

**INVITATION TO THE ORDINARY GENERAL ASSEMBLY MEETING OF
LOGO YAZILIM SANAYİ VE TİCARET ANONİM ŞİRKETİ
TO BE HELD ON 15 APRIL 2022**

Our Company's Ordinary General Assembly Meeting relating to the financial year of 2021 will be held on **15 April 2022, 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 22/03/2022

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 2021, 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 office Logo Yazılım Sanayi ve Ticaret Anonim Şirketi İzmir Teknoloji Geliştirme Bölgesi Şubesi having the registered address of İztekgeb A3 Binası Zemin Kat No. 6 Gülbahçe Köyü Urla/izmir. 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 and EGAS as of the same date.

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 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, 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 15 APRIL 2022 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 2021;
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 2021;
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 2021, 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 2021;
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. Determination of the term of office of the new members of the Board of Directors, appointment of new members of the Board of Directors and Independent Members of the Board Directors for the determined term of office;
10. Approval of the appointment of the Independent Auditor for the fiscal year 2021, as proposed by the Board of Directors, in accordance with the Capital Markets Board regulations and related legislation;
11. Informing the General Assembly about the donations made by the Company to foundations and unions for the purpose of social welfare within the fiscal year 2021;
12. Determination of an upper limit for the grants and donations to be valid until the Company's ordinary general assembly meeting for the fiscal year 2022 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 2021 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 **15 April 2022, Friday at 11:00** for the year 2021 at the address of Gebze Organize Sanayi Bölgesi Şahabettin Bilgisu Caddesi No: 609/1 Gebze - Kocaeli /Turkey.

The Proxy's¹;

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 ²	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 2021;			
3. Reading the independent audit report prepared by the Independent Auditor, DRT Bağımsız Denetim ve Serbest Muhasebeci Mali Müşavirlik Anonim Şirketi;			

¹ Foreign proxies should submit the equivalent information (if any) mentioned above.

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

Agenda Item ²	Accept	Reject	Dissenting Opinion
4. Reading, discussion and approval of the financial statements of the fiscal year 2021;			
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 2021, 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 2021;			
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. Determination of the term of office of the new members of the Board of Directors, appointment of new members of the Board of Directors and Independent Members of the Board Directors for the determined term of office;			
10. Approval of the appointment of the Independent Auditor for the fiscal year 2022, as proposed by the Board of Directors, in accordance with the Capital Markets Board regulations and related legislation;			
11. Informing the General Assembly about the donations made by the Company to foundations and unions for the purpose of social welfare within the fiscal year 2021;			

<p>12. Determination of an upper limit for the grants and donations to be valid until the Company's ordinary general assembly meeting for the fiscal year 2022 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>13. Informing the General Assembly about the share buy-back transactions executed during 2021 in accordance with the Company's share buy-back program;</p>			
<p>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;</p>			
<p>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;</p>			

Agenda Item ²	Accept	Reject	Dissenting Opinion
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.			

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 Serial³:
- b) Number / Group⁴:
- c) Amount-Nominal Value:
- d) Share with privileged voting rights or not:
- e) Bearer-Registered⁵:
- f) Ratio of the total shares/voting rights of the shareholder:

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 SHAREHOLDER⁶

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

Address:

SIGNATURE

³ Such information is not required for the shares which are dematerialized.

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

⁵ Such information is not required for the shares which are dematerialized.

⁶ 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
TOTAL		100,000,000.00	100.00	100.00

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) - 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
TOTAL				100,000,000	100

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 that would have a Significant Impact on the Activities of our Company and its Material Subsidiaries

- i. In our announcement on Public Disclosure Platform (“PDP”) dated 6 July 2021, information was provided with regards to the decision to establish the second Venture Capital Investment Fund in order for it to become an element of our company's innovation strategy, that our company participated in the İstanbul Portföy Yönetimi A.Ş. second Logo Venture Capital Investment Fund at 88.63% and that the total resource commitment of investors is US\$ 12,637,500.00.
- ii. In our announcement on PDP dated 7 September 2021, information was provided on the matter that 100% subsidiaries of our company, Logo Elektronik Hizmetleri A.Ş. and Logo Kobi Digital Services A.Ş. were taken over by our Company and merged under the umbrella of our Company. In our PDP statement dated November 4, 2021, it was informed that the merger process has been completed.

The above matters and other information on our operations have been all disclosed on PDP.

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 2021 will be discussed.

**EXPLANATIONS WITH RESPECT TO THE AGENDA ITEMS OF THE ORDINARY
GENERAL ASSEMBLY TO BE HELD ON 15 APRIL 2022**

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 2021

Pursuant to the TCC, the Regulation and the Capital Markets Law and related regulations, the 2021 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. 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 will be read.

4. Reading, discussion and approval of the financial statements of the fiscal year 2021

Pursuant to the TCC, the Regulation and the Capital Markets Law and related regulations, the financial statements for the reporting period of 2021, 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 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 2021, 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 2021 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 2021

Following decision of the Board of Directors with regards to distribution of profit for the fiscal year 2021, dated 22/03/2022 and numbered 2022/7 and disclosed on PDP shall be discussed and submitted to the approval of the General Assembly.

According to the financial statements for the accounting period of January 1st, 2021 - December 31st, 2021, prepared within the framework of the provisions of the Capital Markets Board Communiqué II-14.1 and in accordance with the International Financial Reporting Standards and audited by DRT Bağımsız Denetim ve Serbest Muhasebeci Mali Müşavirlik Anonim Şirketi; a (consolidated) profit of TRY 300,067,809 has been recorded, of which TRY 264,649,959 is the net profit attributable to equity holders of the parent after tax.

Taking into account our Dividend Distribution Policy and according to dividend distribution table attached, Board of Directors has resolved by the attendees to submit following matters to General Assembly's approval;

i. Distribution of gross, TRY 90,000,000.00- (gross TRY 0.90 per share of TRY 1 nominal value and 90% on the basis of the paid-in capital) of the net distributable profit calculated in the framework of Turkish Commercial Code and the dividend distribution regulations and decisions of the Capital Markets Board, to shareholders as a cash dividend,

ii. Allocation TRY 13,685,066.00.-TL as General Legal Reserves in accordance with the Turkish Commercial Code,

iii. Allocation the remaining profit as Extraordinary Legal Reserves,

iv. Distribution of the cash dividends to the shareholders on 20.04.2022

Dividend distribution table is attached this document as Appendix-2.

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-1 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 24/03/2022 and numbered 2022/11 proposing (i) not to provide any remuneration for the chairman and vice chairman and (ii) to provide a monthly gross fee in the amount of TRY

17,500 to all non- executive board members, including the independent members, will be submitted to the General Assembly’s opinion and approval.

9. Determination of the term of office of the new members of the Board of Directors, appointment of new members of the Board of Directors and Independent Members of the Board Directors for the determined term of Office

Pursuant to the Capital Markets Board’s regulations and applicable legislation, in line with the provisions of our Company’s Articles of Association, new members will be appointed to the Board of Directors in place of the members whose terms of office will be expired. Further, independent members will also be appointed pursuant to capital markets regulations and the Capital Markets Board’s Communiqué on Corporate Governance No. II-17.1. Pursuant to the Articles of Association, our Board of Directors is composed of 6 members. At least two of the members of the Board of Directors must possess the mandatory independence criteria set out under the Capital Markets Board’s Corporate Governance Principles.

With respect to the Nomination Committee’s report relating to the nomination proposal, the General Assembly will resolve on (i) the appointment of Mehmet Berkay Mollamustafaoğlu, Lale Gözübüyük and Nezahat Gültekin as the independent board members pursuant to the Corporate Governance Principles, who are nominated as per the Board of Directors’ resolution dated 23/02/2022 and numbered 2022/4, which was disclosed on the PDP. As per the CMB’s letter dated 11 March 2022, ur Company has been informed that CMB has decided not to state any negative opinion with respect to

the independent members of the board of directors candidates. The General Assembly will decide upon the (ii) the appointment of other members of the Board of Directors together with the appointment of the independent board members and (iii) the determination of the new members' term of office.

Pursuant to Article 8.1 of our Articles of Association, half of the total number of the members of the Board of Directors will be elected from among the candidates nominated by Class A shareholders. The Class A shareholder declared Mehmet Tuğrul Tekbulut, Mehmet Buğra Koyuncu and Söz Ar to the company, as its candidates for the Board of Directors members to be elected at the company's ordinary general assembly meeting.

The General Assembly will resolve upon the appointment of independent members and other members of the Board of Directors and determine the new members' term of office.

The resume of the nominated Board of Directors' members are attached as Appendix 3 and the independency declarations of the independent members are attached as Appendix 4.

10. Approval of the appointment of the Independent Audit Firm for the fiscal year 2022, 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 2022 and performance of other activities defined in the related regulations, as recommended as per the Board of Directors' resolution dated 24/03/2022 and numbered 2022/9 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 to foundations and unions for the purpose of social welfare within the fiscal year 2021

Our company's donations in the reporting period of 2021 to charity institutions, foundations and associations holding tax exemptions, amounted to TRY 688,718.33 which is below the upper limit determined for 2021. In the General Assembly Meeting of our company, which was held on April 7, 2021 the upper limit for grants and donations for the reporting period of 2021 was determined as TRY 1,000,000.

12. Determination of an upper limit for the grants and donations to be valid until the Company's ordinary general assembly meeting for the fiscal year 2022 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 24/03/2022 and numbered 2022/12, proposing the upper limit for grants and donations as TRY 1,500,000 to be effective until the General Assembly Meeting to be held for the activities and accounts in the reporting period of 2022 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 2021 in accordance with the Company's share buy-back program

Our Company's Board of Directors' resolution dated 12 July 2018 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), due to our share's value at Borsa Istanbul (BIST) not reflecting our company's performance, and in order to contribute to the medium where our company's shares have fair pricing at the stock exchange and for the benefit our shareholders, especially our small shareholders, our Company decided to buy back our shares at BIST. The Buy-Back Program was announced to public on 12 July 2018 on PDP. The Buy-Back Program ended on 11 July 2021.

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.

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 Remuneration Policy for Senior Executives and Board of Directors' Member

APPENDIX 2 Dividend Distribution Table

APPENDIX 3 Resumes of Board Member Candidates

APPENDIX 4 Declarations of Independence of Independent Member Candidates

APPENDIX 1 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 2 DIVIDEND DISTRIBUTION TABLE

<p style="text-align: center;">LOGO YAZILIM SANAYİ VE TİCARET A.Ş. Dividend Distribution Table for the Year 2021 (TRY)</p>			
1. Paid-In / Issued Capital		100,000,000	
2. Total Legal Reserves (According to Legal Records)		7,343,264	
Information on privileges in dividend distribution, if any, in the Articles of Association:			
		Based on CMB Regulations	Based on Legal Records
3.	Current Period Profit	287,379,979	305,117,310
4.	Taxes Payable (-)	22,730,020	24,147,383
5.	Net Current Period Profit (=)	264,649,959	280,969,927
6.	Losses in Previous Years (-)	0	0
7.	Total Legal Reserves (-)	13,685,066	13,685,066
8.	NET DISTRIBUTABLE CURRENT PERIOD PROFIT (=)	250,964,894	294,654,993
9.	Donations Made During The Year (+)	688,718	
10.	Donation-Added Net Distributable Current Period Profit on which First Dividend Is Calculated	251,653,612	
11.	First Dividend to Shareholders		
	-Cash	12,582,681	
	-Bonus Shares		
	- Total	12,582,681	
12.	Dividend Distributed to Owners of Privileged Shares	-	
13.	Dividend Distributed to the members of the Board of Directors, employees etc.	-	
14.	Dividend to Owners of Redeemed Shares	0,00	
15.	Second Dividend to Shareholders	77,417,319.40	
16.	Total Legal Reserves	8,500,000.00	
17.	Statutory Reserves	-	
18.	Special Reserves	-	-
19.	EXTRAORDINARY RESERVES	152,464,894	196,154,993
20.	Other Distributable Resources		
	EXTRAORDINARY RESERVES	0	

APPENDIX 3 RESUMES OF BOARD MEMBER CANDIDATES

MEHMET TUĞRUL TEKBUŁUT

Board of Directors Candidate

Mr. M. Tuğrul Tekbulut graduated from Boğaziçi University's Department of Electrical Engineering in 1980 and received his master's degree in 1983 from the same department. In 1999, he completed the Owner and President Management program, an executive education program offered by Harvard Business School. He received a master's degree in bioengineering from the Sabancı University in 2006. In 1984, he established the software initiatives that come under the Logo Group. Mr. Tekbulut also led the establishment of various civil initiatives regarding informatics, innovation and entrepreneurship. He founded TÜSİAD Entrepreneurship and Innovation Working Group and co-founded Turkish Informatics Foundation and Software Industrialists Association between 2006 and 2009. During the same period Mr. Tekbulut served as the Chairman of TÜBİSAD Informatics Industry Association. He is serving as the Chairman of Logo's Board of Directors and he is a member of Logo Group Committee.

MEHMET BUĞRA KOYUNCU

Board of Directors Candidate

Having graduated from the Control and Computer Engineering Department of Istanbul Technical University in 1994, Buğra Koyuncu joined LOGO as a Systems Analyst in 1993 and went on to serve respectively as Project Manager, Product Development Manager, General Manager starting from 2004 and then Chief Executive Officer starting from 2011. Mr. Koyuncu is now Vice Chairman of the Board of Directors and CEO of Logo Group. He is also a member of Logo Group committee.

MEHMET BERKAY MOLLAMUSTAFAOĞLU

Board of Directors Candidate (Independent)

After graduating from the Electrical Engineering Department of METU and getting his master's degree in information systems at Marywood University, Mr. Mollamustafaoğlu worked at technology companies including Smarts, Ernst & Young and Predictive Systems in the USA and Europe between 1994 and 2005. In 2005 and 2012, he became a founding partner of his first software company iFountain and Opsgenie, respectively. Upon the acquisition of Opsgenie by Atlassian in 2018, he became and still serves as the manager of business unit at Opsgenie.

SÖZ AR

Board of Directors Candidate

Söz Ar graduated from Koç University Faculty of Economics and Administrative Sciences, Economics and Business Administration departments with high honors in 2014. Mr. Ar started his career in Eczacıbaşı Building Group in the Financial Analysis and Category Finance departments in 2014. Between 2018-2021, he took part in investment and merger-acquisition projects in the Eczacıbaşı Holding Strategic Planning department as a manager. He still continues his career as Eczacıbaşı VitrA Karo Market Development Manager.

LALE GÖZÜBÜYÜK

Board of Directors Candidate (Independent)

As an investment banker, Lale Gözübüyük worked in banks such as Credit Suisse and Goldman Sachs in London and Switzerland for 7 years, then switched to technology field and worked as the Turkey manager of Afiniti for 3 years, which is one of the world's leading artificial intelligence companies. Gözübüyük has been the Turkey and EMEA regional director of the Silicon Valley-based innovation platform Plug and Play for the last 1 year, and is also a venture mentor in Endeavor and Türk Telekom Pilot programs. Lale Gözübüyük completed her BA in Economics and Business Administration from Oxford University and her MBA from INSEAD. Gözübüyük studied at Oxford with the "Domus" scholarship, which is given only to students

who are in the top 10 with their academic success and studied at INSEAD (France and Singapore) with the "Outstanding Leadership Potential" scholarship.

NEZAHAT GÜLTEKİN

Board of Directors Candidate (Independent)

Nezahat Gültekin has been an investment banker, investor, strategic consultant and ecosystem founder in the technology sector in Europe and Silicon Valley for more than 20 years. From July 2018 to March 2021, she worked at Nomura International (London) as the Manager of Technology Investment Banking responsible for the Europe-Middle East-Africa region (Managing Director, Head of Technology Investment Banking EMEA). Nezahat Gültekin previously led Technology Media Telecom investments in Europe as a Director (Director, Telecom Media and Technology Direct Investments) at Temasek International (London) between March 2016 and May 2018, and served on the boards of Secret Escapes and BluJay. Prior to Temasek, she provided independent strategic advisory services; including as founding member of Tech Nation's Future Fifty Program, a Downing Street-backed initiative to foster the UK tech ecosystem and assist leading growth tech companies and as Senior Advisor at Atlantic Bridge Capital on early and growth tech start-up investments from 2013 to 2016. Previously, she worked at Credit Suisse (London) as Software and Internet Investment Banking Director (Executive Director, Head of Software and Internet Investment Banking, EMEA) responsible for Europe-Middle East-Africa region between 2011 and 2013, between 2004-2011 at Lehman Brothers (Silicon Valley and London). Along with Lehman's transition to Nomura in the Europe-Middle East-Africa region she works as Executive Director, Head of Software and Internet Investment Banking (EMEA). Between 2000-2003, As a senior analyst at Broadview International (Silicon Valley), she had experience in technology investment banking covering a number of company mergers and acquisitions (M&A), public offerings (IPOs) and capital increases, especially in software, internet, payment systems and deep technology fields. Gültekin is a member of the Future Fifty Program and the Emotion Network Advisory Board, a global thinker, entrepreneur and investor platform to strengthen the human potential in technology born in Italy for generations. She also serves on the voting panel of the UK Tech Awards. Nezahat Gültekin completed her master's degree in Management Science and Engineering at Stanford University as a Fulbright scholar, and her undergraduate education in Industrial Engineering at Middle East Technical University.

APPENDIX 4 DECLARATIONS OF INDEPENDENCE OF INDEPENDENT MEMBER CANDIDATES

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

Mehmet Berkay Mollamustafaoğlu

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;

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

Lale Gözübüyük

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;

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

Nezahat Gültekin