

INFORMATION DOCUMENT
FOR THE ORDINARY GENERAL ASSEMBLY MEETING OF
ATP YAZILIM VE TEKNOLOJİ ANONİM ŞİRKETİ
TO BE HELD ON 09/05/2025

The Ordinary General Assembly Meeting of our Company regarding the 2024 fiscal year activities will be held on May 9, 2025, at 15:00, at the address: Reşitpaşa Mah. Katar Cad. Arı Teknokent 2 Building, Block A, No: 4/1, Interior Door No: 801, Sarıyer/Istanbul, in order to discuss and resolve the agenda items listed below.

2024 Annual Report of the Board of Directors and the accompanying Corporate Governance Principles Compliance Report and Sustainability Principles Compliance Report, Financial Statements, Independent Audit Report, Board of Directors' proposal for dividend distribution, and the Information Document containing the agenda items and explanations required for compliance with the Capital Markets Board regulations will be made available for shareholders' review at the Company headquarters, on the Company's corporate website at www.atptech.com, on the Public Disclosure Platform and on the Electronic General Assembly system of the Central Registry Agency within the legal period of three weeks prior to the meeting.

Pursuant to Article 1527 of the Turkish Commercial Code No. 6102, our shareholders will be able to attend the General Assembly in person or participate and vote electronically.

The "Shareholders List" regarding the right holders and their representatives attending the meeting is taken from the Electronic General Assembly System before the meeting starts. The "List of Shareholders" is used for the formation of the list of attendees. The control of whether the persons who physically come to the meeting hall to attend the Ordinary General Assembly Meeting are shareholders or their representatives will be made through the aforementioned list.

Electronic participation in the meeting is only possible if the shareholders or their representatives have an Electronic Signature Certificate. For this reason, shareholders who will make Electronic General Assembly System transactions must first have an Electronic Signature Certificate and register with MKK's e-Investor: Investor Information Shareholders or their representatives who do not register with the Investor Information Center and do not have secure electronic signatures will not be able to participate in the general assembly meeting electronically via EGAS.

Our shareholders or their representatives who wish to attend the meeting electronically are required to fulfill their obligations in accordance with the provisions of the "Regulation on General Assembly Meetings of Joint Stock Companies to be held electronically" published in the Official Gazette dated 28.08.2012 and numbered 28395 and the "Communiqué on the Electronic General Assembly System to be implemented in the General Assembly Meetings of Joint Stock Companies" published in the Official Gazette dated 29.08.2012 and numbered 28396.

Our shareholders who will not be able to attend the meeting in person, provided that the rights and obligations of the shareholders who will participate electronically through the Electronic General Assembly System are reserved, should prepare their power of attorney in accordance with the attached sample (**ANNEX-1: Power of Attorney Sample**) or submit the power of attorney sample to Dikilitaş Mah. Emirhan Cad. No.109 Beşiktaş, İstanbul or our Company's website at www.atptech.com and fulfill the requirements stipulated in the Capital Markets Board's Communiqué Serial: II, No: 30.1 numbered "Communiqué on Voting by Proxy and Proxy Solicitation by Call" ("**Communiqué**") published in the Official Gazette dated 24.12.2013 and numbered 28861. Power of attorneys that do not comply with the sample power of attorney required by the Communiqué and available on our website and that have not been notarized will not be accepted due to our legal liability. Provided that it complies with the principles set forth in the Communiqué, in case of appointment of a proxy from the Electronic General Assembly System (EGAS) within the framework of the regulations of the Central Registry Agency, the attached power of attorney is not required to be used. Shareholders with voting rights may appoint a proxy through EGAS or by having the signature on the power of attorney form issued physically approved or by attaching the signature statement issued in the presence of a notary public to the signed power of attorney form.

Our shareholders who will participate in the General Assembly electronically through the Electronic General Assembly System can obtain information about the procedures and principles regarding participation, appointment of proxies, making proposals, expressing opinions and voting from the website of the Central Registry Agency at <https://egk.mkk.com.tr>

Pursuant to Article 415, Paragraph 4 of the Turkish Commercial Code (TCC) No. 6102 and Article 30, Paragraph 1 of the Capital Markets Law, the right to attend and vote at the general assembly cannot be conditioned on the deposit of share certificates. Therefore, there is no need for our shareholders who will attend the general assembly to have their shares blocked at the Central Registry Agency (CRA).

However, our shareholders who do not want their identities and the information regarding the shares in their accounts to be notified to our Company and therefore such information cannot be seen by our Company, should apply to the intermediary institutions where their accounts are held and ensure that the "restriction" preventing the notification of their identities and the information regarding the shares in their accounts to our Company is removed at the latest one day before the date of the Ordinary General Assembly Meeting, if they wish to participate in the General Assembly Meeting. Our shareholders who do not ensure the removal of the restriction will not be able to participate in the Ordinary General Assembly Meeting of our Company.

Since the Ordinary General Assembly Meeting will be held electronically, our esteemed shareholders are kindly requested to be present at the meeting place before the meeting time in order for the meeting to start on time.

Pursuant to the Law No. 6698 on the Protection of Personal Data, detailed information regarding the processing of your personal data by our Company can be found in the Disclosure Text shared with the public at www.atptech.com.

The Ordinary General Assembly Meeting will be held in accordance with the Internal Directive on the Working Principles and Procedures of the General Assembly of our Company, and the explanations regarding the meeting agenda are given below.

It is kindly submitted for the information of the shareholders.

BOARD OF DIRECTORS of ATP YAZILIM VE TEKNOLOJİ ANONİM ŞİRKETİ
OUR ADDITIONAL DISCLOSURES WITHIN THE SCOPE OF CMB REGULATIONS

The additional disclosures required to be made pursuant to the Capital Markets Board's "Corporate Governance Communiqué" (II-17.1), those related to the agenda item have been made in the next section, and our general disclosures are presented for your information in this section.

1. Total Number of Shares and Voting Rights Representing the Shareholding Structure of the Company, Number of Shares and Voting Rights Representing Each Group of Privileged Shares and the Nature of the Privileges, if there are Privileged Shares in the Company Capital:

The issued capital of the Company is TL 93.750.000.000 within the registered capital upper limit of TL 200.000.000.-TL. The issued capital is divided into 93,750,000 shares, each with a nominal value of 1.-TL.

The issued capital of TL 93,750,000 is divided into a total of 93,750,000 shares, 10,000,000 Class A shares and 83,750,000 Class B shares, each with a nominal value of TL 1. Group A shares have the privileges set forth in the Articles of Association, while Group B shares do not have any privileges.

Pursuant to Article 10 of the Company's Articles of Association titled "Board of Directors", half of the members of the Company's Board of Directors consisting of 5 members will be elected from among the candidates nominated by Group A shareholders with the quorums specified in the Turkish Commercial Code and Capital Markets Law.

Furthermore, pursuant to Article 16 of the Company's Articles of Association titled "General Assembly", the shareholders or their proxies present at the General Assembly meetings are entitled to 5 votes for each Group A share and 1 vote for each Group B share.

Considering the privileged shares, the voting rights of our shareholders are presented for your information in the table below:

Shareholder	Group	Share Amount (TL)	Share Ratio (%)	Right to Vote	Voting Right Rate (%)
Ata Holding*	A	10.000.000	10,67 %	50.000.000	37,38 %
Ata Holding*	B	63.455.000	67,69 %	63.455.000	47,44 %
Other	B	1.485.000	1,58 %	1.485.000	1,12 %
Publicly Traded	B	18.810.000	20,06 %	18.810.000	14,06 %
TOTAL		93.750.000	100,00 %	133.750.000	100,00 %

**The shares of Ata Holding belong to the members of Kurdoğlu Family.*

2. Information on Changes in the Management and Operations of our Company and its Subsidiary that took place in the Previous Accounting Period or planned in the upcoming Accounting Periods that will materially affect the Company's Activities, and the Reasons for these Changes:

There is no change in the management and operations of the Company and its subsidiary that have taken place in the previous accounting period or are planned for the next accounting period, which would materially affect the Company's operations.

Material disclosures made by our Company within the scope of the relevant legislation can be accessed at <http://www.kap.gov.tr/>.

3. If there is dismissal, replacement or election of the members of the Board of Directors in the agenda of the General Assembly Meeting, The grounds for dismissal and replacement, the resumes of the persons whose candidacy for membership of the Board of Directors has been communicated to the Incorporation, the duties they have carried out in the last ten years and the reasons for their departure, the nature and significance level of their relationship with the Incorporation and the related parties of the Incorporation, whether they have the quality of independence and similar issues that may affect the activities of the Incorporation in case these persons are elected as members of the Board of Directors:

Since the terms of office of the Members of the Board of Directors are still ongoing, there is no item on the agenda regarding the election of Board Members.

4. Requests submitted in writing to the Investor Relations Department by the Company's shareholders for the inclusion of items on the agenda, and in cases where the Board of Directors does not accept the shareholders' agenda proposals, the rejected proposals and the reasons for rejection:

No written request has been submitted by shareholders to the Investor Relations Department regarding the inclusion of any item on the agenda of the ordinary general shareholders' meeting.

5. In case there is an amendment to the Articles of Association on the agenda, Former and Amended Forms of the Articles of Association together with the Resolution of the Board of Directors:

Pursuant to the resolution of our Company's Board of Directors dated 11.02.2025 and numbered 2025/1, it was unanimously resolved by the attendees that the amendment of Article 7 titled "Capital" of the Company's Articles of Association, as set forth in the Draft Amendment (Annex-3), be approved, and that an application be submitted to the Capital Markets Board for permission to carry out the planned amendment to the Articles of Association. Following the approval of the Capital Markets Board, an application shall be made to the Ministry of Trade, and subsequent to receiving the Ministry's approval, the amendment shall be submitted for the approval of the shareholders at the first upcoming General Assembly Meeting.

In line with the approvals obtained from the Capital Markets Board and the Ministry of Trade, and in accordance with the version approved by these authorities, there is an agenda item regarding the discussion and resolution on the amendment of Article 7 titled "Capital" of the Company's Articles of Association (Annex-3), in order to increase the Company's registered capital ceiling to TRY 450,000,000 and to extend the validity period of the registered capital ceiling to cover the years 2025–2029.

**AGENDA FOR THE ORDINARY GENERAL ASSEMBLY MEETING
OF ATP YAZILIM VE TEKNOLOJİ ANONİM ŞİRKETİ
FOR THE FISCAL YEAR 2024 TO BE HELD ON 09/05/2025:**

1- Opening and formation of the Meeting Chairmanship,

The election of the Chairman of the Meeting who will manage the General Assembly meeting shall be made within the framework of the Turkish Commercial Code No. 6102 ("TCC"), the Regulation on the Procedures and Principles of the General Assembly Meetings of Joint Stock Companies and the Regulation on the Ministry Representatives to be present at these Meetings ("Regulation") and the General Assembly Internal Directive. The Meeting Chairman shall appoint a Vote Collector and a Minutes Clerk in accordance with the General Assembly Internal Directive.

2- Reading, discussing and submitting for approval the annual report of the board of directors for the year 2024

The Annual Report will be presented to our shareholders for their opinion and approval by providing information about the Annual Report for the year 2024, which was made available for the review of our shareholders at our Company Headquarters, on the Electronic General Assembly portal (EGAS) of the CRA and on our Company's corporate website at www.atptech.com at least 3 weeks prior to the date of the General Assembly meeting, within the framework of the Turkish Commercial Code, the Regulation and the Capital Markets Law and related regulations.

3- Reading and discussion of the Independent Audit Report for the 2024 activity year,

The General Assembly will be informed about the Independent Audit Report, which is made available for the review of our shareholders at least 3 weeks prior to the date of the General Assembly meeting at the Company Headquarters, on the Electronic General Assembly portal (EGAS) of the CRA and on our Company's corporate website at www.atptech.com, within the framework of the Turkish Commercial Code, the Regulation and the Capital Markets Law and related regulations.

4- Reading, discussing and submitting for approval the financial statement for the year 2024

The shareholders will be informed about the financial statements, which are made available for the review of our shareholders at the headquarters of our Company, on the electronic general assembly portal (EGAS) of CRA and on our website www.atptech.com at least 3 weeks prior to the date of the General Assembly Meeting within the framework of the provisions of the relevant legislation of the Capital Markets Board and the provisions of the Turkish Commercial Code and the Regulation, and will be submitted to the discussion and approval of our shareholders at the General Assembly.

5- Discussing and resolving on the proposal of the Board of Directors regarding dividend distribution for the 2024 accounting period,

The Board of Directors' Dividend Distribution Proposal and Dividend Distribution Table for the year 2024, which were submitted to the examination of our esteemed shareholders at our Company's headquarters, on the electronic general assembly portal of the CRA and on our website www.atptech.com 3 weeks prior to the date of the General Assembly Meeting within the framework of the provisions of the relevant legislation of the Capital Markets Board and the provisions of the Turkish Commercial Code and the Regulation, will be submitted to the approval of the General Assembly in the annex (**Annex-1**) .

6- Releasing the Members of the Board of Directors for their activities for the 2024 activity periods,

The release of all members of the Board of Directors who served in the 2024 activity year for the Company's activities in 2024 will be submitted to the approval of the General Assembly within the framework of the provisions of the TCC and the Regulation.

7- Informing the shareholders about the "Remuneration Policy" regarding the principles of remuneration of the Members of the Board of Directors and the Managers having Administrative Responsibility in accordance with the regulations of the Capital Markets Board,

The principles of remuneration of the members of the Board of Directors and senior management have been documented in writing as the "Remuneration Policy" by our Company in accordance with the Corporate Governance Principle No. 4.6.2 of the CMB's "Corporate Governance Communiqué" numbered II-17.1, shareholders will be given the opportunity to express their opinions on this issue by presenting it to the shareholders as a separate item at the General Assembly meeting. The "Remuneration Policy" prepared for this purpose is attached as **Annex-2**

8- Determination of the remuneration and attendance fees of the Board Members and Independent Board Members,

The remuneration of the Company's Board Members and Independent Board Members will be determined and submitted to the approval of the General Assembly.

9- Submission for approval of the selection of the independent audit firm made by the Board of Directors, in accordance with the regulations of the Turkish Commercial Code, the Capital Markets Board, and the Public Oversight, Accounting and Auditing Standards Authority,

In accordance with the regulations of the Turkish Commercial Code (TCC), the Capital Markets Board (CMB), and the Public Oversight, Accounting and Auditing Standards Authority (POA), the Board of Directors resolved at its meeting dated 14/04/2025, upon receiving the opinion of the Audit Committee, to appoint "Gürel Yeminli Mali Müşavirlik ve Bağımsız Denetim Hizmetleri A.Ş." to audit the financial reports of our Company for the 2025 fiscal year, and to carry out the assurance audit of the sustainability reports for the years 2024 and 2025, which will be prepared in accordance with the Turkish Sustainability Reporting Standards (TSRS) issued by the POA, including the assurance audit of other selected sustainability-related information, as well as other relevant activities within the scope of applicable regulations. This appointment shall be submitted for the approval of the General Assembly.

10- Informing the General Assembly about the donations and grants made by the Company in 2024 within the framework of the Capital Markets Board regulations and determining the upper limit for donations to be made in 2025,

In accordance with CMB regulations, information will be provided on the donations and grants made by the Company in 2024 and the upper limit for donations to be made in 2025 will be determined.

11- Approval of the Board of Directors' proposal regarding the amendment of Article 7 titled "Capital" of the Company's Articles of Association, in order to increase the registered capital ceiling and extend its validity,

The amendment to Article 7 titled "Capital" of the Company's Articles of Association, regarding the increase of the Company's registered capital ceiling to TRY 450,000,000 and the extension of its validity period until the end of the year 2029, shall be submitted for the approval of the General Assembly.

12- Informing the shareholders about the guarantees, pledges, mortgages and sureties given by the Company in favor of third parties in 2024 and the income or benefits derived therefrom in accordance with the regulations of the Capital Markets Board,

Pursuant to Article 12 of the Corporate Governance Communiqué No. II-17.1 of the Capital Markets Board, the guarantees, pledges, mortgages and sureties given by our Company and/or its subsidiaries in favor of third parties, and the income or benefits obtained, must be included as a separate item on the agenda of the ordinary general assembly meeting, and the General Assembly will be informed on this matter. Such information is provided in footnote 22 of the Independent Audit Report for 2024.

13- Informing the General Assembly about the transactions with “Related Parties” within the scope of Related Party Transactions regulated in the third section of the Capital Markets Board Corporate Governance Communiqué (II-17.1):

The General Assembly will be informed about the related party transactions that took place in the fiscal year 2024, which are included under the heading “Related Party Disclosures” in footnote 37 of the Independent Audit Report for 2024.

14- Informing the shareholders regarding the transactions within the scope of the Corporate Governance Principle No. 1.3.6 annexed to the Capital Markets Board's Corporate Governance Communiqué No. II-17.1,

Pursuant to Article 1.3.6 of the CMB's mandatory “Corporate Governance Communiqué” numbered II-17.1, in the event that the shareholders who control the management, members of the board of directors, managers having administrative responsibility, and their spouses and relatives by blood or marriage up to second degree engage in a material transaction that may cause a conflict of interest with the partnership or its subsidiaries, and/or engage in a transaction of a commercial nature within the scope of the partnership's or its subsidiaries' field of activity on their own behalf or on behalf of others, or enter into another partnership engaged in the same type of commercial activity as a partner with unlimited liability, such transactions shall be included in the agenda of the general assembly as a separate agenda item to provide detailed information on the subject at the general assembly and shall be recorded in the minutes of the general assembly.

Pursuant to this regulation, the General Assembly will be informed within the scope of the above-mentioned corporate governance principle of the Corporate Governance Communiqué.

15- Authorization of the members of the Board of Directors to carry out the transactions stipulated in Articles 395 and 396 of the Turkish Commercial Code,

It is only possible for our Board Members to carry out transactions within the framework of the first paragraph of Article 395 titled “Prohibition of Transactions with the Company and Borrowing to the Company” and Article 396 titled “Prohibition of Competition” of the TCC only with the approval of the General Assembly. It is only possible with the approval of the General Assembly. In order to fulfill the requirements of these regulations, granting such permission to the members of the Board of Directors will be submitted to the approval of our shareholders at the General Assembly.

16- Wishes, desires and closing.

Our shareholders who wish to take the floor will be listened to and then the meeting will be closed.

ANNEX-1 2024 DIVIDEND DISTRIBUTION PROPOSAL AND DIVIDEND DISTRIBUTION TABLE

At the meeting of our Board of Directors held on April 14, 2025, it was determined that for the fiscal year covering the period from January 1, 2024, to December 31, 2024, the net distributable profit for the period including donations amounted to TRY 437,557,412 based on the consolidated financial statements prepared in accordance with the Turkish Financial Reporting Standards (TFRS), as per the Capital Markets Board's ("CMB") Communiqué II-14.1 on "Principles of Financial Reporting in Capital Markets" and audited by an independent auditor. According to the legal financial statements prepared in accordance with the provisions of the Tax Procedure Law ("TPL"), the net profit for the same period amounted to TRY 516,399,897.

In line with the CMB's profit distribution regulations, Article 22 of our Articles of Association, and the principles set out in our Profit Distribution Policy, it was resolved to propose the following profit distribution to the approval of our shareholders at the 2024 Ordinary General Assembly Meeting:

1. No general legal reserve shall be set aside for the year 2024 pursuant to Article 519 of the Turkish Commercial Code, as the current amount of general legal reserves in the statutory records exceeds 20% of the Company's capital.
2. A gross cash dividend amounting to TRY 65,550,475.89, corresponding to 69.92% of the paid-in capital and 15% of the net distributable profit for the period, shall be distributed for the fiscal year 2024.
3. A gross dividend of 69.92% in cash shall be paid per share with a nominal value of TRY 1.00, and the net dividend amount shall be determined after deducting the withholding tax rates applicable under tax legislation for full taxpayer individual shareholders and non-resident individual and corporate shareholders.
4. In line with the decision of the CMB dated March 7, 2024, and numbered 14/382, as announced in its press bulletin dated March 7, 2024 and numbered 2024/14, profit distribution shall be made based on the net distributable profit for the period, including donations, as set out in the independently audited consolidated financial statements prepared in accordance with TFRS, which is lower than the profit shown in the legal financial statements prepared under the Tax Procedure Law.
5. Dividend distribution shall commence on June 20, 2025.
6. In accordance with the inflation accounting practices applied in the statutory records under the Tax Procedure Law, the portion of the period profit remaining after the deduction of prior years' profit/loss shall be recorded under the "extraordinary reserves" account. Additionally, the amount of TRY 6,787,163.44, remaining from the profit of the year 2019 and currently recorded under the prior years' profits account, shall also be transferred to the "extraordinary reserves" account.

It was unanimously resolved that this profit distribution proposal be submitted for the approval of the shareholders at the 2024 Ordinary General Assembly Meeting.

ANNEX-1 2024 DIVIDEND DISTRIBUTION PROPOSAL AND DIVIDEND DISTRIBUTION TABLE (Cont'd)

ATP YAZILIM VE TEKNOLOJİ A.Ş. PROFIT DISTRIBUTION PROPOSAL FOR 2024(TL)						
1 Paid-in capital				93,750,000		
2 General legal reserves (as per statutory records)				18,932,986		
Information concerning preferred shares, if, as per the company Articles of Association, there are any privileges for preferred shares in distribution of dividend:				No		
		As per Capital Markets Board		As per Statutory Records		
3	Profit for the period		473,034,089	516,399,897		
4	Taxes (-)		15,881,667	0		
5	Net profit (=)		437,055,730	516,399,897		
6	Prior years' losses (-)		0	0		
7	Legal reserve fund (-)		0	0		
8	NET DISTRIBUTABLE PROFIT FOR THE PERIOD (=)		437,055,730	516,399,897		
9	Grants made during the year (+)		501,682	0		
10	Net distributable profit including grants		437,557,412	516,399,897		
11	First category dividend to shareholders		21,877,871	21,877,871		
	- Cash		21,877,871	21,877,871		
	- Shares		0	0		
12	Dividends distributed to preferred shareholders		0	0		
13	Other dividends distributed (Member of the Board of Directors, Employees, Non-shareholders)		0	0		
14	Dividends distributed to holders of usufruct right certificates		0	0		
15	Second category dividend to shareholders		43,672,605	43,672,605		
16	Legal reserve fund		6,086,298	6,086,298		
17	Status reserves		0	0		
18	Special reserves		0	0		
19	EXTRAORDINARY RESERVES		365,418,957	444,763,124		
20	Other sources planned for distribution		0	0		
Information on Dividend per Share for 2024						
	GROUP	TOTAL DIVIDEND AMOUNT		TTOTAL DIVIDEND AMOUNT / NET DISTRIBUTABLE PROFIT FOR THE PERIOD	DIVIDEND PER SHARE FOR 1 TL NOMINAL VALUE	
		CASH (TL)	SHARES (TL)		RATIO (%)	AMOUNT (TL)
BRÜT	A	6,992,051	-	1.60	0.6992	69.92
	B	49,774,661	-	11.39	0.5943	59.43
	TOPLAM	56,766,712	-	12.99	0.6055	60.55
NET*	A	6,992,051	-	1.60	0.6992	69.92
	B	58,558,425	-	13.40	0.6992	69.92
	TOPLAM	65,550,476	-	15.00	0.6992	69.92

(*)- Since the holder of Group A shares is a fully liable legal entity, a 0% withholding tax rate has been used in the calculation of net dividends for this group.

-For Group B shares, the net dividend amount has been calculated using a 15% withholding tax rate, assuming that all shares are held by individual persons. No tax with holding will be made on cash dividend payments to fully liable institutions or non-resident institutions that earn income through a workplace or permanent representative in Turkey.

ANNEX-2 REMUNERATION POLICY

The purpose of the remuneration policy is to determine the principles of remuneration of the Board of Directors and senior management, taking into account the long-term goals of the Company, in accordance with the regulations to which the Company is subject and the provisions of the Articles of Association.

The Company complies with the Capital Markets Law No. 6362, Turkish Commercial Code No. 6102, capital markets legislation, other relevant legislation and regulations regarding remuneration, and pays attention to the implementation of Corporate Governance principles.

The Company complies with the Capital Markets Law No. 6362, Turkish Commercial Code No. 6102, capital markets legislation, other relevant legislation and regulations regarding remuneration, and pays attention to the realization of Corporate Governance Principles. The remuneration policy prepared for this purpose is available on the corporate website.

The members of the Company's Board of Directors may be paid a monthly fixed fee/attendance fee. The amount to be paid is determined at the general assembly meeting.

A fixed remuneration to be valid for all independent members of the board of directors is determined every year at the ordinary General Assembly meeting.

Dividends, share options or payment plans based on the Company's performance cannot be used in the remuneration of the independent board members who will provide effective support to the board of directors in all matters related to the operation of the Company. Considerable care is taken to ensure that the remuneration of the independent board members is at a level that will protect their independence.

Independent members of the Board of Directors are paid on a pro-rata basis, taking into account the time they have been in office as of their appointment and resignation dates.

Remuneration of Senior Management consists of two components: fixed and performance-based. Fixed salaries of Senior Management are determined in accordance with international standards and legal obligations, taking into account macroeconomic data in the market, wage policies prevailing in the market, the size and long-term goals of the company and the positions of the individuals.

Performance fees for Senior Management are calculated based on premium base, company performance and individual performance. Information on the criteria is summarized below:

- **Premium Base:** Premium bases are updated at the beginning of each year and vary according to the size of the business of the executives' positions. While updating the premium bases, senior management premium policies in the market are taken into consideration.
- **Company Performance:** Company performance is obtained by measuring at the end of the period the financial and operational (turnover, EBITDA, profitability, customer satisfaction, foreign operations, productivity, etc.) targets set for the company at the beginning of each year.
- **Individual Performance:** In determining individual performance, targets related to employees, customers, processes, technology and long-term strategy are taken into consideration along with company targets. In measuring individual performance, in parallel with the company performance, the principle of long-term sustainable improvement is taken into consideration in areas other than financial ones.

In case of resignation of the senior management of our Company, a severance bonus may be paid by taking into consideration the period of employment, the period of time they served as a senior manager, the contribution they made, the last target bonus before the date of resignation, the salary and bonus paid in the last year. Bonus payments may be made in cash and/or other benefits to be determined at the discretion of the Board of Directors.

Remuneration and all other benefits provided to board members and managers having administrative responsibility are disclosed to the public through the annual report.

ANNEX-3 DRAFT AMENDMENT TO ARTICLE 7 OF THE ARTICLES OF ASSOCIATION

OLD TEXT	NEW TEXT
Article: 7- <u>CAPITAL</u>: a) General Provisions: The Company has accepted the registered capital system in accordance with the provisions of the CML and has switched to the registered capital system with the permission of the Capital Markets Board dated 25.03.2021 and numbered 15/474. The registered capital ceiling of the Company is 200.000.000.-TL (Two Hundred Million Turkish Lira) and this capital is divided into 200.000.000.000 (Two Hundred Million) shares with a nominal value of 1.-TL (One Turkish Lira) each. The authorisation for the registered capital ceiling granted by the Capital Markets Board is valid for the years 2021-2025 (5 years). Even if by the end of 2025 the permitted registered capital ceiling has not been reached, in order for the Board of Directors to take a capital increase decision after 2029, it is obligatory to obtain authorisation from the General Assembly for a new period not exceeding 5 (Five) years by obtaining permission from the Capital Markets Board for the previously permitted ceiling or a new ceiling amount. In case the said authorisation is not obtained, no capital increase can be made with the decision of the Board of Directors. The issued capital of the Company is TL 93,750,000 (Ninety-three million seven hundred and fifty thousand Turkish Liras) and the said issued capital has been paid in full and in cash, free of collusion. This capital is divided into a total of 93,750,000 (ninety-three million seven hundred and fifty thousand) shares, of which 10,000,000 (ten million) are Group (A) shares and 83,750,000 (eighty-three million seven hundred and fifty thousand) are Group (B) shares, each with a nominal value of 1.-TL (One Turkish Lira). (A) Group Shares are registered shares and (B) Group Shares are bearer shares. b) Share Privileges: Group (A) shares have the privileges set forth in these Articles of Association, and Group (B) shares do not have any privileges. c) Capital Increase and Share Tracking: The capital of the Company may be increased or decreased within the framework of the provisions of the Turkish Commercial Code and capital markets legislation . No new shares may be issued unless the issued shares are fully sold and their prices are paid or the unsold shares are cancelled. Shares representing the capital are monitored in dematerialised form within the framework of dematerialisation principles. In capital increases to be made, Group (A) registered shares shall be issued in exchange for Group (A) shares and Group (B) bearer shares shall be issued in exchange for Group (B) shares. In capital increases, bonus shares are distributed to the existing shares on the date of the increase without any distinction of group. The Board of Directors is authorised to increase the issued capital by issuing new shares up to the upper limit of the registered capital, to issue shares above or below their nominal value, to restrict the rights of privileged shareholders and to restrict the rights of shareholders to acquire new shares partially or completely and to take decisions on these matters whenever it deems necessary in accordance with the provisions of the Capital Markets Law and capital markets legislation. The authorisation to restrict the rights to acquire new shares cannot be used in a way to cause inequality among the shareholders.	Article: 7- <u>CAPITAL</u>: a) General Provisions: The Company has accepted the registered capital system in accordance with the provisions of the CML and has switched to the registered capital system with the permission of the Capital Markets Board dated 25.03.2021 and numbered 15/474. The registered capital ceiling of the Company is <u>45 0.000.000.-TL (Four hundred and fifty million Turkish Liras)</u> and this capital is divided into <u>450.000.000 (Four hundred and fifty million)</u> shares with a nominal value of 1.-TL (One Turkish Lira) each. The authorisation for the registered capital ceiling granted by the Capital Markets Board is valid for the years <u>2025-2029</u> (5 years). Even if by the end of <u>2029</u> the permitted registered capital ceiling has not been reached, in order for the Board of Directors to take a capital increase decision after <u>2029</u>, it is obligatory to obtain authorisation from the General Assembly for a new period not exceeding 5 (Five) years by obtaining permission from the Capital Markets Board for the previously permitted ceiling or a new ceiling amount. In case the said authorisation is not obtained, no capital increase can be made with the decision of the Board of Directors. The issued capital of the Company is TL 93,750,000 (Ninety-three million seven hundred and fifty thousand Turkish Liras) and the said issued capital has been paid in full and in cash, free of collusion. This capital is divided into a total of 93,750,000 (ninety-three million seven hundred and fifty thousand) shares, of which 10,000,000 (ten million) are Group (A) shares and 83,750,000 (eighty-three million seven hundred and fifty thousand) are Group (B) shares, each with a nominal value of 1.-TL (One Turkish Lira). (A) Group Shares are registered shares and (B) Group Shares are bearer shares. b) Share Privileges: Group (A) shares have the privileges set forth in these Articles of Association and Group (B) shares do not have any privileges. c) Capital Increase and Share Tracking: The capital of the Company may be increased or decreased within the framework of the provisions of the Turkish Commercial Code and capital markets legislation . No new shares may be issued unless the issued shares are fully sold and their prices are paid or the unsold shares are cancelled. Shares representing the capital are monitored in dematerialised form within the framework of dematerialisation principles. In capital increases to be made, Group (A) registered shares shall be issued in exchange for Group (A) shares and Group (B) bearer shares shall be issued in exchange for Group (B) shares. In capital increases, bonus shares are distributed to the existing shares on the date of the increase without any distinction of group. The Board of Directors is authorised to increase the issued capital by issuing new shares up to the upper limit of the registered capital, to issue shares above or below their nominal value, to restrict the rights of privileged shareholders and to restrict the rights of shareholders to acquire new shares partially or completely and to take decisions on these matters whenever it deems necessary in accordance with the provisions of the Capital Markets Law and capital markets legislation. 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