

**KAFEİN YAZILIM HİZMETLERİ TİCARET ANONİM ŞİRKETİ**  
**INTERNAL DIRECTIVE ON THE WORKING PRINCIPLES AND PROCEDURES OF THE GENERAL ASSEMBLY**

**PART ONE**  
**Purpose and Scope**

**Purpose, Scope, Basis, and Definitions**

**ARTICLE 1-** (1) The purpose of this Internal Directive is to determine the working principles and procedures of the General Assembly of Kafein Yazılım Hizmetleri Ticaret Anonim Şirketi within the framework of the provisions of the Law, the relevant legislation, and the Articles of Association. This Internal Directive covers all ordinary and extraordinary general assembly meetings of Kafein Yazılım Hizmetleri Ticaret Anonim Şirketi.

**Basis**

**ARTICLE 2-** (1) This Internal Directive has been prepared by the Board of Directors in accordance with the provisions of the "Regulation on the Procedures and Principles of the General Assembly Meetings of Joint Stock Companies and the Ministry Representatives to be present at these Meetings".

**Definitions**

**ARTICLE 3-** (1) The following expressions in this Internal Directive shall have the following meanings:

- a) Session: Refers to a one-day meeting of the general assembly.
- b) Law: Refers to the Turkish Commercial Code dated 13/1/2011 and numbered 6102.
- c) Session: Refers to each part of each meeting that is interrupted for rest, meal break and similar reasons.
- d) Meeting: Refers to ordinary and extraordinary general assembly meetings.
- e) Meeting Presidency: Refers to the board consisting of the chairman of the meeting elected by the general assembly to manage the meeting in accordance with the first paragraph of Article 419 of the Law, the deputy chairman of the meeting elected by the general assembly when necessary, the minutes clerk designated by the chairman of the meeting and the vote collector if deemed necessary by the chairman of the meeting.
- f) Law: Refers to the Turkish Commercial Code dated 13/1/2011 and numbered 6102.
- g) Ministry: Refers to the Ministry of Trade.

**PART TWO**  
**Working Principles and Procedures of the General Assembly**

**Provisions to be complied with**

**ARTICLE 4 -** (1) The meeting shall be held in accordance with the provisions of the Law, the relevant legislation and the Articles of Association regarding the General Assembly.

**Entrance to the meeting place and preparations**

**ARTICLE 5 -** (1) Shareholders registered in the list of attendees prepared by the Board of Directors or their representatives, members of the Board of Directors, auditor, if any, representative of the Ministry, if appointed, and persons to be elected or appointed as the chairman of the meeting may enter the meeting place. If permitted by the Meeting Chairmanship, other executives and employees of the Company, audio and video recording technicians, members of the press and other persons to be authorized by the Meeting Chairmanship may also enter the meeting place. On the other hand, the entry of audio and video recording technicians into the meeting place for audio and/or video recordings required to be made pursuant to the relevant legislation is not subject to the permission of the Meeting Chairmanship.

(2) In order to enter the meeting place, the real person shareholders and the representatives appointed through the electronic general assembly system established pursuant to Article 1527 of the Law must show their identity cards, the representatives of the real person shareholders must show their identity cards together with their representation documents, and the representatives of the legal entity shareholders must present their authorization documents and sign the places indicated for them in the list of those present. The said control procedures shall be performed by the board of directors or by one or more than one member of the board of directors appointed by the board of directors or by a person or persons appointed by the board of directors.

(3) The duties regarding the preparation of the meeting place to accommodate all shareholders and making the stationery, documents, tools and equipment to be needed during the meeting available at the meeting place shall be fulfilled by the board of directors. If authorized by the Meeting Chairmanship, the meeting may be audio and/or video recorded. On the other hand, audio and/or video recordings required to be made pursuant to the relevant legislation are not subject to the permission of the

Meeting Chairmanship.

(4) General Assembly meetings are open to the public, including stakeholders and the media, without the right to speak.

#### **Opening of the meeting**

**ARTICLE 6** - (1) The meeting shall be opened by the chairman or vice-chairman of the board of directors or one of the members of the board of directors at the locations specified in Article 14 of the Articles of Association of the Company titled "General Assembly Meeting Place", at the time announced in advance (the provisions of the meeting without a call as specified in Article 416 of the Law are reserved), upon the determination by a minute that the quorums specified in Articles 418 and 421 of the Law have been met.

#### **Establishment of the meeting chairmanship**

**ARTICLE 7-** (1) Pursuant to Article 6 of these Internal Regulations, a chairman and, if deemed necessary, a vice-chairman shall be elected from among the proposed candidates, who shall be responsible for the management of the General Assembly and who need not be a shareholder.

(2) The chairman of the meeting shall constitute the presidency by appointing at least one secretary and, if deemed necessary, the vote collector. If no minute taker and vote collector are also elected, their duties shall be fulfilled by the chairman of the meeting. Experts may also be assigned by the chairman of the meeting for fulfillment of the technical operations in the Electronic General Assembly System at the time of the meeting.

(3) The chairman of the meeting is authorized to sign the minutes of the meeting and other documents forming the basis of these minutes.

(4) The chairman of the meeting shall act in accordance with the Law, articles of association and provisions of this Internal Directive while managing the general assembly meeting.

#### **Duties and powers of the meeting chairmanship**

**ARTICLE 8** - (1) The chairmanship of the meeting, under the direction of the chairman, performs the following duties:

- a) To examine whether the meeting is held at the address indicated in the announcement and, if specified in the articles of association, whether the meeting place is in compliance therewith.
- b) To examine whether the General Assembly has been called for the meeting by means of an announcement published on the Company's website, Public Disclosure Platform and other places determined by the Capital Markets Board and in the Turkish Trade Registry Gazette, as specified in the articles of association, and whether this announcement has been made at least three weeks before the meeting date, excluding the announcement and meeting days, and to record this situation in the meeting minutes.
- c) To confirm whether following information is announced conspicuously in the corporate website of the corporation and at PDP, at least three weeks before the general assembly meeting excluding the days of announcement and the meeting, together with the documentation which shall be submitted to the shareholders for their examination as per Article 437 of the Turkish Commercial Code dated 13 January 2011 and numbered 6102 and with the notifications and explanations that the corporation shall make in accordance with the relevant legislation; (i) Total number of shares and voting rights reflecting the current corporate structure as of the date that the announcement and should the corporation have privileged shares, number of privileged shares and voting rights for each privileged share group and information on the feature of the privileges, (ii) Changes in the management and activities of the corporation and subsidiaries thereof that took place in the past accounting period or that are planned for future accounting periods, which may affect the activities of the corporation significantly and information on the reasons for such changes, (iii) In case the general assembly meeting agenda includes dismissal, change or election of board of directors members, the grounds for their dismissal and change and with respect to the persons whose candidacy has been declared to the corporation; their curricula vitae, duties that they have conducted in the last ten years and reasons for their resignation, feature and materiality level of their relation with the corporation and its related parties, whether they are independent or not, and information on similar issues which may affect the activities of the corporation should these persons are elected as members of board of directors. (iv) Written requests of shareholders submitted to the Investor Relations Department for inclusion of an item into the agenda and should the board of directors have not accepted the proposals, such proposals which have not been accepted and grounds for their refusal. (v) In case the agenda includes amendment of articles of association, relevant resolution of the board of directors and former and new versions of the articles of association.
- d) To check whether those who are not authorized to enter the meeting place have entered the meeting and whether the duties stipulated in the second paragraph of Article 5 of this Internal Directive regarding entry to the meeting place have been fulfilled by the board of directors.
- e) To examine whether all shareholders or their representatives are present in case the General Assembly convenes without a call pursuant to Article 46 of the Law, whether there is any objection to convening the meeting in this manner and whether the quorum is maintained until the end of the meeting.

- f) To examine the articles of association including the amendments, if any, the share ledger, annual activity report of the board of directors, auditors' reports, financial statements, the agenda, the draft amendment prepared by the board of directors if there is an amendment to the articles of association on the agenda, and if the amendment to the articles of association is subject to the permission of the Ministry of Trade, the letter of permission received from the Ministry and the attached draft amendment, To determine whether the list of attendees issued by the board of directors, the adjournment minutes of the previous meeting if the general assembly is called to meeting upon adjournment, and other necessary documents related to the meeting are present at the meeting place in full and to state this situation in the meeting minutes.
- g) To check the identity of those attending the General Assembly in person or by proxy by signing the list of attendees upon objection or necessity and to check the accuracy of the representation documents.
- h) To determine whether the managing directors and at least one member of the board of directors and the auditor in companies subject to audit are present at the meeting and to indicate this situation in the meeting minutes.
- i) To manage the activities of the General Assembly within the framework of the agenda, to prevent any deviation from the agenda except for the exceptions specified in the Law, to ensure the order of the meeting, and to take necessary measures for these purposes.
- j) To open and close the meetings and sessions and close the meeting.
- k) To read or have read to the General Assembly the resolutions, draft resolutions, minutes, reports, proposals and similar documents related to the matters under discussion and to give the floor to those who wish to speak about them.
- l) To conduct voting on the decisions to be taken by the General Assembly and to report the results.
- m) To observe whether the minimum quorum for the meeting is maintained at the beginning, during and at the end of the meeting and whether the decisions are taken in accordance with the quorums stipulated in the Law and the articles of association.
- n) To prevent those who are deprived of voting rights pursuant to Article 436 of the Law from voting in the decisions specified in the aforementioned article, and to observe all kinds of restrictions imposed on voting rights and privileged voting in accordance with the Law and the articles of association.
- o) To postpone the discussion of the financial statements and related matters upon the request of the shareholders holding one twentieth of the capital to be discussed at the meeting to be held one month later without the need for the General Assembly to adopt a resolution in this regard.
- p) To ensure that the minutes of the General Assembly activities are prepared, to record the objections in the minutes, to sign the decisions and minutes, to indicate the votes cast in favor and against the decisions taken at the meeting in the minutes of the meeting in a way that leaves no room for any doubt.
- q) To deliver the minutes of the meeting, the annual activity report of the board of directors, auditor reports in companies subject to audit, financial statements, list of attendees, agenda, motions, voting papers and minutes of elections, if any, and all documents related to the meeting to one of the board members present at the end of the meeting with a minute.
- r) To explain to the general assembly the notifications made by the representatives mentioned in Article 428 of the Law.

#### **Procedures to be carried out before the discussion of the agenda**

**ARTICLE 9 -** (1) The chairman of the meeting reads or has the agenda of the meeting read to the general assembly. The chairman shall ask whether there is a proposal for a change in the order of discussion of the agenda items, and if there is a proposal, this shall be submitted to the approval of the general assembly. The order of discussion of the agenda items may be changed by the decision of the majority of the votes present at the meeting.

#### **Agenda and discussion of agenda items**

**ARTICLE 10 -** (1) The following issues must be included in the agenda of the Ordinary General Assembly:

- a) Opening and establishment of the meeting chairmanship
  - b) Discussion of the annual report of the Board of Directors, auditor's reports, and financial statements in companies subject to audit
  - c) Release of the members of the board of directors and auditors, if any.
  - d) Election of the members of the board of directors whose term of office has expired and of the auditor in companies subject to audit.
  - e) Determination of the remuneration of the members of the board of directors and their rights such as attendance fees, bonuses, and premiums.
  - f) Determination of the utilization and distribution of profits and dividend rates.
  - g) Discussion of amendments to the articles of association, if any.
  - h) Other issues deemed necessary.
- (2) The agenda of the extraordinary general assembly meeting shall consist of the reasons requiring the convening of the meeting.
- (3) Aside from the exceptions listed below, items not on the meeting agenda cannot be discussed or resolved:

- a) If all shareholders are present, an item may be added to the agenda by unanimous vote.
  - b) Pursuant to Article 438 of the Law, the special audit request of any shareholder shall be resolved by the general assembly regardless of whether it is included in the agenda or not.
  - c) The dismissal of the members of the Board of Directors and the election of new members shall be deemed to be related to the discussion of the year-end financial statements and shall be discussed and resolved directly upon request, regardless of whether there is an item on the agenda or not.
  - d) Even if there is no item on the agenda, in the presence of justified reasons such as corruption, incompetence, breach of the obligation of loyalty, difficulty in the performance of duties due to membership in many companies, incompatibility, abuse of influence, the dismissal of the members of the board of directors and the election of new ones shall be included in the agenda by a majority vote of those present at the general assembly.
  - e) Matters that the Capital Markets Board wants to be discussed or announced to the shareholders are included in the agenda of the general assembly without complying with the principle of adherence to the agenda.
- (4) An agenda item that has already been discussed and resolved in the General Assembly cannot be discussed and resolved again unless it is decided unanimously by those present.
- (5) The topics specified by the Ministry to be discussed at the company's general assembly shall be included on the agenda as a result of the audit or for any other reason.
- (6) The agenda shall be determined by the convener of the general assembly meeting.

### **Taking the floor at the meeting**

**ARTICLE 11** - (1) Shareholders or other interested persons who wish to take the floor on the agenda item under discussion shall notify the chairmanship of the meeting. The chairmanship shall announce the persons who will take the floor to the general assembly and shall give the floor to these persons according to the order of application. If the person whose turn it is to speak is not present at the meeting place, he/she loses his/her right to speak. Speeches shall be addressed to the general assembly from the place reserved for this purpose. Persons may change their turn to speak among themselves. In the event that the speaking time is limited, a person whose turn has come and whose speech has been made may continue his/her speech when his/her speaking time has expired, only if the first person to speak after him/her has given the right to speak, provided that he/she completes his/her speech within that person's speaking time. Otherwise, the speaking time may not be extended.

(2) The chairman of the meeting may give the floor to the members of the board of directors and the auditor who wish to make a statement on the matters discussed, regardless of the order.

(3) The duration of the speeches shall be decided by the general assembly upon the proposal of the chairman or the shareholders, depending on the intensity of the agenda, the number and importance of the matters to be discussed and the number of those who wish to take the floor. In such cases, the general assembly shall first decide whether the time limit for speeches should be limited or not and then decide on the duration of speeches by separate votes.

(4) Pursuant to Article 1527 of the Law, the procedures and principles set forth in the aforementioned article and sub-regulations shall be applied with respect to the submission of opinions and proposals by the shareholders or their representatives who attend the general assembly electronically.

### **Voting and voting procedure**

**ARTICLE 12** - (1) Before voting begins, the chairman of the meeting shall explain the matter to be voted on to the general assembly. If a draft resolution is to be voted on, the voting shall commence after it has been determined in writing and read out. Only after it has been announced that the voting will proceed, a procedural question may be asked. In the meantime, if there is a shareholder who has not been given the floor despite his/her request, he/she shall exercise his/her right to speak, provided that he/she is reminded and verified by the Chairman. No speech shall be given after the voting is started.

(2) Votes on the issues discussed at the meeting are normally cast by raising hands. However, upon the request of the shareholders who own the shares representing at least one tenth of the capital, secret and written voting can be applied. These votes shall be counted by the chairmanship of the meeting. When necessary, the chairmanship may assign a sufficient number of persons to assist in the counting of votes. Those who do not raise their hands, stand up or make a declaration in any way shall be deemed to have voted "reject" and such votes shall be deemed to have been cast against the relevant resolution for the purposes of the evaluation.

(3) Pursuant to Article 1527 of the Law, the procedures and principles set forth in the aforementioned article and sub-regulations shall apply with respect to the voting of the shareholders or their representatives attending the general assembly meeting electronically.

### **Drafting the minutes of the meeting**

**ARTICLE 13** - (1) The chairman of the meeting shall sign the list of attendees indicating the shareholders or their representatives, the shares held by them, their groups, numbers and nominal values, and shall ensure that the summary of the questions asked and answers given at the general assembly meeting, the resolutions adopted and the number of affirmative and negative votes cast for each resolution are clearly indicated in the minutes and that the minutes are prepared in accordance with the principles set forth in the Law and the relevant legislation.

(2) Minutes of the general assembly meetings shall be drawn up at the meeting place and during the meeting by typewriter, computer or handwritten by using an ink pen in a legible manner. In order for the minutes to be written on a computer, there must be a printer at the meeting place to enable printouts to be taken.

(3) The minutes shall be drawn up in at least two copies and each page of the minutes shall be signed by the chairman

of the meeting and the representative of the Ministry, if he/she has attended the meeting.

(4) In the minutes; the trade name of the company, date and place of the meeting, total nominal value of the shares of the company and number of shares, total number of shares represented in person and by proxy at the meeting, name and surname of the Ministry representative, if he/she has attended, and date and number of the letter of appointment, if the meeting is held with announcement, how the invitation is made, if the meeting is held without announcement, this must be stated.

(5) The number of votes for the decisions taken at the meeting shall be indicated in the minutes in numerical and written form so as to leave no room for any doubt.

(6) The names, surnames, and reasons for dissent of those who voted against the decisions taken at the meeting and who wish to have this dissent recorded in the minutes shall be written in the minutes.

(7) In case the reason for dissent is given in writing, this writing shall be attached to the minutes. In the minutes, the name and surname of the shareholder or his/her representative stating his/her dissent shall be written and it shall be stated that the dissenting letter is attached. The dissenting letter attached to the minutes shall be signed by the chairmanship of the meeting and the representative of the Ministry, if attended.

#### **Procedures at the end of the meeting**

**ARTICLE 14-** (1) The chairman of the meeting shall deliver a copy of the minutes and all other documents related to the general assembly to one of the members of the board of directors present at the meeting. This situation shall be determined by a separate minute to be prepared between the parties.

(2) The Board of Directors is obliged to submit a notarized copy of the minutes to the trade registry office within fifteen days at the latest as of the date of the meeting and to register and announce the matters subject to registration and announcement in these minutes.

(3) The minutes shall also be posted on the website within five days at the latest following the date of the general assembly meeting.

(4) The chairman of the meeting shall also deliver a copy of the list of attendees, agenda and minutes of the general assembly meeting to the representative of the Ministry, if he has attended the meeting.

#### **Attending the meeting electronically**

**ARTICLE 15-** (1) The authorized persons may attend to general assembly meetings on electronic media as per article 1527 of Turkish Code of Commerce. As per the provisions of the Regulation on the General Assemblies of Joint Stock Companies to be Held Online, the company should establish or outsource a general assembly system which allows shareholders to attend to and express opinion, make recommendations or vote in general assembly meetings on-line. As per the specified in the provisions of the aforementioned regulation, the company must ensure that the shareholders and their representatives are able to execute their specified rights on such system.

### **PART THREE**

#### **Miscellaneous Provisions**

#### **Attendance of the Ministry representative and documents related to the general assembly meeting**

**ARTICLE 16 -** (1) The provisions of the "Regulation on the Procedures and Principles of the General Assembly Meetings of Joint Stock Companies and the Ministry Representatives to be present in these Meetings" regarding the request for a representative and the duties and powers of such representative for the meetings where the attendance of the Ministry representative is mandatory are reserved.

(2) The provisions of the Regulation referred to in the first paragraph must be complied with in the preparation of the list of those who may attend the general assembly and the list of those present, the representation documents to be used in the general assembly and the preparation of the minutes of the meeting.

#### **Matters not foreseen in the Internal Directive**

**ARTICLE 17 -** (1) In the event that a situation not stipulated in this Internal Directive is encountered during the meetings, the General Assembly shall act in accordance with the decision to be taken by the General Assembly.

#### **Adoption of the Internal Directive and amendments**

**ARTICLE 18 -** (1) This Internal Directive shall be put into effect, registered, and announced by the Board of Directors upon the approval of the General Assembly of Kafein Yazılım Hizmetleri Ticaret Anonim Şirketi. Amendments to the Internal Directive shall be subject to the same procedure.

#### **Effectiveness of the Internal Directive**

**ARTICLE 19 -** (1) This Internal Directive shall be submitted for approval at the ordinary general assembly meeting of Kafein Yazılım Hizmetleri Ticaret Anonim Şirketi for the year 2023 and shall enter into force on the date of its announcement in the Turkish Trade Registry Gazette.