ethem Sümer	Independent Board Member	Escar Filo Kiralama Hizmetleri A.Ş. Financial Affairs Director

RESUMEES:

Ali Cem Kalyoncu (Board Chairman - Director General)

Ali Cem Kalyoncu was born in 1960 and is an alumnus of the Electronics Engineering department, Istanbul Technical University. Later, he got his master's degree from the Autocontrol and Computers department Istanbul Technical University Institute of Science. As part of his professional career, he took office in Nixdorf A.Ş. as a Service Engineer, Digital Equipment Türkiye A.Ş. as Service Manager, and Datapro A.Ş. as a Director General and Managing Partner. Ali Cem Kalyoncu holds office as the Board Chairman and Director General of Kafein Yazılım Hizmetleri Ticaret A.Ş.

Neval Onen (Vice Chairwoman of the Board - HR & Administrative Affairs Manager)

In 1989, Neval Onen started her professional career as a part-time sales representative in Danisman Bilgisayar. Later, she also served as an Administrative Affairs Officer under the same company. In 1994, she was employed by 4K Bilgi İşlem as a Sales Representative where, in 1997, she held office in the Oem Department as the Sales Manager. In 2000, she started to serve as the IT Sales Manager in Genpa. Subsequently, she started to work under the project sales department of Datapro A.Ş. in 2002. In 2003, she was assigned by Datapro as the Sales and Customer Services Manager responsible for the relations with IBM, Fujitsu Siemens, Kodak, Oki, Epso and HP companies. She holds office under Kafein Yazılım Hizmetleri Ticaret A.Ş. since 2008, and currently serves as the Vice Chairwoman and HR & Administrative Affairs Manager of the Company.

Hatice Sevim Oral (Board Member - Accounting Manager)

Hatice Sevim Oral was born on 22.12.1964, in Malatya. She graduated from Malatya Trade Vocational School in 1981, School of Economics and Administrative Sciences of Inonu University in 1982 and Business Administration Department (Open Education Faculty) of Anadolu University in 2019. She served as a Chief Accountant under Onur air - TK Air between 1992 and 1994; Financial Affairs Manager under Akdeniz Airlines between 1995 and 1996; Internal Auditor under Cenajans Grey Reklamcilik A.S. between 1997 and 1999; Specialist Accountant under the Banks Association of Turkey between 1999 and 2002; and Assistant Accounting Manager under Datapro A.S. Between 2005 and 2008. Since 2008, she has held office as the Accounting Manager of Kafein Yazilim Hizmetleri Ticaret A.S.

Kenan Subekci (Board Member - IT, Administrative Affairs and Purchasing Manager)

Kenan Subekci was born in 1979. Subekci graduated from the Department of Electronics of Abant Izzet Baysal University and the Department of Labour Economics and Industrial Relations of Anadolu University. He took office in Datapro A.S. as a Broad Service Officer, and in Probil A.S. as a Team Leader and Project Officer. Kenan Subekci currently holds office as the Board Member and IT, Administrative Affairs and Purchasing Manager of Kafein Yazilim Hizmetleri Ticaret A.S

Murat Ethem Sümer (Independent Board Member)

He was born in 1964 in Ankara. He graduated from Galatasaray High School in 1984 and from Marmara University, Business Administration Department in 1989. After graduating from university, he worked in the tourism sector and Cankurtaran Holding for a while. In 1992, He started to work as a Financial Analyst in the Digital Equipment Turkey A.S. and participated in the International Education Program, equivalent to an MBA, at the Digital Management Institute between 1995-1998 during his tenure. After working at the head office in England for one year, he worked as the Turkey Country Finance and Administrative Affairs Manager of the same company. He continued his career as CFO at Vestel Companies Group Information Technologies department, Universal Music Group Turkey and T-Systems Turkey, respectively. After working as Business Operation Lead in Microsoft Turkey C&O unit, he has been working as CFO at Escar Filo Kiralama Hizmetleri A.S. He is fluent in English and French.

Ibrahim Semih Arslanoglu (Independent Board Member)

Ibrahim Semih Arslanoglu was born in Adapazari in 1948. He previously acted as a manager in Intel, TeleMedia Grup, Digital Equipment Corporation USA, AT&T Capital Corporation and SeaChange International. Arslanoglu gave lectures on International Business ve Marketing and Computer Sciences for seven years in Boston University's Metropolitan College and got his master's degree from California State University after graduating from the department of "International Marketing and Computer Sciences"

STATEMENT OF INDEPENDENCE

I hereby declare that I am a candidate to serve as an "independent member" at the board of Kafein Yazılım Hizmetleri Ticaret Anonim Şirketi (the Company) within the scope of the articles of association and the Corporate Governance Principles annexed to the Capital Market Board. Within this scope, I declare that ;

- a) I, myself, my spouse, and my blood and relative by marriage up to the second degree have not been in the company's management control or partnerships in which it has significant influence, and the company's management control in a managerial position where important duties and responsibilities will be raised between the partners in the last five years; there is no employment relationship, 5% or more of the capital or voting rights are not directly or indirectly owned, no significant commercial relationship has been established,
- b) I have not worked or become a member of the Managing Board in companies that manage the division and that perform the audit of the company (including tax audit, legal audit, business audit), its rating and consultancy and the companies that, have been able to complete the company's activities and organization within the framework of the agreements made or to a certain extend in the last five years,

- c) I have no partnership (5% or more), no direct or indirect caller or a member of the Managing Board in any of the companies that provide significant services and funds to the company in the last five years,
- d) I do not have a share in the capital of the company, and I have the professional education, knowledge, and experience to properly fulfil the duties I will be assigned due to being a member of the independent managing board,
- e) I am not employed full-time in public institutions and organizations as of now,
- f) I am deemed to have settled in Turkey according to the Income Tax Law,
- g) I will make positive contributions to the activities of the company, I will protect my impartiality in the conflicts of interest between the company shareholders, and I will decide freely by taking into account the rights of the stakeholders,
- h) I will spare time for company affairs to the extent that I can follow the operation of the company's activities and fully fulfil the requirements of the duties I have undertaken,

Signature: İbrahim Semih Arslanoğlu

STATEMENT OF INDEPENDENCE

I hereby declare that I am a candidate to serve as an "independent member" at the board of Kafein Yazılım Hizmetleri Ticaret Anonim Şirketi (the Company) within the scope of the articles of association and the Corporate Governance Principles annexed to the Capital Market Board. Within this scope, I declare that;

- a) I, myself, my spouse, and my blood and relative by marriage up to the second degree have not been in the company's management control or partnerships in which it has significant influence, and the company's management control in a managerial position where important duties and responsibilities will be raised between the partners in the last five years; there is no employment relationship, 5% or more of the capital or voting rights are not directly or indirectly owned, no significant commercial relationship has been established,
- b) I have not worked or become a member of the Managing Board in companies that manage the division and that perform the audit of the company (including tax audit, legal audit, business audit), its rating and consultancy and the companies that, have been able to complete the company's activities and organization within the framework of the agreements made or to a certain extend in the last five years,
- c) I have no partnership (5% or more), no direct or indirect caller or a member of the Managing Board in any of the companies that provide significant services and funds to the company in the last five years,
- d) I do not have a share in the capital of the company, and I have the professional education, knowledge, and experience to properly fulfil the duties I will be assigned due to being a member of the independent managing board,
- e) I am not employed full-time in public institutions and organizations as of now,
- f) I am deemed to have settled in Turkey according to the Income Tax Law,
- g) I will make positive contributions to the activities of the company, I will protect my impartiality in the conflicts of interest between the company shareholders, and I will decide freely by taking into account the rights of the stakeholders,
- h) I will spare time for company affairs to the extent that I can follow the operation of the company's activities and fully fulfil the requirements of the duties I have undertaken,

Signature: Murat Ethem Sümer

**STATEMENTS CONCERNING THE AGENDA ITEMS OF
2022 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 2022 issued by the Board of Directors of the Company

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

3. Reading, discussing, and approving the Independent Auditor’s Summary Report for the Financial Period of 2022.

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 2022

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. Approval of the election of Mr. Murat Ethem Sümer as an independent board member who was appointed instead of Mr. Yuce Erim due to his term of office as a member of the board of directors has reached six years.

Pursuant to article 363 of the Turkish Commercial Code, if a membership becomes vacant for any reason, the board of directors elects a person who meets the legal requirements as a member of the board of directors temporarily and submits it to the approval of the first general assembly. The member elected in this way will serve until the general assembly meeting where it is submitted for approval and, if approved, completes the term of his predecessor.

At the meeting of our Company's Board of Directors dated 23.08.2022 and numbered 2022-20, It has been decided to accept the resignation of Mr. Yüce Erim which is submitted in accordance with the Article 4.3.6/g and 4.3.8 of the Corporate Governance Principles stated in the Capital Markets Board Corporate Governance Communiqué No. II-17.1 as his term of office as an independent member of the

board of directors in our company has reached six years and to appoint Mr. Murat Ethem Sümer as an independent board member to be submitted for the approval of the first general assembly to be held according to Turkish Commercial Code Article 363.

6. The acquittal of the members of the Board of Directors separately for their activities in 2022.

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 approval of the Dividend Distribution Policy.

CMB Corporate Governance Principles Article 1.6. states that the dividend distribution policy of the partnership is to be submitted for approval at the general assembly. With the changes has been made regarding the CMB Dividend Guide Article 3, Company Articles of Association Article 17 and CMB Corporate Governance Principles Article 1.6.4 and 1.6.2; The Dividend Distribution Policy adopted with the decision of the Board of Directors dated 03.11.2022 and numbered 2022/26 is as follows:

KAFEİN YAZILIM HİZMETLERİ TİCARET A.Ş
PROFIT DISTRIBUTION POLICY

In accordance with the legislations, regulations and decisions issued under the Profit Distribution Policy, Turkish Code of Commerce, the Capital Markets Law and the Capital Markets Board and with the relevant provisions of Tax Procedure Law, Kafein Yazilim Hizmetleri Ticaret A.S. (Kafein) determines Corporate Governance applications in conformance with the strategies and financial plans of Kafein and in consideration of the Turkish economy and the sectorial conditions by paying regard to the sensitive balance between the expectations of the shareholders and the needs of Kafein.

The principles of profit distribution by Kafein are explained under *article 17 of the Articles of Association titled "Dividend Distribution and Determination"*.

As a principle, Kafein determines the amount of the dividends to be distributed in accordance with the decisions of the General Assembly which are taken in compliance with the provisions of Turkish Code of Commerce and the relevant provisions of the Capital Markets Law and the Articles of Association and ensures that these are equal to or higher than the amounts prescribed by the Capital Markets Board.

Kafein conforms to the regulations by the Capital Markets Board according to the term of profit distribution. *Dividend distribution begins on the date to be determined by the General Assembly, at the latest, until the end of the year in which the General Assembly meeting is held.*

The regulations of the Capital Markets Board are complied with regarding the time of profit distribution. Dividend distribution begins on the date to be determined by the General Assembly, at the latest, until the end of the year in which the General Assembly meeting is held.

No privilege applies for the profit distribution by Kafein, and profit is distributed equally for all the shares

Dividends can be distributed to the shareholders either as cash or as bonus share by adding the profit to the capital, or as cash and bonus shares at certain rates.

In case the Board of Directors proposes to the General Assembly that profit should not be distributed, the General Assembly informs the shareholders during meeting about the grounds of non-distribution

and the mode of use of retained profit. Similarly, such information is also shared with the public by publishing it on activity reports and the website.

The Company's Articles of Association includes the issue of dividend advance distribution, and the Board of Directors can distribute one or more advance dividends within a financial year in compliance with Turkish Code of Commerce and the Capital Markets Regulation. The Board of Directors distribute dividend advance in times prescribed by Turkish Code of Commerce, the Capital Markets Law and the relevant regulations.

As long as the legal reserves and the dividends are not allocated as specified in Turkish Code of Commerce, the articles of association or the profit distribution policy, no further legal reserve can be assigned or carried out to a next year and no dividend can be given to board members, partnership personnel and other persons excluding shareholders. Furthermore, the foregoing persons cannot receive share from profit as long as the dividend allocated for the shareholders are paid in cash.

In terms of profit distribution, it is essential to follow a balanced policy between the interests of the shareholders and the interests of the partnership.

This policy is submitted to the approval of the shareholders at the first General Assembly Meeting. Changes made in this policy are also submitted to the approval of the shareholders at the first general assembly meeting after the change and are announced to the public on the website of Kafein.

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

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

At the meeting of our Board of Directors dated 14.03.2023 and numbered 08, It has been decided to submit the offer of distributing TRY 2,000,000 gross dividend to General Assembly's approval, from the net distributable profit of TRY 84,311,617.00 and TRY 41,431,162.43 which are prepared in accordance with the capital market legislation and the legal records respectively, as of 31.12.2022.

The dividend distribution table prepared for the accounting period 01.01.2022 - 31.12.2022 is as follow.

PROFIT DISTRIBUTION STATEMENT FOR 2022 OF KAFEIN YAZILIM HIZMT. TIC. A.S.			
1	Paid/Issued Capital	19,750,000.00	
2	General Legal Reserves (According to Legal Records)	3,950,000.00	
	Information regarding privileges in profit distribution, if any, as per the articles of association	No privilege	
		According to CMB	According to Legal Records (LR)
3	Period Profit/(Loss)	86,372,457.00	44,034,131.37
4	Payable Taxes (-)	2,067,840.00	2,602,968.94
5	Net Period Profit (=) (*)	84,304,617.00	41,431,162.43
6	Losses from Previous Years (-)	0.00	0.00

7	General Legal Reserves (-)	0.00	0.00
8	NET DISTRIBUTABLE PERIOD PROFIT (=)	84,304,617.00	41,431,162.43
9	Donations within the Year (+)	7,000.00	
10	Net Distributable Period Profit (Donations Included)	84,311,617.00	
11	First Dividend to Shareholders		
	- Cash	2,000,000.00	
	- Bonus	0.00	
	- Total	2,000,000.00	
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	101,250.00	
17	Statutory Reserves		0.00
18	Special Reserves		0.00
19	EXTRAORDINARY RESERVES	82,203,367.00	39,329,912.43
20	Other Resources Prescribed for Distribution		
	-Profit from the Previous Year		

PROFIT DISTRIBUTION STATEMENT FOR 2022 OF KAFEIN YAZILIM HIZMT. TIC. A.S.				
CASH DIVIDEND PER SHARE				
		TOTAL AMOUNT OF DIVIDENDS AS CASH (TRY)	Cash Dividend Amount Corresponding per Share with nominal value of 1 TRY	
			AMOUNT (TRY)	RATIO (%)
GROSS		2,000,000.00	0.101266	10.126582
NET		1,800,000.00	0.091139	9.113924
BONUS DIVIDEND PER SHARE				
		TOTAL AMOUNT OF DIVIDENDS AS BONUS (TRY)	Bonus Dividend Amount Corresponding per Share with nominal value of 1 TRY	
			AMOUNT (TRY)	RATIO (%)

		0,00	0,0000	0,00
		TOTAL DIVIDEND DISTRIBUTED	Total Dividend Amount Corresponding per Share with nominal value of 1 TRY	
			AMOUNT (TRY)	RATIO (%)
TOPLAM		2.000.000,00	0,10127	10,12658
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 (%)			
2.000.000,00	2,37%			
AMOUNT OF BONUS DIVIDENDS DISTRIBUTED TO THE SHAREHOLDERS (TRY)	THE RATE OF THE BONUS DIVIDEND DISTRIBUTED AS SHARE CERTIFICATES TO THE PAID CAPITAL (%)			
0,00	0,00			

Note: There are no privileged shares in profit distribution.

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

9. Information to the Shareholders as Regards to the Payments Made to the Members of the Board of Directors and the Senior Management in 2022 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.

It is stated in footnote 6 of the financial statement (Related Party Transactions: Remuneration and Similar Benefits to the Chairman of board, Members of the board, General Manager and Deputy managers) that TRY 5,667,530 was paid within the accounting period within the scope of the remuneration and benefits provided to the Members of the Board of Directors and Senior Executives.

The senior management team consists of the members of the board of directors and the Chairman of board of Directors, as well as the executives at the level of the General Manager. Benefits provided to senior executives include benefits such as remuneration and premiums.

10. Approval of Remuneration Policy

CMB Corporate Governance Principles Article 4.6.2 states that the principles of remuneration of the members of the board of directors and executives with administrative responsibility should be put in writing and be submitted to the general assembly for the information of the shareholders as a separate item in the agenda, and the shareholders should be given the opportunity to express their opinions on this matter. With the changes has been made regarding the CMB Corporate Governance Principles Article 4.5.13.b, 4.6.3., 4.6.4., 4.6.5; The Remuneration Policy adopted with the decision of the Board of Directors dated 10.10.2022 and numbered 2022/22 is as follows:

KAFEİN YAZILIM HİZMETLERİ TİCARET A.Ş. REMUNERATION POLICY

1. PURPOSE AND SCOPE

Kafein Yazılım Hizmetleri Ticaret A.Ş. (Company; Kafein) Remuneration Policy document defines Kafein's remuneration system and practices, and the principles and rules required for structuring, monitoring, and controlling these practices.

Remuneration Policy defines the basic principles of Kafein's remuneration approach, reflects Kafein's mission, strategy and values used in this approach, and underlines the need for compliance with governance principles for remuneration practices. In the determination of wages and fringe benefits fair, objective, and motivating factors are taken into account. *In pricing language, race, gender, belief, religion, sect, age, physical disability, and similar features are not accepted as criteria and the principle of equality is adopted.*

Wage Policy includes managers and employees at all levels of the Company in terms of remuneration management.

2. PRINCIPLES AND PRACTICES

A fixed fee is determined at the ordinary general assembly meeting each year, valid for all members of the Board of Directors. *Remuneration levels of the members of the board of directors are determined by taking into account the responsibility taken in the decision-making process, the knowledge, skills, competence, level of experience and time spent.*

Dividends, share options or payment plans based on the company's performance cannot be used in the remuneration of independent members of the board of directors. It is essential that the remuneration of the independent members of the board of directors be at a level that will protect their independence.

The company may not lend, extend credit, extend the term of loans or credits, improve their terms, extend credit under the name of personal credit through a third party, or give guarantees such as surety in favor of any member of the board of directors or executives with administrative responsibility.

It is essential that the wages to be given to the senior managers and employees of Kafein are compatible with the ethical values, internal balances, and strategic goals of Kafein. *Fees; consists of base salary, performance bonus and additional benefits.* Wages are determined by considering the financial structure, financial situation and market conditions of Kafein and are paid to the employees according to the working time, title, experience, competence and the nature of the work performed.

3. DUTIES AND RESPONSIBILITY

Remuneration is determined at the ordinary general assembly meeting each year, valid for all members of the Board of Directors. *Regarding the remunerations to be given to the Members of the Board of Directors; The Remuneration Committee (Corporate Governance Committee) presents its suggestions to the board of directors, taking into account the degree of reaching the criteria used in remuneration.*

In remuneration for senior executives and employees, the Company's General Manager and HR and Administrative Affairs Director are authorized to determine wages, periodically review them, and carry out necessary procedures in accordance with the policy and relevant legislation.

The Board of Directors ensures the effectiveness of this Policy by reviewing and evaluating performance at least once a year.

Remunerations and all other benefits provided to the members of the board of directors and executives with administrative responsibilities are disclosed to the public through the annual report.

This Remuneration Policy entered into force with the Board of Directors dated 10.10.2022 and numbered 2022/22. When any change in the Remuneration Policy is required, the amendments

become valid after the approval of the Board of Directors and are disclosed to the public on the Kafein website. In addition, at the first General Assembly meeting to be held, investors are informed about the change.

11. The determination of the monthly wages to the Members of the Board of Directors

According to article 4.6.2. of the annex to the Corporate Governance Communiqué (II-17.1) by the Capital Markets Board, the principles of the wages granted to the members of the Board of Directors and other persons with administrative responsibility must be available in written and be offered to the shareholders during general assembly meetings as a separate item so as to allow the shareholders to present their opinion. The wage policy issued to this end is to be published on the website of a company.

As part of the Wage Policy, the amount of the monthly payments to the members of the board of directors for the current year will be determined by the shareholders.

The Remuneration committee shall submit its advices 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 Ordinary General Assembly for 2022, Committee submitted its suggestion to be paid a monthly attendance fee of TRY 15,000 to the Chairman, TRY 10,000 to the Deputy Chairwoman, TRY 7,500 to the Members and TRY 15,000 to the Independent Members of the Board of Directors for the year 2023.

12. Information to the Shareholders as Regards to the Warrants, Pledges, Liens and Sureties Granted to the Benefit of Third Parties and the Acquired Incomes and Benefits during 2022 as per the Corporate Governance Rules

According to article 12 of the Corporate Governance Communiqué (II-17.1), securities, pledge, mortgage and surety granted in favor of third parties and the income and benefits obtained from the securities, pledge, mortgage and surety granted shall be inserted as a separate agenda item in the ordinary general assembly meeting.

Corporate Governance Communiqué Article 12 states that, Corporations and subsidiaries thereof shall not grant collateral, pledge, mortgage and surety in favor of third parties, except those granted;

- a) In favor of their own legal entity,
- b) In favor of corporations that are fully consolidated in their financial statements,
- c) In favor of other third parties for the purpose of conducting its own ordinary commercial activities.

Collateral, pledge, mortgage, and surety may be granted in favor of the associates and joint ventures in which there is direct capital contribution, in proportion of the directly contributed capital share.

Under any condition, approval of the majority of the independent board members shall be required in the resolution of board of directors relevant to granting collateral, pledge, mortgage, and surety in favor of third parties for the purpose of conducting their ordinary commercial activities. Board members who are also a related party shall not vote in the board of directors meetings in which this subject will be discussed. In cases where the majority of the independent board members do not approve such transactions, their ground of opposition shall be disclosed at PDP.

The company does not have any given guarantees, pledges, mortgages, and sureties given in favor of third parties nor any income or interest obtained from them in 2022. The relevant issue is stated in footnote 24 of the year-end financial report, entitled "Provisions, Contingent Assets and Liabilities".

13. The assignment of Independent Auditor Company for 2023 as per Turkish Code of Commerce and the regulations of the Capital Markets Board

In accordance with the regulations of Turkish Code of Commerce and the Capital Markets Board, the Board of Directors will take the opinion of the Audit Committee, and an independent auditor company will be assigned to audit the financial statements of the Company for 2023 and perform the other works prescribed by the foregoing laws and regulations.

In the decision of our Board of Directors dated 14.03.2023 and numbered 2023/07,

In accordance with the principles of the Capital Market Legislation and other relevant legislation provisions and in line with the opinion of the Audit Committee, it has been decided to appoint "Kavram Bağımsız Denetim ve Danışmanlık A.Ş." to audit the financial statements of the company for the year of 2023 and to submit this election to the approval of the General Assembly.

14. Information to the Shareholders as Regards to the Donations Made in 2022 and the Determination of an Upper Limit for the Donations of 2023

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 27.12.2022 and dated 2022/31, a donation of TRY 7,000 was made to the "Turkish Education Foundation" (TEV) within the scope of the Company's Donation and Aid Policy.

15. 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 2022 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.

No such transaction took place during the period.

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.

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

Based on the resolution taken by the Board of Directors dated 25.02.2022 and numbered 2022/05, It has been decided to initiate the share buyback program regarding our Company's shares traded on BIST, since our share values in Borsa Istanbul (BIST) do not reflect the actual performance of our Company's operations, to determine the maximum number of shares, which may be subject to the buyback as 500,000 and determine the maximum amount of funds to be allocated for the share buyback as TRY 10,000,000 and to finance respective share repurchases from the Company's internal resources, to submit the share buyback program to the shareholders' approval at the upcoming General Assembly Meeting.

Based on the resolution taken by the Board of Directors dated 21.10.2022 and numbered 2022-23, the share buyback program is terminated which was initiated on 25.02.2022 as a result of the price formed in our company's shares.

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

Buy-Backed Shares Summary Table				
Transaction Date	Nominal Value of Shares Subject to Transaction (TRY)	Transaction Price (TRY / Unit)	Total Amount (TRY)	Ratio To Capital (%)
25.02.2022	109,000	18.12 - 18.274	1,981,250	%0,55
28.02.2022	10,000	17.80	178,000	%0,05
Total	119,000	-	2,159,250	%0,60

Disposal of Buy-Backed Shares summary table - 2022					
Transaction Date	Nominal Value of Shares Subject to Transaction (TRY)	Transaction Type	Ratio Of Shares Subject to Transaction to Capital (%)	Transaction Price (TRY / Unit)	Ratio Of Remaining Shares to Capital (%)
25.10.2022	500	Selling	%0.003	30.12	%0.60
25.10.2022	500	Selling	%0.003	30.14	%0.597
25.10.2022	1,000	Selling	%0.005	30.1	%0.592
Total	2,000	Selling	%0.010	30.12 (Av.)	%0.592

Within the scope of the share buyback program, a total of 119,000 shares (capital ratio 0,60%) were bought back for a total of TRY 2,159,250, all of which were covered from internal resources. After the program, 2,000 shares were sold in exchange for TRY 60,230 and a sales profit of TRY 23,750 was obtained.

The cost value of the 117.000 repurchased shares remaining after the sale is TRY 2,122,897, and the reported amount becomes TRY 2,099,147 after deducting the sales profit of TRY 23,750 from this amount. The same amount of reserves set aside for 117,000 shares with a purchase price of TRY 2,122,897 is shown in the “restricted reserves from profit” group in our financial report. Related details are included in footnote 31 of our year-end financial report titled “Equity”.

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 HIZMETLERİ TICARET ANONİM ŞİRKETİ**

I hereby assign, whose details are given below, to represent, vote, make proposal and sign the necessary papers on behalf of and according to the opinions given below by me during the Ordinary General Assembly Meeting to be held at **13:00 o'clock on 17.04.2023**, at the Head Office of Kafein Yazılım Hizmetleri Ticaret A.Ş. which is situated at Çifte Havuzlar Mah. Eski Londra Asfaltı Cad. Kuluçka Mrk. A2 Blok No:151/1B İç Kapı No: B01 Esenler İstanbul.

The Proxy(*);

Full Name/Trade Name:

Turkish ID No/Tax No, Trade Registry Office and No, MERSIS No:

(*) For foreigner proxies, the equivalent of the foregoing information must be provided, if available.

A) SCOPE OF THE REPRESENTATIVE AUTHORITY

The scope of the representative authority must be indicated by choosing one of the (a), (b) and (c) options for the following sections 1 and 2.

1.Concerning the Items on the Agenda of the General Assembly;

- a) The Proxy is authorized to vote according to his/her own opinion.
- b) The Proxy is authorized to vote according to the recommendations by the management of the partnership.
- c) The Proxy is authorized to vote according to the instructions given in the below table.

Instructions: In case the shareholder chooses the option (c), the instructions for a relevant agenda item is practiced by choosing one of the options (affirmative or dissentive) corresponding to such item and, if the dissentive option is chosen, the dissenting opinion required to be specified on the general assembly report must be indicated.

Agenda Items	Affirmative	Dissentive	Dissenting Opinion
1. Opening and selection of the Chairmanship of the Meeting			
2. Reading, discussing, and approving the Activity Report of 2022 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 2022			
4. Reading, discussing, and approving the Financial Statements for the Financial Period of 2022			
5. Approval of the election of Mr. Murat Ethem Sümer as an independent board member who was appointed instead of Mr. Yuce Erim due to his term of office as a member of the board of directors has reached six years.			
6. The acquittal of the members of the Board of Directors separately for their activities in 2022			
7. The approval of the Dividend Distribution Policy.			
8. The discussion and resolution on the offer of the Board of Directors according to the profit distribution plan of the company			
9. Information to the Shareholders as Regards to the Payments Made to the Members of the Board of Directors and the Senior Management in 2022 as per Corporate Governance Rules			
10. The approval of the Remuneration Policy.			
11. The determination of the monthly wages to the			

Members of the Board of Directors			
12. Information to the Shareholders as Regards to the Warrants, Pledges, Liens and Sureties Granted to the Benefit of Third Parties and the Acquired Incomes and Benefits during 2022 as per the Corporate Governance Rules			
13. The assignment of Independent Auditor Company for 2023 as per Turkish Code of Commerce and the regulations of the Capital Markets Board			
14. Information to the Shareholders as Regards to the Donations Made in 2022 and the Determination of an Upper Limit for the Donations of 2023			
15. 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 2022 under the Corporate Governance Rule no. 1.3.6 of the Corporate Governance Communiqué by the Capital Markets Board.			
16. Submitting to the General Assembly the Purpose of the Share Buyback, the Source Used and the Summary of the Buyback Transactions Regarding the Share Buyback Transactions Performed in accordance with the Decision Taken by the Board of Directors			

2. Special instructions for the other issues which may come to the agenda and, in particular, for the execution of minority rights:

- a) The Proxy is authorized to vote according to his/her own opinion.
- b) The Proxy is not authorized for these issues.
- c) The Proxy is authorized to vote according to the special instructions given below.

SPECIAL INSTRUCTIONS; Special instructions to be given by the shareholder must be indicated in this section, if any.

B) By choosing one of the following, the shareholder must indicate the shares he/she desires to be represented by proxy.

1. I agree to the representation by proxy of the shares detailed below.

- a) Issue and serial:*
- b) No/Group:**
- c) Nominal value per share:
- d) Privilege status:
- e) Registered or Bearer status:*
- f) Ratio to the total amount of shares/voting rights of the shareholder:

**The foregoing is not required for the recorded shares.*

***For the recorded shares, group information is required, if any, instead of number.*

2. I hereby agree to the representation of all the shares that belong to me which are included in the list issued by MKK one day before the general assembly meeting showing the shareholders who may attend to the general assembly.

FULL NAME or TRADE NAME OF THE SHAREHOLDER(*):

Turkish ID No/Tax No, Trade Registry Office and No, MERSIS No:

Address:

() For foreigner shareholders, the equivalent of the foregoing information must be provided, if available.*

SIGNATURE

ANNEX-2: Agenda

**2022 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 2022 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 2022
4. Reading, discussing, and approving the Financial Statements for the Financial Period of 2022
5. Approval of the election of Mr. Murat Ethem Sümer as an independent board member who was appointed instead of Mr. Yuce Erim due to his term of office as a member of the board of directors has reached six years.
6. The acquittal of the members of the Board of Directors separately for their activities in 2022
7. The approval of the Dividend Distribution Policy.
8. The discussion and resolution on the offer of the Board of Directors according to the profit distribution plan of the company
9. Information to the Shareholders as Regards to the Payments Made to the Members of the Board of Directors and the Senior Management in 2022 as per Corporate Governance Rules
10. The approval of the Remuneration Policy.
11. The determination of the monthly wages to the Members of the Board of Directors
12. Information to the Shareholders as Regards to the Warrants, Pledges, Liens and Sureties Granted to the Benefit of Third Parties and the Acquired Incomes and Benefits during 2022 as per the Corporate Governance Rules
13. The assignment of Independent Auditor Company for 2023 as per Turkish Code of Commerce and the regulations of the Capital Markets Board
14. Information to the Shareholders as Regards to the Donations Made in 2022 and the Determination of an Upper Limit for the Donations of 2023
15. 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 2022 under the Corporate Governance Rule no. 1.3.6 of the Corporate Governance Communiqué by the Capital Markets Board
16. Submitting to the General Assembly the Purpose of the Share Buyback, the Source Used and the Summary of the Buyback Transactions Regarding the Share Buyback Transactions Performed in accordance with the Decision Taken by the Board of Directors