

**INVITATION TO THE ORDINARY GENERAL ASSEMBLY MEETING OF  
LOGO YAZILIM SANAYİ VE TİCARET ANONİM ŞİRKETİ  
TO BE HELD ON 27 MARCH 2023**

Our Company's Ordinary General Assembly Meeting relating to the financial year of 2022 will be held on **27 March 2023, at 11:00** in our Company's headquarters located in Gebze Organize Sanayi Bölgesi Şahabettin Bilgisu Caddesi No: 609/1 Gebze - Kocaeli /Turkey, in accordance with the Company's Board of Directors' Resolution dated 24.02.2023

The Shareholders can attend the Company's Ordinary General Assembly Meeting in person or via electronic means, in person or through their representatives. Our Shareholders willing to attend the Ordinary General Assembly Meeting in person or through their representatives via electronic means must declare their preference on the Electronic General Assembly System ("**EGAS**"). Attendance to the Ordinary General Assembly Meeting via electronic means is only possible if the Shareholders or their representatives have a secure electronic signature and log into the EGAS with such secure electronic signature. In this respect, the Shareholders must first register their contact details by signing up to the e-MKK Information Platform (*e-MKK Bilgi Portalı*) of Merkezi Kayıt Kuruluşu A.Ş. ("**MKK**"). Shareholders or their representatives who are not registered with the e- MKK Information Platform and not having secured electronic signature cannot attend the general assembly meeting via electronic means. In accordance with Article 1526 of Turkish Commercial Code No. 6102, notifications to be made on behalf of legal entity shareholders via EGAS are required to be signed by the duly authorized representative of such legal entity with the secured electronic signature issued on behalf the legal entity for the name of such representative.

The Board of Directors' Annual Report, Corporate Governance Compliance Report, Consolidated Financial Statements, Financial Statements and the Independent External Audit Report for the financial year of 2022, as well as the Board of Directors' Proposal for Dividend Distribution together with a detailed Information Note including the information required to be provided pursuant to the Capital Markets Board's regulations will be made available for our Shareholders' review three weeks prior to the date of the meeting within the statutory term, at our Company's headquarters in Gebze Organize Sanayi Bölgesi Şahabettin Bilgisu Caddesi No: 609/1 Gebze, Kocaeli and also at our Company's branch offices which are stated below. The relevant documents and sample proxy forms will also be made available for the review of our Shareholders at our Company's corporate website [www.logo.com.tr](http://www.logo.com.tr) and EGAS as of the same date.

- Ankara Branch** : Hacettepe Üniversitesi Teknoloji Geliştirme Bölgesi Üniversiteler Mah. 1596. Cad. No: 6 Safir C Blok Kat:2 Ofis No:25-26-27 Beytepe 06800 Çankaya / Ankara
- Elazığ Branch** : Fırat Teknokent Çaydaçıra Mah. Adnan Kahveci Bulvarı, No: 2/211 Merkez / Elazığ
- İstanbul Branch** : Hilltown ofis binası Aydınevler Mah. Siteler yolu Sok. No: 1 A / 2 Kat:4 Küçükyalı / Maltepe / İstanbul
- İzmir Branch** : Akdeniz Mahallesi Şehit Fethi Bey caddesi No:55 K: 22 D-221-222 Heris Tower Konak / İZMİR/ Türkiye
- İzmir Teknoloji Geliştirme Bölgesi Branch** : İzmir Teknoloji Geliştirme Bölgesi A3 Binası İYTE Kampüsü Gülbahçe Köyü 35430 Urla / İzmir

Without prejudice to the rights and obligations of Shareholders who will attend the meeting through electronic system, Shareholders who will not attend the meeting in person shall issue a proxy form pursuant to the sample below or obtain the sample proxy form from our Company's headquarters or corporate website at [www.logo.com.tr](http://www.logo.com.tr) and fulfil the provisions set forth by the Capital Markets Board's Communiqué on Voting by Proxy and Proxy Solicitation (II-30.1) and submit the proxy form with a notary public approved signature to the Company's headquarters or appoint their proxies electronically via the EGAS. Proxies appointed through EGAS are not required to submit a physical proxy form. Proxies appointed via EGAS can attend the Ordinary General Assembly Meeting in person or via EGAS without submitting any other proxy form. Whether appointed by a notarized proxy form or

via EGAS, proxies who will attend the Ordinary General Assembly Meeting by proxy and in person shall present their identity cards in the meeting. We hereby submit to the information of our esteemed Shareholders that Shareholders not fulfilling this procedure cannot attend the meeting as required by the law.

Pursuant to the fourth paragraph of Article 415 of Turkish Commercial Code No: 6102 and the first paragraph of Article 30 of Capital Markets Law, Shareholders are not required to block their shares to exercise the right to attend to and vote in the Ordinary General Assembly Meeting. In this respect, Shareholders are not required to block their shares to attend the Ordinary General Assembly Meeting.

We kindly request that Shareholders, who will vote via EGAS, obtain the relevant information from the MKK and/or via MKK's website [www.mkk.com.tr](http://www.mkk.com.tr), in order to fulfil their obligations pursuant to the "Regulation on Electronic General Assembly Meetings of Joint Stock Corporations" issued by the Ministry of Trade of Republic of Turkey, and published in the Official Gazette dated 28.08.2012 and numbered 28395 and "Communiqué on the Electronic General Assembly System to be Applied to the General Assembly Meetings of Joint Stock Corporations", published in the Official Gazette dated 29.08.2012 and numbered 28396.

The voting of the Agenda items in the Ordinary General Assembly Meeting will be exercised by way of open voting by raising hands, with the provisions regarding electronic voting reserved.

We hereby submit to the information of our esteemed shareholders. Kind regards,

**Board of Directors of**

**Logo Yazılım Sanayi ve Ticaret A.Ş.**

#### **COMPANY INFORMATION**

**Address** : Gebze Organize Sanayi Bölgesi Şahabettin Bilgisu Caddesi No:  
609/1 Gebze - Kocaeli /Turkey

**Telephone** : 0262 679 82 00

**Trade Registry and Number** : Gebze Trade Registry Directorate – 12750

**THE AGENDA FOR THE ORDINARY GENERAL ASSEMBLY MEETING  
DATED 27 MARCH 2023 OF  
LOGO YAZILIM SANAYİ VE TİCARET ANONİM ŞİRKETİ**

1. Opening and election of Chairing Committee and authorization of Chairing Committee for signing the Minutes of the General Assembly Meeting;
2. Reading and discussion of the Annual Report of the Board of Directors for the fiscal year 2022;
3. Reading the independent audit report prepared by the Independent Auditor, DRT Bağımsız Denetim ve Serbest Muhasebeci Mali Müşavirlik Anonim Şirketi;
4. Reading, discussion and approval of the financial statements of the fiscal year 2022;
5. Discussion and resolution of the matter concerning the release of the members of the Board of Directors individually, who have performed in the fiscal year 2022, from their liabilities for the operations, proceedings and accounts;
6. Reading, discussion and approval of the Board of Directors' proposal for dividend distribution for the fiscal year 2022;
7. Informing the Shareholders about the "Remuneration Policy" with respect to the members of the Board of Directors and the Senior Executives, in accordance with the Communiqué on Corporate Governance No. II-17.1 of the Capital Markets Board;
8. Determination of remuneration of the members of the Board of Directors for the following fiscal year;
9. Appointment of new Independent Member of the Board Directors to complete the term of office of the previous member in order to fill a vacancy due to resignation;
10. Approval of the appointment of the Independent Auditor for the fiscal year 2022, as proposed by the Board of Directors to complete the term of office of the previous member, in accordance with the Capital Markets Board regulations and related legislation;
11. Informing the General Assembly about the donations made by the Company within the fiscal year 2022;
12. Determination of an upper limit for the grants and donations to be valid for the fiscal year 2023 and discussion on authorization of the Board of Directors to act within the limits determined relating thereto in accordance with the Capital Markets Board regulations and submitting to the approval of the General Assembly;
13. Informing the General Assembly about the share buy-back transactions executed during 2022 in accordance with the Company's share buy-back program;
14. Requesting the General Assembly's approval for the acts and transactions to be executed by the members of the Board of Directors pursuant to Articles 395 and 396 of the Turkish Commercial Code;
15. Informing the Shareholders about any material transactions that may create conflict of interest with the Company or its affiliates and/or about a transaction of commercial nature made on personal account or on behalf of any others that is listed in the commercial activities of the company or of its affiliates or participating to another partnership that is engaged with the same commercial activities with the title of a partner with unlimited liability, by any of the shareholders controlling the company, members of the Board of Directors, executives with administrative responsibility and their spouses and relatives related by blood or affinity up to the second degree;
16. Informing the Shareholders that no liens, pledges or such assurances have been given, or no benefits have been created on behalf of Company's Shareholders and third parties, in accordance with the Capital Markets Legislation and the Capital Markets Board's Communiqué on Corporate Governance No II-17.1;
17. Wishes and closing.

**PROXY FORM**  
**LOGO YAZILIM SANAYİ VE TİCARET A.Ş**

I hereby appoint ..... as my proxy whose details are given below, in order to represent me, to vote and make proposals on my behalf in line with the views I express herein below and sign the required papers at the Ordinary General Assembly Meeting of LOGO YAZILIM SANAYİ VE TİCARET A.Ş. to be held on **27 March 2023, Monday at 11:00** for the year 2022 at the address of Gebze Organize Sanayi Bölgesi Şahabettin Bilgisu Caddesi No: 609/1 Gebze - Kocaeli /Turkey.

The Proxy's<sup>1</sup>;

Name Surname/Corporate Title:

ID Number/Tax ID Number:

Trade Registry and Number and MERSIS Number:

**SCOPE OF REPRESENTATIVE POWER**

**A) The scope of representative power should be defined after choosing one of the options (a), (b) or (c) in the following sections 1 and 2.**

**1. About the Items on the Agenda of the General Assembly:**

- a) The proxy is authorized to vote according to his/her opinion
- b) The proxy is authorized to vote in accordance with the company management
- c) The Proxy is authorized to vote in accordance with the following instructions stated in the table.

**Instructions:**

**In the event that the shareholder chooses option (c), the shareholder should mark "Accept" or "Reject" options and if the shareholder marks the "Reject" option, then he/she should write the dissenting opinion to be noted down in the minutes of the general assembly.**

| Agenda Item <sup>2</sup>  | Accept | Reject | Dissenting Opinion |
|---|--------|--------|--------------------|
| 1. Opening and election of Chairing Committee and authorization of Chairing Committee for signing the Minutes of the General Assembly Meeting;          |        |        |                    |
| 2. Reading and discussion of the Annual Report of the Board of Directors for the fiscal year 2022;  |        |        |                    |
| 3. Reading the independent audit report prepared by the Independent Auditor, DRT Bağımsız Denetim ve Serbest Muhasebeci Mali Müşavirlik Anonim Şirketi; |        |        |                    |
| 4. Reading, discussion and approval of the financial statements of the fiscal year 2022;  |        |        |                    |

<sup>1</sup> Foreign proxies should submit the equivalent information (if any) mentioned above.

<sup>2</sup> If the minority has another draft resolution, necessary arrangements should be made to enable them to vote by proxy

|   |  |  |  |
|---|--|--|--|
| <p><b>5.</b> Discussion and resolution of the matter concerning the release of the members of the Board of Directors individually, who have performed in the fiscal year 2022, from their liabilities for the operations, proceedings and accounts;</p>   |  |  |  |
| <p><b>6.</b> Reading, discussion and approval of the Board of Directors' proposal for dividend distribution for the fiscal year 2022;</p>   |  |  |  |
| <p><b>7.</b> Informing the Shareholders about the "Remuneration Policy" with respect to the members of the Board of Directors and the Senior Executives, in accordance with the Communiqué on Corporate Governance No. II-17.1 of the Capital Markets Board;</p>  |  |  |  |
| <p><b>8.</b> Determination of remuneration of the members of the Board of Directors for the following fiscal year;</p>  |  |  |  |
| <p><b>9.</b> Appointment of new Independent Member of the Board Directors to complete the term of office of the previous member in order to fill a vacancy due to resignation;</p>  |  |  |  |
| <p><b>10.</b> Approval of the appointment of the Independent Auditor for the fiscal year 2023, as proposed by the Board of Directors, in accordance with the Capital Markets Board regulations and related legislation;</p>   |  |  |  |
| <p><b>11.</b>Informing the General Assembly about the donations made by the Company within the fiscal year 2022;</p>  |  |  |  |
| <p><b>12.</b> Determination of an upper limit for the grants and donations to be valid for the fiscal year 2023 and discussion on authorization of the Board of Directors to act within the limits determined relating thereto in accordance with the Capital Markets Board regulations and submitting to the approval of the General Assembly;</p> |  |  |  |
| <p><b>13.</b> Informing the General Assembly about the share buy-back transactions executed during 2022 in accordance with the Company's share buy-back program;</p>  |  |  |  |
| <p><b>14.</b>Requesting the General Assembly's approval for the acts and transactions to be executed by the members of the Board of Directors pursuant to Articles 395 and 396 of the Turkish Commercial Code;</p>  |  |  |  |

|   |  |  |  |
|---|--|--|--|
| <p><b>15.</b> Informing the Shareholders about any material transactions that may create conflict of interest with the Company or its affiliates and/or about a transaction of commercial nature made on personal account or on behalf of any others that is listed in the commercial activities of the company or of its affiliates or participating to another partnership that is engaged with the same commercial activities with the title of a partner with unlimited liability, by any of the shareholders controlling the company, members of the Board of Directors, executives with administrative responsibility and their spouses and relatives related by blood or affinity up to the second degree;</p> |  |  |  |
| <p><b>16.</b> Informing the Shareholders that no liens, pledges or such assurances have been given, or no benefits have been created on behalf of Company's Shareholders and third parties, in accordance with the Capital Markets Legislation and the Capital Markets Board's Communiqué on Corporate Governance No II-17.1;</p>   |  |  |  |
| <p><b>17.</b> Wishes and closing.</p>   |  |  |  |

**No voting on the informative items.**

**2. Special instructions related to other issues that may come up during General Assembly meeting and especially to the use of minority rights:**

- a) The proxy is authorized to vote according to his/her opinion
- b) The proxy is not authorized to vote in these matters
- c) The proxy is authorized to vote for agenda items in accordance with the following instructions.

**SPECIAL INSTRUCTIONS;** Special instructions (if any) to be given by the shareholder to the proxy shall be stated herein.

**B) The shareholder specifies the shares to be represented by the proxy by choosing one of the following.**

**1. I hereby confirm that the proxy represents the shares specified in detail as follows.**

- a) Order and Serial<sup>3</sup>:
- b) Number / Group<sup>4</sup>:
- c) Amount-Nominal Value:
- d) Share with privileged voting rights or not:
- e) Bearer-Registered<sup>5</sup>:
- f) Ratio of the total shares/voting rights of the shareholder:

<sup>3</sup> Such information is not required for the shares which are dematerialized.

<sup>4</sup> For the dematerialized shares, information related to the group (if any) will be given instead of number.

<sup>5</sup> Such information is not required for the shares which are dematerialized.

**2. I hereby confirm that the proxy represents all my shares on the list, prepared by MKK (Central Registry Agency) the day before the Meeting, concerning the shareholders who could attend the General Assembly Meeting**

**NAME SURNAME OR CORPORATE TITLE OF THE SHAREHOLDER<sup>6</sup>**

Turkish ID Number/Tax ID Number, Trade Registry Office and Number and MERSIS Number:

Address:

**SIGNATURE**

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<sup>6</sup> Foreign shareholders shall submit the equivalent information (if any) mentioned above.

**ADDITIONAL EXPLANATIONS PURSUANT TO CAPITAL MARKETS BOARD'S REGULATIONS**

Pursuant to the Capital Markets Board Communiqué II-17.1 on Corporate Governance, the additional explanations, which are related to the agenda items, are presented below under the relevant agenda items. General explanations which are required pursuant to the Capital Markets Board Communiqué II-17.1 on Corporate Governance are presented in this section:

**1. Shareholding Structure and Voting Rights as of the Date of the Disclosure**

| Name-Surname/Trade Name of the Shareholder | Share Class | Amount of Shares (TL) | Share Ratio (%) | Rate of Voting Right (%) |
|--|-------------|-----------------------|-----------------|--------------------------|
| Logo Teknoloji ve Yatırım Anonim Şirketi   | A           | 132,000.00            | 0.13            | 0.13                     |
|  | B           | 33,498,052.81         | 33.50           | 33.50                    |
| Other                                      | B           | 66,369,947.19         | 66.37           | 66.37                    |
| <b>TOTAL</b>                               |             | <b>100,000,000.00</b> | <b>100.00</b>   | <b>100.00</b>            |

Pursuant to Article 6 titled "Capital" of the Company's current articles of association, the upper limit of the Company's registered share capital is TRY 125,000,000 which is divided into 12,500,000,000 registered shares, each with a nominal value of Kuruş 1. The Company's issued shared capital in the amount of TRY 100,000,000 is composed of class A and class B shares. 13,200,000 shares with the nominal value of TRY 132,000.00 represent class A shares and 9,986,800,000 shares with the nominal value of TRY 99,868,000.00 represent class B shares. The following table demonstrates the shares constituting the Company's share capital and the privileges denominated for such shares:

| Information on the Shares Representing the Share Capital |                                   |  |                                  |                    |                 |
|--|-----------------------------------|--|----------------------------------|--------------------|-----------------|
| Share Class  | Registered Shares / Bearer Shares | Type of the Privilege  | Nominal Value of One Share (TRY) | Total (TRY)        | Share Ratio (%) |
| A  | Registered Shares                 | - Privilege regarding nomination of members to the Board of Directors (half of the number of the members)<br>- Appointment of the chairman of the Board of Directors | 0.01                             | 132,000            | 0.13            |
| B  | Bearer Shares                     |  | 0.01                             | 99,868,000         | 99.87           |
| <b>TOTAL</b>   |                                   |  |                                  | <b>100,000,000</b> | <b>100</b>      |



Pursuant to Article 8 of articles of association, there is privilege in nominating a candidate for the board of directors. Half of the board of directors shall be elected from among the candidates nominated by Class A shareholders. Moreover, chairman of the Board of Directors shall be elected from among the candidates nominated by Class A shareholders.

Each nominal value share is entitled to one voting right in the General Assembly Meeting. There are no shares, which bear privileged voting rights.

**2. Information Regarding Changes in Management and Operations of our Company and its Material Subsidiaries that would have Significant Impact on the Activities of the Company**

In 2022, there has been no change in management or operation of our Company or its material subsidiaries that would have significant impact on the activities of the Company.

**3. Information about the Requests of the Shareholders, the Capital Markets Board or the other Public Authorities for Inclusion of Issues in the Agenda**

No request has been received with respect to the Ordinary General Assembly Meeting during which the operations in the year 2022 will be discussed.

**EXPLANATIONS WITH RESPECT TO THE AGENDA ITEMS OF THE ORDINARY  
GENERAL ASSEMBLY TO BE HELD ON 27 MARCH 2023**

**1. Opening and election of Chairing Committee and authorization of Chairing Committee for signing the Minutes of the General Assembly Meeting**

The Chairman and the Chairing Committee will be elected to chair the General Assembly Meeting and sign the meeting minutes in accordance with the relevant provisions of the Turkish Commercial Code No. 6102 (the “TCC”), the Regulation on General Assembly Meetings of Corporations, and under the provisions of Ministry of Industry and Trade Commissary Regulations (“Regulation” or “General Assembly Regulation”).

**2. Reading and discussion of the Annual Report of the Board of Directors for the fiscal year 2022**

Pursuant to the TCC, the Regulation and the Capital Markets Law and related regulations, the 2022 Annual Report of the Board of Directors, which also includes the Corporate Governance Compliance Report, has been made available for examination by our shareholders for a period of three weeks before the General Assembly Meeting in our Company’s headquarters and branch, on the PDP, Electronic General Assembly System of the Central Registry Agency (“CRA”), and on our Company’s website [www.logo.com.tr](http://www.logo.com.tr) The Annual Report will be read and discussed by the General Assembly.

**3. Reading the independent audit report prepared by the Independent Auditor, DRT Bağımsız Denetim ve Serbest Muhasebeci Mali Müşavirlik Anonim Şirketi**

Pursuant to the TCC, the Regulation and the Capital Markets Law and related regulations, the audit report issued by DRT Bağımsız Denetim ve Serbest Muhasebeci Mali Müşavirlik Anonim Şirketi and which has been made available for examination by our shareholders for a period of three weeks before the General Assembly Meeting in our Company’s headquarters and branch, on the PDP, Electronic General Assembly System of the CRA, and on our Company’s website [www.logo.com.tr](http://www.logo.com.tr) will be read.

**4. Reading, discussion and approval of the financial statements of the fiscal year 2022**

Pursuant to the TCC, the Regulation and the Capital Markets Law and related regulations, the financial statements for the reporting period of 2022, which have been made available for examination by our shareholders for a period of three weeks before the General Assembly Meeting in our company’s headquarters and branch, on the PDP, Electronic General Assembly System of the CRA, and on our Company’s website [www.logo.com.tr](http://www.logo.com.tr) will be read, discussed and approved.

**5. Discussion and resolution of the matter concerning the release of the members of the Board of Directors individually, who have performed in the fiscal year 2022, from their liabilities for the operations, proceedings and accounts**

Pursuant to the regulations of the TCC and the Regulation, the release of the members of the board of directors individually for their activities, transactions and accounts for the year 2022 will be submitted to the approval of the General Assembly.

**6. Reading, discussion and approval of the Board of Directors’ proposal for distributing dividend for the fiscal year 2022**

Decision of the Board of Directors with regards to distribution of profit for the fiscal

year 2022, dated 28.02.2023 and numbered 2023/6 and disclosed on PDP shall be discussed and submitted to the approval of the General Assembly.

Dividend distribution table is attached this document as Appendix-1.

**7. Informing the Shareholders about the “Remuneration Policy” with respect to the members of the Board of Directors and the Senior Executives, in accordance with the Communiqué on Corporate Governance No. II-17.1 of the Capital Markets Board**

The Remuneration Policy for the members of the board and executive management attached in Appendix-2 will be submitted to the information of shareholders, which was prepared pursuant to the Capital Markets Board’s Communiqué on Corporate Governance No. II-17.1.

**8. Determination of remuneration of the members of the Board of Directors for the following fiscal year**

With respect to the Capital Markets Board’s regulations, the TCC, the Regulation and our Company’s Articles of Association, the resolution of Board of Directors dated 28.02.2023 and numbered 2023/8 proposing not to provide any remuneration for the chairman and vice chairman and to provide a monthly gross fee in the amount of TRY 25.000 to all non- executive board members, including the independent members, will be submitted to the General Assembly’s opinion and approval.

**9. Appointment of new Independent Member of the Board Directors to complete the term of office of the previous member in order to fill a vacancy due to resignation**

Pursuant to the Capital Markets Board’s regulations and applicable legislation, in line with the provisions of our Company’s Articles of Association, a new independent member will be appointed to the Board of Directors in order to fill the vacancy due to resignation as of the date of the general assembly.

With respect to the Nomination Committee’s report relating to the nomination proposal, the General Assembly will resolve on the appointment of Lale Ergin as the independent board member pursuant to the Corporate Governance Principles, who is nominated as per the Board of Directors’ resolution dated 27.01.2023 and numbered 2023/1, which was disclosed on the PDP. As per the CMB’s letter dated 10 February 2023, our Company has been informed that CMB has decided not to state any negative opinion with respect to the independent member of the board of directors candidate. The General Assembly will decide upon the the appointment of other members of the Board of Directors together with the appointment of a new independent board member to complete the term of office of the previous member in order to fill a vacancy due to resignation.

The resume of the nominated Board of Directors’ member is attached as Appendix 3 and the independency declaration is attached as Appendix 4.

**10. Approval of the appointment of the Independent Audit Firm for the fiscal year 2023, as proposed by the Board of Directors, in accordance with the Capital Markets Board regulations and related legislation**

The appointment of DRT Bağımsız Denetim ve Serbest Muhasebeci Mali Müşavirlik A.Ş. as the Independent Auditor, in order for the audit of our financial reports for

2023 and performance of other activities defined in the related regulations, as recommended as per the Board of Directors' resolution dated 28.02.2023 and numbered 2023/9 will be submitted to the approval of the General Assembly, pursuant to the Turkish Commercial Code and the regulations of the Capital Markets Board.

**11. Informing the General Assembly about the donations made by the Company within the fiscal year 2022**

Our company's donations in the reporting period of 2022 amounted to TRY 990.203,91 which is below the upper limit determined by the General Assembly. In the General Assembly Meeting of our company, which was held on April 15, 2022 the upper limit for grants and donations was determined as TRY 1.500.000.

**12. Determination of an upper limit for the grants and donations for the fiscal year 2023 and discussion on authorization of the Board of Directors to act within the limits determined relating thereto in accordance with the Capital Markets Board regulations and submitting to the approval of the General Assembly;**

*According to paragraph 3 of Article 17 of our Articles of Association; the Company can make donations in a way, which does not hinder its purpose and scope, provided that it is in compliance with the terms defined by the Capital Markets Board, does not violate regulations on disguised profit transfer and shareholders are informed on the donations made within the reporting in the general assembly meeting. The upper limit of the donations to be made is determined by the General Assembly, and no donations in excess of such limit can be made. Donations made shall be added to the distributable profit base.*

In this respect, the resolution of the Board of Directors dated 28.02.2023 and numbered 2023/10, proposing the upper limit for grants and donations as TRY 50.000.000 for the fiscal year 2023 by taking into account the donations made and shall be made by our Company due to the Kahramanmaraş earthquakes on 06 February 2023 that affected 10 provinces, will be submitted to the opinion and approval of the General Assembly.

**13. Informing the General Assembly about the share buy-back transactions executed during 2022 in accordance with the Company's share buy-back program**

Our Company's Board of Directors' resolution dated 30 December 2021 stated that; in accordance with CMB's announcements dated 21.07.2016 and 25.07.2016 and CMB's communique on Buy-backed shares (II-2.1), it was possible to repurchase shares, the maximum number of shares to be repurchased should not exceed 10% of the paid-in capital including previous purchases, and the maximum fund amount will be determined as TRY 100,000,000, and our Company's Chief Financial Officer (CFO) Gülnur Anlaş is authorized regarding repurchases. The Buy-Back Program was announced to public on 31 December 2021. The Buy-Back program still continues.

Within the framework of the said Buy-Back program, 385,000 shares were repurchased at an average price of 40.40 TL in 2022, and a total of TRY 15.553.312,60 was paid. The ratio of the repurchased shares to the capital in 2022 is 0.39%, and the ratio of the repurchased shares including the previous purchases to the capital is 3.61%.

**14. Requesting the General Assembly's approval for the acts and transactions to be executed by the members of the Board of Directors pursuant to Articles 395 and 396 of the Turkish Commercial Code**

Board members' ability to do the transactions defined in the first paragraph of Article 395 with the title "Prohibition to Conduct Transaction with and Incur Indebtedness to the Company" and Article 396 with the title "Non-Competition" of the Turkish Commercial Code is subject to the approval of the General Assembly. It will be submitted to the approval of the General Assembly to grant permission to our board members in that respect in order to fulfil the requirements of the relevant legislation.

Pursuant to the Turkish Commercial Code Article 395 and Article 396, the approval of the General Assembly shall be obtained for the board members to conduct the following and similar transactions: to conduct any transaction with the company, to become indebted to the company, to conduct any commercial transaction within the scope of activity of the company, to participate in another company as a partner with unlimited liability, which is involved in the same kind of commercial business. Furthermore, the legislation establishes strict oversight mechanisms such as submitting an announcement on the PDP, seeking affirmative votes of the majority of the independent board members, and seeking the approval of the general assembly, depending on the nature of the transaction, pursuant to different provisions including, among others, Article 17(3) of the Capital Market Law No. 6362 and Articles 9, 10 and 12 of the Capital Markets Board (CMB) Communiqué II-17.1 on Corporate Governance and the provisions 1.3.9 and 4.6 of the Principles of Corporate Governance, which is annexed to the aforementioned communiqué. In addition, the Communiqué on Corporate Governance introduces requirements such as obtaining a valuation report from an institution, which is determined by the CMB, with respect to the related party transactions before such transaction takes place.

**15. Informing the shareholders about any material transactions that may create conflict of interest with the Company or its affiliates and/or about a transaction of commercial nature made on personal account or on behalf of any others that is listed in the commercial activities of the company or of its affiliates or participating to another partnership that is engaged with the same commercial activities with the title of a partner with unlimited liability, by any of the shareholders controlling the company, members of the Board of Directors, executives with administrative responsibility and their spouses and relatives related by blood or affinity up to the second degree**

In accordance with the mandatory Article 1.3.6 of the Capital Markets Board's Communiqué on Corporate Governance No. II-17.1, in case the controlling shareholders, the members of board of directors, the executives with administrative responsibility or their spouses, relatives by blood or marriage up to the second degree conduct a significant transaction with the company or its subsidiaries, which would cause a conflict of interest, and/or conduct a transaction on behalf of themselves or a third party, which is in the field of activity of the company or its subsidiaries, or participate in another company involved in the same kind of commercial business with the company or its subsidiaries as a partner with unlimited liability, the shareholders shall be informed in detail under a separate agenda item at the General Assembly Meeting and the relevant matter shall be recorded in the meeting minutes.

**16. Informing the shareholders that no liens, pledges or such assurances have been given, or no benefits have been created on behalf of Company's shareholders and third parties, in accordance with the Capital Markets Legislation and the Capital Markets Board's Communiqué on Corporate**

**Governance No II-17.1**

Pursuant to the Capital Markets Board's Communiqué on Corporate Governance No: II- 17.1, our shareholders will be informed that our company did not provide guarantees, pledges or warranties in favor of the shareholders or third parties, and did not provide any benefit in this regard.

**17. Wishes and closing.**

## **APPENDICES**

**APPENDIX 1** Dividend Distribution Table

**APPENDIX 2** Remuneration Policy for Senior Executives and Board of Directors' Member

**APPENDIX 3** Resume of Board Member Candidate

**APPENDIX 4** Declaration of Independence of Independent Member Candidate

**APPENDIX 1 DIVIDEND DISTRIBUTION TABLE**

| <b>LOGO YAZILIM SANAYİ VE TİCARET A.Ş.</b>   |   |                           |
|--|---|---------------------------|
| <b>Dividend Distribution Table for the Year 2022</b>   |   |                           |
| <b>(TRY)</b>   |   |                           |
| <b>1. Paid-In / Issued Capital</b>   |   | 100.000.000               |
| <b>2. Total Legal Reserves (According to Legal Records)</b>  |   | 20.000.000                |
| <b>Information on privileges in dividend distribution, if any, in the Articles of Association:</b> |   |                           |
|  | Based on CMB<br>Regulations   | Based on Legal<br>Records |
| <b>3.</b>  | <b>Current Period Profit</b>  | 445.361.929               |
| <b>4.</b>  | <b>Taxes Payable (-)</b>  | 29.690.357                |
| <b>5.</b>  | <b>Net Current Period Profit (=)</b>  | 415.671.572               |
| <b>6.</b>  | <b>Losses in Previous Years (-)</b>   | 0                         |
| <b>7.</b>  | <b>Total Legal Reserves (-)</b>   | 0                         |
| <b>8.</b>  | <b>NET DISTRIBUTABLE CURRENT PERIOD PROFIT (=)</b>  | 415.671.572               |
| <b>9.</b>  | Donations Made During The Year ( + )  | 990.204                   |
| <b>10.</b>   | <b>Donation-Added Net Distributable Current Period Profit on which First Dividend Is Calculated</b> | 416.661.776               |
| <b>11.</b>   | First Dividend to Shareholders  |                           |
|  | -Cash   | 20.833.089                |
|  | -Bonus Shares   |                           |
|  | - Total   | 20.833.089                |
| <b>12.</b>   | Dividend Distributed to Owners of Privileged Shares   | -                         |
| <b>13.</b>   | Dividend Distributed to the members of the Board of Directors, employees etc.                       | -                         |
| <b>14.</b>   | Dividend to Owners of Redeemed Shares   | 0,00                      |
| <b>15.</b>   | Second Dividend to Shareholders   | 129.166.911,21            |
| <b>16.</b>   | Total Legal Reserves  | 14.500.000,00             |
| <b>17.</b>   | Statutory Reserves  | -                         |
| <b>18.</b>   | Special Reserves  | -                         |
| <b>19.</b>   | <b>EXTRAORDINARY RESERVES</b>   | 251.171.572               |
| <b>20.</b>   | <b>Other Distributable Resources</b>  |                           |
|  | EXTRAORDINARY RESERVES  | 0                         |



## **APPENDIX 2 REMUNERATION POLICY FOR BOARD OF DIRECTORS' MEMBERS and SENIOR EXECUTIVES**

Our remuneration policy defines the salary system and policies to be applied to the members of the board with administrative responsibility and top management team according to the regulations of the Capital Markets Board.

Taking into account the company's publicly announced operational and financial performance targets, the remuneration policy for the members of the board and top management mainly includes the following:

- Compensation is performance-based, which is measured at the corporate, business unit and individual level. The system includes both financial and non-financial criteria.
- Performance-based incentives are determined to align the interests of managers with those of the shareholders.
- Short-term and long-term incentives are balanced to reward the long-term strategic outcome.
- The system discourages managers from taking extreme risk; and aims to increase their income in parallel to their responsibilities through bonuses.
- Language, race, gender, political opinion, belief, religion, sect, age, physical handicaps or other similar traits are not considered as a criterion of compensation.

Pursuant to provision 4.6.3 of the Capital Markets Board's Communiqué on Corporate Governance, remuneration of the independent members of the board of directors does not include payment plans such as dividends, stock options or payment schemes based on the company's performance. Remuneration of the independent members is determined at a level to protect their independence.

## **APPENDIX 3 RESUME OF BOARD MEMBER CANDIDATE**

### **LALE ERGIN**

#### **Independent Board Member Candidate**

Ergin graduated from Middle East Technical University, School of Business Administration and completed the Executive MBA program at Koç University in 2001.

In her 23 years of professional experience at the Borusan Group, she has established the strategy, business development, M&A and innovation functions groupwide and assumed the leadership role in all these functions for many years. Within this role, she was responsible from the preparation and management of the Group portfolio strategy, assessment of the step growth investment feasibilities, managing the merger, acquisition, divestment and partnership projects of the whole Group companies and incubation of new innovative, disruptive business models. She also led the digital transformation project among the Group. Ms Ergin has been appointed as one of the 3 Executive Committee members as of the beginning of 2018 and she has assumed direct responsibility of 4 Group subsidiaries, namely Borusan Lojistik, Borusan EnBW Enerji, Supsan and Borusan Manheim as the Executive Board Member in all these companies. She was also a long-term board member at many of Borusan Group subsidiaries.

She has joined ESA Esports & Media, which operates in the esports and video games industry, as Co-Founder and CEO in 2020. ESA, a new media entertainment platform that produces content in the field of esports and video games, also operates as an independent esports organization company with offline and online esports tournaments organized in its own esports arena.

Ms. Ergin is also Independent Board Member of Turcas Petrol.

## **APPENDIX 4 DECLARATION OF INDEPENDENCE OF INDEPENDENT MEMBER CANDIDATE**

### **DECLARATION OF INDEPENDENCE**

I hereby declare to be the candidate to serve as an “independent member” at the Board of Directors of the Company titled Logo Yazılım Sanayi ve Ticaret A.Ş. (“Company”) in the scope of the criteria stated in the legislation, the Articles of Association and the Capital Markets Board's Corporate Governance Communiqué. In this scope;

a) In the last five years, significant duties and responsibilities have not been established in the executive position to be undertaken, no more than 5% of the capital or voting rights or preference shares are held together or alone or a commercial relationship has not been established in a significant manner by me, my husband and blood relatives and relatives by marriage up to second degree with the Company, the partnerships in which the Company has management control or significant influence and partners who control over the Company or have significant influence over the Company and legal entities in which these partners have management control,

b) In the last five years, I have not been the partner (5 % or over), the employee working in the management position who will assume significant tasks and responsibilities or the Board Member during periods when service or product is purchased or sold in companies where the company has purchased or sold significant amounts of services or products within the framework of the agreements made, especially the audit (including tax audit, legal audit, internal audit), grading and consultancy of the Company,

c) Due to the fact that I’m acting as an Independent Board Member, I have the vocational training, knowledge and experience to fulfill the tasks I will undertake,

ç) I will not work full-time in public institutions and organizations after being elected as a member, except for university faculty member, provided that the legislation is in compliance,

d) According to Income Tax Law dated 31/12/1960 and numbered 193, I’m resident in Turkey,

e) I have strong ethical standards, professional reputation and experience, which can allow me to make positive contributions to the Company's activities, to protect my impartiality in conflicts of interest between the company and shareholder, to freely decide upon the interests of the stakeholders,

f) I will spare time for corporate activities that can interfere with the operation of the Company's activities and fully meet the requirements of the tasks I undertake,

g) I have not been a member of the Board of Directors of the Company for more than six years in the last ten years,

ğ) I have not been the Independent Board Member more than five out of the publicly-traded Companies in total and more than three out of the Companies in which the Organization or partners have management control who have management control over the Company,

h) I have not been registered and announced on behalf of the legal entity elected as the Board Member

**LALE ERGİN**