

**INFORMATION DOCUMENT FOR THE 2020 ORDINARY GENERAL ASSEMBLY MEETING OF  
KAFEIN YAZILIM HIZMETLERI TICARET ANONIM SIRKETI**

**Istanbul Directorate of Trade Registry  
Trade Registration No: 563336**

**CALL TO 2020 ORDINARY GENERAL ASSEMBLY MEETING BY  
THE CHAIRMANSHIP OF THE BOARD OF MEMBERS OF KAFEIN YAZILIM HIZMETLERI TICARET ANONIM  
SIRKETI**

2020 Ordinary General Assembly Meeting of the Company will be held at 09:00 o'clock on 12.04.2021, Monday, and in the Head Office situated at YTU Teknoloji Gelistirme Bolgesi, Davutpasa Kampusu Cifte Havuzlar Mah. Eski Londra Asfalti Cad. C1 Blok No:403 Esenler-Istanbul, Turkey.

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 contract information by signing up to e-MKK Information Portal of Merkezi Kayit Kurulusu A.S. (MKK) and should have secure electronic signature. Otherwise, the shareholders or their representatives will not be able to attend to electronic General Assemblies.

Furthermore, the shareholders or their representatives who desire to attend to the General Assembly on electronic media should perform the liabilities in accordance with the provisions of "the Regulation on the General Assemblies of Joint Stock Companies to be Held Online (EGKS)" and "the Communiqué on the Online General Assembly System to be Implemented at the General Assemblies of Joint Stock Companies".

Shareholders who cannot attend to the General Assembly in person should draw their power of attorney according to the attached sample or obtain a power of attorney form from the head office or by navigating to [www.kafein.com.tr](http://www.kafein.com.tr). Such shareholders should also do the necessary as prescribed by "the Communiqué on Voting by Proxy and Proxy Solicitation" (Capital Markets Board, II-30.1), and attest the signature on the power of attorney form at a notary office or attach a signature declaration arranged at a notary office to such signed power of attorney form. Power of attorney submission is not necessary for the representatives who are assigned on Electronic General Assembly System by electronic means.

- 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 partners at YTU Teknoloji Gelistirme Bolgesi, Davutpasa Kampusu Cifte Havuzlar Mah. Eski Londra Asfalti Cad. C1 Blok No:403 Esenler-Istanbul, Turkey or at [www.kap.org.tr](http://www.kap.org.tr), Central Registry Agency's (MKK) Electronic General Assembly System or at [www.kafein.com.tr](http://www.kafein.com.tr).

As per article 29 of Capital Markets Law no. 6362, the shareholders will not be served separately with a registered mail for invitation to the General Assembly Meeting.

Kindly submitted to the shareholders.

Best Regards,

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

**HEAD OFFICE (DIRECTORATE GENERAL) ADDRESS:**

YTU Teknoloji Gelistirme Bolgesi, Davutpasa Kampusu Cifte Havuzlar Mah. Eski Londra Asfalti Cad. C1 Blok  
No:403 Esenler-Istanbul, Turkey

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 Yazilim Hizmetleri Ticaret A.S. consists of 19.750.000 shares with TRY 1.00 as the nominal value of each share.

By 31.12.2020, the distribution of the issued capital of Kafein among the partners is as follows:

<b>Partners</b>	<b>Group A</b>	<b>Group B</b>	<b>Group C</b>	<b>Total Capital Amount (TRY)</b>	<b>Capital Share (%)</b>	<b>Voting Right (%)</b>
Ali Cem Kalyoncu	183.333	183.333	4.571.716	4.938.382	25.00	40,48
Public			14.811.618	14.811.618	75.00	59.52
<b>TOTAL</b>	<b>183.333</b>	<b>183.333</b>	<b>19.383.334</b>	<b>19.750.000</b>	<b>100.00</b>	<b>100.00</b>

As specified under article 7 of the Articles of Association, the shares of the Company are classified under three groups as Group (A), (B) and (C) shares. Group (A) and (B) shares are registered shares and represent the special rights and privileges defined in the Articles of Association. Group (C) shares are bearer shares and are not furnished with special rights and privileges.

As specified in article 9 of the Articles of Association, each and every Group A and B shareholder has 15 (fifteen) voting rights except for board member elections while each and every Group C shareholder has 1 (one) voting right in the ordinary and extraordinary general assembly meetings.

During a capital increase, Group (A), (B) and (C) shares will be issued in proportion to the amount of Group (A), (B) and (C) shares, respectively, to represent the increased capital. In case of a capital increase where new shares are restricted, only Group C shares will be issued.

According to article 9 of the Articles of Association, 2 members are to be elected from among the Group A shareholders or the persons assigned by them while 1 member is to be elected from among the Group B shareholders or the person assigned by them in case the Board of Directors consists of 6 or 7 members. Similarly, 3 members are to be elected from among the Group A shareholders or the persons assigned by them while 1 member is to be elected from among the Group B shareholders or the person assigned by them in case the Board of Directors consists of 8 members.

One among the Group A shareholders or a person assigned by them takes office as the Chairman of the Board while one among the Group B shareholders or a person assigned by them serves as the Vice Chairman of the Board.

## **2. Information about the Management and Operational Changes of the Company or the Affiliates or Subsidiaries which May Significantly Affect the Operations of the Company**

As of 01.01.2021, Mr. Erdogan Hakan Celik assigned as the new General Manager (CEO) to our %6,43 affiliate company Smartiks Yazılım A.Ş after Mr. Serkan Karahanoğlu's request to leave his position voluntarily.

## **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 2020 Ordinary General Assembly Meeting.

### **STATEMENTS CONCERNING THE AGENDA ITEMS OF 2020 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 6 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. Furthermore, the chairman assigns 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 2020 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 including the corporate management compliance report which was submitted to the examination of the shareholders at the Head Office, the Electronic General Assembly Portal of MKK and at [www.kafein.com.tr](http://www.kafein.com.tr), the Company's website, for three weeks preceding the General Assembly meeting.

#### **3. Reading, discussing, and approving the Independent Auditor's Summary Report for the Financial Period of 2020**

Issued in accordance with Turkish Code of Commerce and the regulations by the Capital Markets Board, information will be given to the General Assembly as regards to the Independent Auditor's Report which was submitted to the examination of the shareholders at the Head Office, the Electronic General Assembly Portal of MKK and at [www.kafein.com.tr](http://www.kafein.com.tr), the Company's website, for three weeks preceding the General Assembly meeting.

#### **4. Reading, discussing, and approving the Financial Statements for the Financial Period of 2020**

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. The acquittal of the members of the Board of Directors separately for their activities in 2020.**

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.

## 6. 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 Kavram Bagimsiz Denetim ve Danismanlik A.S., the profit distribution statement will be submitted to the discussion and approval of the General Assembly. Profit distribution table is as follow:

<b>PROFIT DISTRIBUTION STATEMENT FOR 2020</b>			
<b>OF KAFEIN YAZILIM HIZMETLERI TICARET A.S.</b>			
1	Paid/Issued Capital		19.750.000,00
2	General Legal Reserves (According to Legal Records)		2.168.746,52
	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)	36.183.845,00	80.656.883,43
4	Payable Taxes ( - )	2.792.963,00	5.235.101,39
5	Net Period Profit ( = ) (*)	33.390.882,00	75.421.782,04
6	Losses from Previous Years ( - )	0,00	0,00
7	General Legal Reserves ( - )	1.781.253,48	1.781.253,48
8	NET DISTRIBUTABLE PERIOD PROFIT ( = )	31.609.628,52	73.640.528,56
9	Donations within the Year ( + )	0,00	
10	Net Distributable Period Profit (Donations Included)	31.609.628,52	
11	First Dividend to Shareholders		
	- Cash	987.500,00	
	- Bonus		
	- Total	987.500,00	
12	As Distributed to Privileged Shareholders		
	Dividend		
13	Other Distributed Dividend		
	- To the Members of the Board of Directors		
	- To the Employees		
	- To the Other Persons other than Shareholders		
14	Dividend Distributed to Dividend Shareholders		
15	Second Dividend to Shareholders	12.500,00	

16	General Legal Reserves	1.250,00	
17	Statutory Reserves		0.00
18	Special Reserves		0.00
19	EXTRAORDINARY RESERVES	30.608.378,52	72.639.278,56
20	Other Resources Prescribed for Distribution		
	- Profit from the Previous Year		

<b>KAFEIN YAZILIM HIZMETLERI TICARET A.S. (2020)</b>				
<b>RATE OF THE DISTRIBUTED DIVIDEND</b>				
<b>DIVIDEND PER SHARE</b>				
		TOTAL AMOUNT OF DIVIDENDS IN CASH (TRY)	CASH DIVIDEND CORRESPONDING TO PER SHARE WITH TRY 1.00 NOMINAL VALUE	
			TOTAL	RATE
			(TRY)	(%)
<b>GROSS</b>		<b>1.000.000,00</b>	<b>0,050633</b>	<b>5,063291</b>
<b>NET</b>		<b>850.000,00</b>	<b>0,043038</b>	<b>4,303797</b>
<b>DIVIDEND DISTRIBUTED AS BONUS PER SHARE</b>				
		TOTAL AMOUNT OF DIVIDENDS IN CASH (TRY)	BONUS DIVIDEND CORRESPONDING TO PER SHARE WITH TRY 1.00 NOMINAL VALUE	
			TOTAL	RATE
			(TRY)	(%)
		<b>0.00</b>	<b>0.0000</b>	<b>0.00</b>
		TOTAL AMOUNT OF DISTRIBUTED DIVIDEND	TOTAL DIVIDEND CORRESPONDING TO PER SHARE WITH TRY 1.00 NOMINAL VALUE	
			TOTAL	RATE
			(TRY)	(%)
<b>TOTAL</b>		<b>1.000.000,00</b>	<b>0,05063</b>	<b>5,06329</b>
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 (%)			
<b>1.000.000,00</b>	<b>3.16%</b>			
AMOUNT OF BONUS DIVIDENDS DISTRIBUTED TO THE SHAREHOLDERS (TRY)	THE RATE OF THE BONUS DIVIDEND DISTRIBUTED AS SHARE CERTIFICATES TO THE PAID CAPITAL (%)			
<b>0.00</b>	<b>0.00</b>			

**7. Information to the Shareholders as Regards to the Payments Made to the Members of the Board of Directors and the Senior Management in 2020 as per Corporate Governance Rules**

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.

Furthermore article 4.6.5. of the same states that all the pays and 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) granted to the members of a Board of Directors and other persons with administrative responsibility must be disclosed to the public through annual activity reports.

#### **8. 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 2020 as per the Corporate Governance Rules**

According to article 12 of the Corporate Governance Communiqué (II-17.1), the warrants, pledges, liens and sureties granted to the benefit of third parties and the acquired incomes and benefits must be included in the general assembly agenda as a separate item.

#### **9. The determination of the monthly wages to the Members of the Board of Directors**

As part of the Wage Policy, the amount of the monthly payments to the members of the board of directors for 2021 will be determined by the shareholders.

#### **10. The assignment of Independent Auditor Company for 2021 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 2021 and perform the other works prescribed by the foregoing laws and regulations.

#### **11. Information to the Shareholders as Regards to the Donations Made in 2020 and the Determination of an Upper Limit for the Donations of 2021**

According to company's Donations and Grants policy 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.

#### **12. Granting Permit to the Controlling Shareholders, the Members of Board of Directors, Administrative Officers and Their Wives, Collateral Relatives and Relatives by Marriage as per Articles 395 and 396 of Turkish Code of Commerce, and Information to the Shareholders as Regards to the Transactions Carried Out during 2020 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.

In order to do the necessary as specified by such regulations, the grant of permit will be offered to the approval of the shareholders during the General Assembly and will be informed during the year about the transactions thereunder.

**13. Election of members of the Board of Directors and determination of the term of duty.**

Under the Law of Turkish Commercial Code numbered 6102 and item 362 titled "Term of Office", members of the Board of Directors are elected to serve for a maximum of three years. The same person may be re-elected, unless otherwise provided in the articles of association. Based on this issue, the election of the members of the board of directors will be made whose terms of office will expire on 19.04.2021

The personal histories of the candidates to Board of Directors and their current duties other than the company are given as follows:

BOARD OF DIRECTORS		
Full Name	Role	Current External Assignments
Ali Cem Kalyoncu	Board Chairman	Netsite İletisim ve Elektronik Sistemleri San. Ve Tic. A.S. Managing Partner and Vice Chairman Smartiks Yazilim A.S. Board Chairman Intranet Yazilim A.S. Board Chairman Compello Bilgi Teknolojisi Hizm. ve Tic. A.S. Board Chairman Karmasis Bilisim Cozumleri Tic. A.S. Board Chairman
Neval Onen	Vice Chairwoman	Intranet Yazilim A.S. Board Member Smartiks Yazilim A.S. Board Member Compello Bilgi Teknolojisi Hizm. ve Tic. A.S. Board Member Karmasis Bilisim Cozumleri Tic. A.S. 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	Smartiks Yazilim A.S. Independent Board Member
Yuce Erim	Independent Board Member	Angular Velocity OY Board Member and Partner, Smartiks Yazilim A.S. Independent Board Member

#### RESUMES:

##### **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.S. as a Service Engineer, Digital Equipment Turkiye A.S. as Service Manager, and Datapro A.S. as a Director General and Managing Partner. Ali Cem Kalyoncu holds office as the Board Chairman and Director General of Kafein Yazilim Hizmetleri Ticaret A.S.

##### **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 Islem 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.S. 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 Yazilim Hizmetleri Ticaret A.S. 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 holds 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 Electrics of Abant İzzet 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.

##### **Yuce Erim (Independent Board Member)**

Having graduated from the Department of Mechanical Engineering of METU in 1984, Yuce Erim worked as a research assistant in the same university until 1986. Following his military service, Erim decided to work in the sales industry until 1987 and, during his 30 years of professional career, worked in NCR, Digital Equipment Corporation, Compaq Computer, Sun Microsystems, and Software AG companies, respectively, as Sales Manager, Regional Manager, Director and Director General. He also played various other regional roles. Lastly, he held office under Oracle as the Regional Manager of Business Applications responsible for the Central Asia. He also improved himself as a professional Coach. In this sense, Yuce Erim completed the ICF ACTP Professional Coaching Certification (Management Coaching) in Flow Coaching International and acquired the titles FCPC (Flow Certified Professional Coach) and ACP, respectively.

##### **Ibrahim Semih Arslanoglu (Independent Board Member)**

Ibrahim Semih Arslanoglu was born in Adapazari in 1948. Arslanoglu currently holds office in mSolve Partners Turkey as a managing director and in Istanbul ISA Danismanlik as a manager. 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".



**Independence Statements of the Candidates of Independent Board Members:**

Dated: 12.03.2021

**Statement of Independence**

I am a candidate to serve as an "independent member" in the Board of Directors of **Kafein Yazılım Hizmetleri Ticaret Anonim Şirketi** (Company) within the scope of the criteria determined in the current articles of association and the Corporate Governance principles announced by the Capital Markets, within this scope;

a) No direct or indirect employment related in terms of management or capital or significant commercial relationship has been established by myself, my spouse, my relatives and affinity up to the second degree, within the company or of the related parties of the company or the legal entities with whom the shareholders who have 5% or more of the capital within the last 5 years.

b) In the last five years, I have not worked in companies that carry out the operations and a certain part of the company within the framework of agreements, especially companies that audit (including tax audit, statutory audit, internal audit), rating and consultancy of the company, and I am not a member of the board of directors of any of these ,

c) In the last five years, I have not been a partner (5% or more), working in a managerial position to assume important duties and responsibilities or a member of the board of directors in any of the companies that provide significant services and products to the company,

d) I do not have a share in the capital of the company, I have the professional education, knowledge and experience to fulfill the duties I will undertake due to being an independent board member, as can be seen in my CV submitted to the Company

e) I am not working full-time in public institutions and organizations as of the current situation,

f) According to the Income Tax Law I considered resident in Turkey

g) I can make positive contributions to the activities of the company, I will maintain my impartiality in conflicts of interest between the company partners, I will freely decide by taking into account the rights of the stakeholders,

h) I will devote time to company affairs to the extent that I can follow the operation of the company activities and fully fulfill the requirements of the duties I have undertaken,

I declare and undertake within the framework of the legislation and the company's articles of association.

**Name- Surname: Yüce Erim**

**Name- Surname: Ibrahim Semih Arslanoglu**

#### 14. Discussion and approval of the amendment to the Company's Articles of Association Article 7 titled "Capital of the Company"

With the Board of Directors decision dated 26.01.2021 and numbered 2021-03 and within the scope of the CMB (II-18.1) Registered Capital System Communiqué, an application has been made for the amendment to the Article 7 of the Company's Articles of Association titled "The Capital of the Company", in order to the increase of the current Registered Capital Ceiling from 50.000.000 TL to 200.0000 TL and the current Registered Capital Ceiling Validity period from 2015-2020 to 2021-2025 (5 Years). The relevant application was approved by the Capital Markets Board by the letter dated 12.02.2021 and numbered E-29833736-110.03.03-1791. Followingly, it has been approved by the T.R. Ministry of Trade by the letter dated 25.02.2021 and numbered E-50035491-431.02-00061791806. The new Articles of Association will be submitted for the approval of our shareholders at the general assembly.

Regarding the Change of Articles of Association, The Old and New Forms of the Articles of Association Amendments are given as follow:

CURRENT TEXT	NEW TEXT
<b>CAPITAL</b>	<b>CAPITAL</b>
<b>ARTICLE 7</b>	<b>ARTICLE 7</b>
<p>In accordance with the provisions of the Capital Markets Law no. 6362, the company adopts the registered capital system and started to implement registered capital system upon the permit no. 21/279 by the Capital Markets Board dated 30.06.2016</p> <p>The registered authorized stock of the Company is TRY 50.000.000 (Fifty Million Turkish Lira) and is divided into 50.000.000 (Fifty Million) shares with TRY 1.00 (One Turkish Lira) value per share.</p> <p>The permission of the registered capital ceiling that was granted by the Capital Market Board is valid between the years 2016 and 2020 (5 years). Even though the permitted registered capital ceiling has not been reached at the end of 2020, the board of directors shall seek the grant of authority by the general assembly, which will be applicable for 5 years at maximum, in order to be able to increase capital after 2020 provided that a permit is obtained thereto from the Capital Markets Board for the previously granted or a new ceiling amount. In case such authority is not granted, the board of directors cannot increase the capital.</p> <p>The issued capital of the Company is TRY 19.750.000 (Nineteen Million and Seven Hundred Fifty Thousand Turkish Lira). The capital is paid as free from any collusion. The capital is divided into 19.750.000 shares with TRY 1.00 nominal value per share. The shares are divided into three groups as Group (A), (B) and (C) shares. Group (A) and (B) shares are registered shares and represent the privileges defined in the Articles of Association. Group (C) shares are bearer shares and are not furnished with any privilege.</p> <p>The distribution of the issued capital between shareholders is as follows;</p> <p><u>Group A Registered Shares:</u> <u>134.750 Group A shares corresponding to TRY 134.750,00 Ali Cem KALYONCU</u> <u>48.583 Group A shares corresponding to TRY 48.583,00 Mehmet Tevfik BASKAYA</u></p>	<p>In accordance with the provisions of the Capital Markets Law no. 6362, the company adopts the registered capital system and started to implement registered capital system upon the permit no. 21/279 by the Capital Markets Board dated 30.06.2016</p> <p>The registered authorized stock of the Company is TRY <b>200.000.000 (Two Hundred Million Turkish Lira)</b> and is divided into <b>200.000.000 (Two Hundred Million)</b> shares with TRY 1.00 (One Turkish Lira) value per share.</p> <p>The permission of the registered capital ceiling that was granted by the Capital Market Board is valid between the years <b>2021</b> and <b>2025</b> (5 years). Even though the permitted registered capital ceiling has not been reached at the end of <b>2025</b>, the board of directors shall seek the grant of authority by the general assembly, which will be applicable for 5 years at maximum, in order to be able to increase capital after <b>2025</b> provided that a permit is obtained thereto from the Capital Markets Board for the previously granted or a new ceiling amount. In case such authority is not granted, the board of directors cannot increase the capital.</p> <p>The issued capital of the Company is TRY 19.750.000 (Nineteen Million and Seven Hundred Fifty Thousand Turkish Lira). The capital is paid as free from any collusion. The capital is divided into 19.750.000 shares with TRY 1.00 nominal value per share. The shares are divided into three groups as Group (A), (B) and (C) shares. Group (A) and (B) shares are registered shares and represent the privileges defined in the Articles of Association. Group (C) shares are bearer shares and are not furnished with any privilege.</p> <p><b>The share groups representing the issued capital are 183.333 Group A Registered Shares corresponding to 183.333,00 TL, 183.333 Group B Registered Shares corresponding to 183.333,00 TL and 19.383.334 Group C Bearer Shares corresponding to 19.383.334,00 TL.</b></p>

<p><u>Group B Registered Shares:</u>  <u>183.333 Group B shares corresponding to TRY</u>  <u>183.333.00 - Verusaturk Girişim Sermayesi Yatirim</u>  <u>Ortakligi A.S.</u></p> <p><u>Group C Bearer Shares:</u>  <u>4.106.667 Group C shares corresponding to TRY</u>  <u>4.106.667.00 - Verusaturk Girişim Sermayesi Yatirim</u>  <u>Ortakligi A.S.</u>  <u>4.347.716 Group C shares corresponding to TRY</u>  <u>4.347.716.00 - Ali Cem KALYONCU</u>  <u>2.178.951 Group C shares corresponding to TRY</u>  <u>2.178.951.00 - Mehmet Tefvik BASKAYA</u>  <u>8.750.000 Group C shares corresponding to TRY</u>  <u>8.750.000.00 - Public</u></p> <p>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.</p> <p>The shares that represent the capital are tracked as registered as per the principles of registry.</p> <p>As per the provisions of Capital Markets Regulation, the Board of Directors is authorized to issue new shares up to authorized stock and thus to increase issued capital, to restrict the rights of the shareholders to purchase new shares and to issue shares under the premium or nominal values. The authority to limit the right of purchasing new shares cannot be executed in a way to create inequality among shareholders.</p> <p>The capital of the company may be increased or decreased in compliance with the provisions of Turkish Code of Commerce and the Capital Markets Regulation.</p>	<p>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.</p> <p>The shares that represent the capital are tracked as registered as per the principles of registry.</p> <p>As per the provisions of Capital Markets Regulation, the Board of Directors is authorized to issue new shares up to authorized stock and thus to increase issued capital, to restrict the rights of the shareholders to purchase new shares and to issue shares under the premium or nominal values. The authority to limit the right of purchasing new shares cannot be executed in a way to create inequality among shareholders.</p> <p>The capital of the company may be increased or decreased in compliance with the provisions of Turkish Code of Commerce and the Capital Markets Regulation.</p>
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## 15. Opinions and Requests.

### 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 HIZMETLERI TICARET ANONIM SIRKETI**

I hereby assign ....., whose details are given below, to represent, vote, make proposal and sign the necessary papers on behalf of and according to the opinions given below by me during the Ordinary General Assembly Meeting to be held at 09:00 o'clock on 12.04.2021, Monday at the Head Office of Kafein Yazilim Hizmetleri Ticaret A.S. which is situated at YTU Teknoloji Gelistirme Bolgesi, Davutpasa Kampusu Cifte Havuzlar Mah. Eski Londra Asfalti Cad. C1 Blok No:402 Esenler-Istanbul, Turkey.

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.**

<b>Agenda Items</b>	<b>Affirmative</b>	<b>Dissentive</b>	<b>Dissenting Opinion</b>
1. Opening and selection of the Chairmanship of the Meeting			
2. Reading, discussing, and approving the Activity Report of 2020 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 2020			
4. Reading, discussing, and approving the Financial Statements for the Financial Period of 2020			
5. The acquittal of the members of the Board of Directors separately for their activities in 2020			
6. The discussion and resolution on the offer of the Board of Directors according to the profit distribution plan of the Company			
7. Information to the Shareholders as Regards to the Payments Made to the Members of the Board of Directors and the Senior Management in 2020 as per Corporate Governance Rules			
8. 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 2020 as per the Corporate Governance Rules,			
9. The determination of the monthly wages to the Members of the Board of Directors			
10. The assignment of Independent Auditor Company for 2021 as per Turkish Code of Commerce and the regulations of the Capital Markets Board			
11.Information to the Shareholders as Regards to the Donations Made in 2020 and the Determination of an Upper Limit for the Donations of 2021			
12. Granting Permit to the Controlling Shareholders, the Members of Board of Directors, Administrative Officers and Their Wives, Collateral Relatives and Relatives by Marriage as per Articles 395 and 396 of Turkish Code of			

Commerce, and Information to the Shareholders as Regards to the Transactions Carried Out during 2020 under the Corporate Governance Rule no. 1.3.6 of the Corporate Governance Communiqué by the Capital Markets Board.			
13. Election of members of the Board of Directors and determination of the term of duty.			
14. Discussion and approval of the amendment to the Company's Articles of Association Article 7 titled "Capital of the Company"			
15. Opinions and Requests			

**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

**2020 ORDINARY GENERAL ASSEMBLY AGENDA OF  
KAFEIN YAZILIM HIZMETLERI TICARET ANONIM SIRKETI**

1. Opening and selection of the Chairmanship of the Meeting.
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3. Reading, discussing, and approving the Independent Auditor's Summary Report for the Financial Period of 2020
4. Reading, discussing, and approving the Financial Statements for the Financial Period of 2020
5. The acquittal of the members of the Board of Directors separately for their activities in 2020
6. The discussion and resolution on the offer of the Board of Directors according to the profit distribution plan of the Company
7. Information to the Shareholders as Regards to the Payments Made to the Members of the Board of Directors and the Senior Management in 2020 as per Corporate Governance Rules
8. 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 2020 as per the Corporate Governance Rules,
9. The determination of the monthly wages to the Members of the Board of Directors
10. The assignment of Independent Auditor Company for 2021 as per Turkish Code of Commerce and the regulations of the Capital Markets Board
11. Information to the Shareholders as Regards to the Donations Made in 2020 and the Determination of an Upper Limit for the Donations of 2021
12. Granting Permit to the Controlling Shareholders, the Members of Board of Directors, Administrative Officers and Their Wives, Collateral Relatives and Relatives by Marriage as per Articles 395 and 396 of Turkish Code of Commerce, and Information to the Shareholders as Regards to the Transactions Carried Out during 2020 under the Corporate Governance Rule no. 1.3.6 of the Corporate Governance Communiqué by the Capital Markets Board.
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15. Opinions and Requests.