

INFORMATION DOCUMENT
FOR THE ORDINARY GENERAL ASSEMBLY MEETING OF
ATP YAZILIM VE TEKNOLOJİ ANONİM ŞİRKETİ
TO BE HELD ON 02/12/2024

The Ordinary General Assembly Meeting of our Company for the fiscal year 2023 will be held on on 02/12/2024 at [14:00] at Dikilitaş Mah. Emirhan Cad. Atakule No:109 Balmumcu Beşiktaş, İstanbul to discuss and resolve on the following agenda items

2023 Annual Report of the Board of Directors and the accompanying Corporate Governance Principles Compliance Report and Sustainability Principles Compliance Report, Financial Statements, Independent Audit Report, Board of Directors' proposal for dividend distribution, Share Buyback Program, and the Information Document containing the agenda items and explanations required for compliance with the Capital Markets Board regulations will be made available for shareholders' review at the Company headquarters, on the Company's corporate website at www.atptech.com, on the Public Disclosure Platform and on the Electronic General Assembly system of the Central Registry Agency within the legal period of three weeks prior to the meeting.

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

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

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

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

Our shareholders who will not be able to attend the meeting in person, without prejudice to the rights and obligations of the shareholders who will participate electronically through the Electronic General Assembly System, shall arrange their power of attorney in accordance with the attached sample, or obtain the power of attorney sample from our Company's head office located at Dikilitaş Mah. Emirhan Cad. No.109 Beşiktaş, İstanbul or our Company's website at www.atptech.com and shall fulfill the requirements stipulated in the Capital Markets Board's Communiqué Serial: II, No: 30.1 "Communiqué on Voting by Proxy and Proxy Solicitation" ("Communiqué") published in the Official Gazette dated 12.12.2013 and numbered 28861. The power of attorneys that do not comply with the sample power of attorney required by the Communiqué and available on our website and not notarized by a notary public will not be accepted due to our legal liability. Provided that it complies with the principles set forth in the Communiqué, in case of appointment of a proxy from the Electronic General Assembly System (EGAS) within the framework of the regulations of the Central Registry Agency, the condition of using the attached power of attorney is not required. Shareholders holding voting rights may appoint a proxy by having certified the signature on the power of attorney form issued through EGAS or physically or by attaching the signature statement issued at the presence of a notary public to the signed power of attorney form.

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

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

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

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

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

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

It is kindly submitted for the information of the shareholders.

BOARD OF DIRECTORS of ATP YAZILIM VE TEKNOLOJİ ANONİM ŞİRKETİ

OUR ADDITIONAL DISCLOSURES WITHIN THE SCOPE OF CMB REGULATIONS

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

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

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

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

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

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

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

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

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

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

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

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

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

Board member candidates to be elected to replace the members of the Board of Directors whose terms of office have expired will be submitted for the approval of our shareholders at the General Assembly meeting of the 2023 activity year and their resumes are given in **Annex-3**.

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

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

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

There is no amendment to the articles of association on the agenda of the planned ordinary general assembly meeting.

**AGENDA FOR THE ORDINARY GENERAL ASSEMBLY MEETING
OF ATP YAZILIM VE TEKNOLOJİ ANONİM ŞİRKETİ
FOR THE FISCAL YEAR 2023 TO BE HELD ON 02/12/2024:**

1- Opening and formation of the Meeting Chairmanship,

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

2- Reading, discussing and submitting for approval the annual report of the board of directors for the year 2023

The Annual Report will be presented to our shareholders for their opinion and approval by providing information about the Annual Report for the year 2023, which was made available for the review of our shareholders at our Company Headquarters, on the Electronic General Assembly portal (EGAS) of the CRA and on our Company's corporate website at www.atptech.com at least 3 weeks prior to the date of the General Assembly meeting, within the framework of the Turkish Commercial Code, the Regulation and the Capital Markets Law and related regulations.

3- Reading and discussion of the Independent Audit Report for the 2023 activity year,

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

- 4- Reading, discussing and submitting for approval the financial statement for the year 2023**
The shareholders will be informed about the financial statements, which are made available for the review of our shareholders at the headquarters of our Company, on the electronic general assembly portal (EGAS) of CRA and on our website www.atptech.com at least 3 weeks prior to the date of the General Assembly Meeting within the framework of the provisions of the relevant legislation of the Capital Markets Board and the provisions of the Turkish Commercial Code and the Regulation, and will be submitted to the discussion and approval of our shareholders at the General Assembly.
- 5- Discussing and resolving on the proposal of the Board of Directors regarding dividend distribution for the 2023 accounting period,**
The Board of Directors' Dividend Distribution Proposal and Dividend Distribution Table for the year 2023, which were submitted to the examination of our esteemed shareholders at our Company's headquarters, on the electronic general assembly portal of the CRA and on our website www.atptech.com 3 weeks prior to the date of the General Assembly Meeting within the framework of the provisions of the relevant legislation of the Capital Markets Board and the provisions of the Turkish Commercial Code and the Regulation, will be submitted to the approval of the General Assembly in the annex (**Annex-1**) .
- 6- Releasing the Members of the Board of Directors for their activities for the 2023 activity periods,**
The release of all members of the Board of Directors who served in the 2023 activity year for the Company's activities in 2023 will be submitted to the approval of the General Assembly within the framework of the provisions of the TCC and the Regulation.
- 7- Informing the shareholders about the "Remuneration Policy" regarding the principles of remuneration of the Members of the Board of Directors and the Managers having Administrative Responsibility in accordance with the regulations of the Capital Markets Board,**
The principles of remuneration of the members of the Board of Directors and senior management have been documented in writing as the "Remuneration Policy" by our Company in accordance with the Corporate Governance Principle No. 4.6.2 of the CMB's "Corporate Governance Communiqué" numbered II-17.1, shareholders will be given the opportunity to express their opinions on this issue by presenting it to the shareholders as a separate item at the General Assembly meeting. The "Remuneration Policy" prepared for this purpose is attached as **Annex-2**.
- 8- Election of Board Members and Independent Board Members and determination of their terms of office,**
The candidates for the Board of Directors to be elected in place of the members of the Board of Directors whose terms of office will expire will be submitted to the approval of our shareholders at the General Assembly meeting in 2023, and the resumes of the candidates for the Board of Directors and the Declarations of Independence of the Independent Board Member Candidates are provided in **Annex-3**. At the General Assembly meeting, the election of the members of the Board of Directors and Independent Board Members will be submitted to the approval of our shareholders in accordance with both the relevant legislation and the Company's Articles of Association.
The Company has applied the principle of submitting the Independent Board Member Candidates to the Capital Markets Board within the framework of the Corporate Governance Communiqué, and the favorable opinion of the Capital Markets Board has been obtained.

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

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

10- Approval of the selection of the independent audit firm for the fiscal year 2024 in accordance with the Turkish Commercial Code and Capital Markets Board regulations,

In accordance with the regulations of the Turkish Commercial Code and the CMB, at the meeting of the Board of Directors dated 11/09/2024, it was resolved to select “Gürelî Yeminli Mali Müşavirlik ve Bağımsız Denetim Hizmetleri A.Ş.” to audit the financial reports of our Company for the fiscal year 2024 and to carry out other activities within the scope of the relevant regulations in these laws, by obtaining the opinion of the Audit Committee, and this selection will be submitted to the approval of the General Assembly.

11- Informing the General Assembly about the donations and grants made by the Company in 2023 within the framework of the Capital Markets Board regulations and determining the upper limit for donations to be made in 2024,

In accordance with CMB regulations, information will be provided on the donations and grants made by the Company in 2023 and the upper limit for donations to be made in 2024 will be determined.

12- Informing the shareholders about the guarantees, pledges, mortgages and sureties given by the Company in favor of third parties in 2023 and the income or benefits derived therefrom in accordance with the regulations of the Capital Markets Board,

Pursuant to Article 12 of the Corporate Governance Communiqué No. II-17.1 of the Capital Markets Board, the guarantees, pledges, mortgages and sureties given by our Company and/or its subsidiaries in favor of third parties, and the income or benefits obtained, must be included as a separate item on the agenda of the ordinary general assembly meeting, and the General Assembly will be informed on this matter. Such information is provided in footnote 22 of the Independent Audit Report for 2023.

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

The General Assembly will be informed about the related party transactions that took place in the fiscal year 2023, which are included under the heading “Related Party Disclosures” in footnote 37 of the Independent Audit Report for 2023.

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

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

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

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

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

16- Submission of the proposal regarding the Share Buyback Program prepared by the Board of Directors and the authorization of the Board of Directors for share buybacks within the scope of this program to the approval of the General Assembly,

The Share Buyback Program and the authorization of the Board of Directors on share buyback will be submitted to the approval of the General Assembly within the framework of the Capital Markets Board's Communiqué on Buy-Back Shares numbered II-22.1, the Capital Markets Board Decision Making Body's Principle Decisions and other relevant legislation. The “Share Repurchase Program” prepared for this purpose is attached as **Annex-4**.

17- Wishes, desires and closing.

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

ANNEX-1 2023 DIVIDEND DISTRIBUTION PROPOSAL AND DIVIDEND DISTRIBUTION TABLE

It was resolved at the meeting of our Board of Directors dated November 5, 2024 that, pursuant to the independently audited consolidated financial statements of our Company for the accounting period 01.01.2023-31.12.2023, prepared in accordance with the Capital Markets Board's ("CMB") "Communiqué on Principles Regarding Financial Reporting in Capital Markets" numbered II-14.1 and based on Turkish Financial Reporting Standards ("TFRS"), the net distributable profit for the period, net of donations, was determined to be TL 99,943,954, and TL 199,454,724 according to the statutory financial statements prepared in accordance with the provisions of the Tax Procedure Law ("TPL").

Regarding the distribution of 2023 profit; it has been resolved to distribute profit as set out below in accordance with the CMB's regulations on profit distribution, Article 22 of our Articles of Association and the principles set out in our Dividend Distribution Policy, and to submit the dividend distribution proposal to the approval of our shareholders at the Ordinary General Assembly Meeting of 2023.

In this context, it has been unanimously resolved to submit the dividend distribution proposal including the following issues for the approval of our shareholders at the Ordinary General Assembly Meeting of 2023;

1) Since the 5% general legal reserve fund required to be set aside from the net profit of 2023 in accordance with Article 519 of the Turkish Commercial Code, the amount of the general legal reserve fund in the legal records does not reach the 20% limit of the capital, to set aside a general legal reserve fund for the year 2023,

2) TL 29,691,976.33 cash gross dividend distribution corresponding to 31.67% of the Company's issued capital and 30% of the net distributable profit for the accounting period 01.01.2023 - 31.12.2023,

3) To pay 31.67% gross dividend in cash to each share with a nominal value of TL 1, and to pay dividend to our full taxpayer real person shareholders and to our limited taxpayer real person and legal entity shareholders at the net rate found after deducting the withholding rates in the tax laws,

4) Dividend distribution will be made over the net distributable profit for the period with the addition of donations according to the independently audited consolidated financial statements prepared in accordance with TFRS, which is lower than the statutory financial statement profit prepared in accordance with the provisions of the Tax Procedure Law ("TPL"), in accordance with the decisions of the Decision Making Body's dated 7/03/2024 and numbered 14/382 in the CMB press release dated 7/3/2024 and numbered 2024/14,

5) To make the dividend distribution on 18.12.2024,

6) To make accounting records by using the "extraordinary reserves" account in the statutory records prepared in accordance with the provisions of the Tax Procedure Law ("TPL") for the profit distribution after deducting the net profit for the period, inflation differences and prior year losses in accordance with inflation accounting practices,

To submit the dividend distribution proposal to the approval of our shareholders at the 2023 Ordinary General Assembly Meeting

ANNEX-1 2023 DIVIDEND DISTRIBUTION PROPOSAL AND DIVIDEND DISTRIBUTION TABLE (Cont'd)

| ATP YAZILIM VE TEKNOLOJİ A.Ş. PROFIT DISTRIBUTION PROPOSAL FOR 2023(TL) | | | |
|---|---|-------------------------------------|---------------------------------|
| 1 | Paid-in capital | | 93.750.000 |
| 2 | General legal reserves (as per statutory records) | | 8.486.458 |
| Information concerning preferred shares, if, as per the company Articles of Association, there are any privileges for preferred shares in distribution of dividend: | | | No |
| | | As per Capital Markets Board | As per Statutory Records |
| 3 | Profit for the period | 109.419.782 | 208.930.551 |
| 4 | Taxes (-) | 0 | 0 |
| 5 | Net profit (=) | 109.419.782 | 208.930.551 |
| 6 | Prior years' losses (-) | 0 | 0 |
| 7 | Legal reserve fund (-) | 10.446.528 | 10.446.528 |
| 8 | NET DISTRIBUTABLE PROFIT FOR THE PERIOD (=) | 98.973.254 | 198.484.024 |
| 9 | Grants made during the year (+) | 970.700 | 970.700 |
| 10 | Net distributable profit including grants | 99.943.954 | 199.454.724 |
| 11 | First category dividend to shareholders | 4.687.500 | 4.687.500 |
| | - Cash | 4.687.500 | 4.687.500 |
| | - Shares | 0 | 0 |
| 12 | Dividends distributed to preferred shareholders | 0 | 0 |
| 13 | Other dividends distributed (Member of the Board of Directors, Employees, Non-shareholders) | 0 | 0 |
| 14 | Dividends distributed to holders of usufruct right certificates | 0 | 0 |
| 15 | Second category dividend to shareholders | 25.004.476 | 25.004.476 |
| 16 | Legal reserve fund | 2.969.198 | 0 |
| 17 | Status reserves | 0 | 0 |
| 18 | Special reserves | 0 | 0 |
| 19 | EXTRAORDINARY RESERVES | 66.312.080 | 168.792.047 |
| 20 | Other sources planned for distribution | 0 | 0 |

Information on Dividend per Share for 2023

| | GROUP | TOTAL DIVIDEND AMOUNT | | TTOTAL DIVIDEND AMOUNT / NET DISTRIBUTABLE PROFIT FOR THE PERIOD | DIVIDEND PER SHARE FOR 1 TL NOMINAL VALUE | |
|--------------|---------------|-----------------------|-------------|--|---|--------------|
| | | CASH (TL) | SHARES (TL) | RATIO (%) | AMOUNT (TL) | RATIO (%) |
| GROSS | A | 3.167.144 | - | 1,60 | 0,3167 | 31,67 |
| | B | 26.524.832 | - | 13,36 | 0,3167 | 31,67 |
| | TOPLAM | 29.691.976 | - | 14,96 | 0,3167 | 31,67 |
| NET* | A | 3.167.144 | - | 1,60 | 0,3167 | 31,67 |
| | B | 23.872.349 | - | 12,03 | 0,2850 | 28,50 |
| | TOPLAM | 27.039.493 | - | 13,62 | 0,2727 | 28,84 |

(*)- Since the Group A shareholder is a fully taxpayer legal entity, 0% withholding tax rate is used in the calculation of net dividend for this group.
- Net dividends for Group B shares are calculated assuming that all of the shares are held by real persons and using a withholding tax rate of 10%. Dividend payments made to full-fledged taxpayer corporations and non-resident corporations that have a place of business or permanent representative in Turkey will not be subject to withholding tax at the rate of 10%.

ANNEX-2 REMUNERATION POLICY

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

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

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

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

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

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

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

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

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

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

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

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

ANNEX-3 RESUMES OF BOARD MEMBERS AND INDEPENDENCE DECLARATIONS OF INDEPENDENT BOARD MEMBERS

Korhan KURDOĞLU

Korhan Kurdođlu graduated from the University of Miami in 1987 by receiving his Bachelor's degree in Civil Engineering and received his Master's degree in International Relations from Columbia University.

Founded Ata Yatırım in 1991, the first company of which he was the Chairman of the Board of Directors, it was followed by other companies operating in various sectors such as technology, finance, tourism, construction, food and real estate. In 1998, Mr. Kurdođlu gathered his finance and technology companies under the structure of Ata Holding. Mr. Kurdođlu led the gathering of the food group companies under the name TFI TAB Gıda Yatırımları A.Ş. in 2013.

Korhan Kurdođlu, founding member of TFI-TAB Food Yatırımları, serves as Vice Chairman and CEO. Korhan Kurdođlu is a member of the Board of Directors of several companies belonging to the Kurdođlu family and is the founding partner of 35 companies. Mr. Kurdođlu is also the Chairman of the China Business Council of the Foreign Economic Relations Board of Türkiye (DEİK) and the Chairman of the China Working Group of the Turkish Industrialists' and Businessmen's Association (TÜSİAD).

Erhan KURDOĞLU

Erhan Kurdođlu graduated from the Department of Civil Engineering at Miami University and is the Founder and Chairman of TAB Gıda Sanayi ve Ticaret A.Ş.

Mr. Kurdođlu, who served as Deputy General Coordinator at Ata İnşaat San. ve Tic. A.Ş. between 1987 and 1991, is the Chairman of the Board of Directors of 13 companies and a Board Member of 17 companies belonging to the Kurdođlu family. He continued his construction activities in Russia between 1995 and 1997 with Ekurus Wood Jsc, Ekurus Dış Ticaret and Ekur İnşaat, which he established respectively. Mr. Kurdođlu is also one of the founders of KOÇATA Farm, and AtaSancak Acıpayam Agricultural Enterprise, which was established in partnership with ATA Holding and Sancak Group.

TFI TAB Gıda Yatırımları, the parent company of TAB Gıda, currently operates in 5 countries, mainly in Turkey and China, with more than 3,200 restaurants and 55,000 employees.

Tuncer KÖKLÜ

After completing his Engineering degree at Istanbul University, Tuncer Köklü completed his second university education at Istanbul University Faculty of Business Administration and also completed Stanford Business School - Strategic Human Capital Management and Harvard Business School - Strategic Management programs. He is currently pursuing his PhD studies on start-up companies at Plymouth Univ. / MLA Collage in , UK. Köklü is also the Head of the Artificial Intelligence Laboratory Department at Bahçeşehir University. He is also the founder and designer of the “FuturaBox - Tomorrow's Solutions” artificial intelligence solutions software created in collaboration with university-industry within the scope of his position.

After his experience in the technology and automotive sectors, Tuncer Köklü joined Ata Yatırım, an Ata Group company, in 1995. During his tenure, he was involved in the restructuring of Ata Yatırım, the establishment of Ata Online Menkul Kıymetler A.Ş. and Ata Portföy Yönetimi A.Ş., ATP companies and the restructuring of the group's technology companies. Since 1999, Tuncer Köklü has served as Coordinator at Ata Holding and currently serves on the boards of directors of various companies in Ata Group. He is a member of the Advisory Boards of various faculties of Bahçeşehir University, Özyeğin University and Istanbul University, as well as the Foreign Economic Relations Board (DEİK), TÜSİAD - Capital Markets Working Group and China Network, and is a member of the United Nations UN-Itar Cifal Istanbul Advisory Board.

ANNEX-3 RESUMES OF BOARD MEMBERS AND INDEPENDENCE DECLARATIONS OF INDEPENDENT BOARD MEMBERS (Cont'd)

Prof. Dr. Cemil Müjdat ALTAY (Independent Member Candidate)

After graduating from the Department of Electronics and Communications at Istanbul Technical University, Cemil Müjdat Altay received his master's degree from Boğaziçi University and started his career as a Research Assistant at TÜBİTAK in 1978-1979. In 1981, Mr. Altay joined Netaş as an R&D Engineer and played a key role in the unit's growth by realizing original product design projects during the 16 years during which he worked at various levels in the company's R&D department.

Cemil Müjdat Altay was appointed Assistant General Manager in charge of Türk Telekom Sales and Marketing at Netaş in 2002. In 2004, Mr. Altay was appointed CEO of Netaş and aimed to transform the Company from a product provider to a systems integrator with a strong R&D structure. During the same period, he led the establishment of Nortel's worldwide "Center of Excellence" for VoIP (Voice over IP) technologies at Netaş. During this period, the number of engineers working at Netaş R&D reached 1,000. Following the acquisition of Nortel shares in Netaş by OEP (One Equity Partner), Altay initiated the "Transformation at Netaş" period and led the acquisition of Probil, a company engaged in systems integration for corporations. Following inorganic growth, Netaş became Turkey's leading systems integrator.

Prof. Dr. Cemil Müjdat Altay was awarded an honorary doctorate by the Istanbul Technical University Senate in 2020 for his contributions to Turkey's electronics and information technologies.

Prof. Dr. Nafiz ARICA (Independent Member Candidate)

Prof. Dr. Nafiz Arica received his Bachelor's degree in Electrical-Electronics from the Naval Academy in 1991 and served as a communications and operations officer in the Naval Forces Command for four years. In 1995, he joined the Department of Computer Engineering at Middle East Technical University (METU), where he received both his master's and doctorate degrees. In 1998, his thesis was awarded as the thesis of the year at METU.

He conducted his postdoctoral research at the Beckman Institute at the University of Illinois, Urbana Champaign, IL and the Department of Information Science at the Naval Postgraduate School, Monterey, CA between 2006-2008.

Prof. Dr. Arica worked as a lecturer and Head of the Department of Computer Engineering at the Naval Academy between 2004-2013, and then started to work as a lecturer at the Department of Computer Engineering of the Faculty of Engineering and Natural Sciences at Bahçeşehir University.

Nafiz Arica, who served as the Director of the Institute of Science and Technology and Dean of the Faculty of Engineering and Natural Sciences at Bahçeşehir University between 2014-2022, transferred to Piri Reis University in 2022 and continued his studies as a Lecturer in the Department of Information Systems Engineering. Appointed as the rector of Piri Reis University in the same year, Dr. Arica's current research interests include object detection, recognition and tracking, path planning for UAVs (Unmanned Aerial Vehicle) and facial expression analysis in the fields of artificial intelligence, machine learning and computer vision. He is a member of IEEE and ACM. Prof. Dr. Nafiz Arica played volleyball for 25 years in the Naval Force club and played five times in the Army National Team.

ANNEX-3 RESUMES OF BOARD MEMBERS AND INDEPENDENCE DECLARATIONS OF INDEPENDENT BOARD MEMBERS (Cont'd)

DECLARATION OF INDEPENDENCE

I hereby declare that I comply with the independence criteria specified below within the scope of Article 4.3.6 of the Capital Markets Board's Corporate Governance Communiqué No. II-17.1 and that I am an independent member candidate for **ATP TİCARİ BİLGİSAYAR AĞI VE ELEKTRİK GÜÇ KAYNAKLARI ÜRETİM PAZARLAMA VE TİCARET ANONİM ŞİRKETİ** (“Company”).

In this regard, I hereby declare that;

- a) There is no employment relationship between me, my spouse and my relatives by blood or marriage up to second degree and the Company, the partnerships in which the Company has management control or significant influence, the shareholders who have management control or significant influence in the Company and the legal entities controlled by these shareholders, and myself, my spouse and my relatives by blood or marriage up to second degree in the last five years in managerial positions to assume important duties and responsibilities, I do not own more than 5% of the capital or voting rights or privileged shares together or alone, or I do not have a significant commercial relationship,
- b) I have not worked as a shareholder (5% or more), as an executive with significant duties and responsibilities, or as a member of the board of directors in companies from which the Company purchases or sells services or products to a significant extent within the framework of agreements, primarily in the audit (including tax audit, legal audit, internal audit), rating and consultancy of the Company within the last five years, during the periods in which services or products were purchased or sold,
- c) I have the professional training, knowledge and experience to duly fulfill the duties that I will undertake as an independent board member,
- d) I have not/will not work full-time in public institutions and organizations after being elected as a member, except for university faculty membership, provided that it complies with the applicable legislation,
- e) I am a resident of Türkiye according to the Income Tax Law (“I.T.L.”) dated 31/12/1960 and numbered 193,
- e) I have strong ethical standards, professional reputation and experience to make positive contributions to the Company's activities, to maintain my impartiality in conflicts of interest between the Company and shareholders, and to make decisions freely by taking into account the rights of stakeholders,
- f) I will allocate time for Company affairs to the extent that I can follow the functioning of the Company's activities and fully fulfill the requirements of the duties I have undertaken,
- g) I have not been a member of the board of directors of the company for more than six years within the last ten years,
- h) I have not served as an independent member of the Board of Directors in more than three of the companies controlled by the Company or the shareholders who control the management of the Company and in more than five of the companies listed on the stock exchange in total,
- h) I have not been registered and announced on behalf of the legal entity elected as a member of the board of directors.

I hereby submit for the information of the Board of Directors, the General Assembly and all stakeholders.

Sincerely yours,

Cemil Müjdat ALTAY (*)

(*) Signatures in the text have been blacked out in accordance with the Personal Data Protection Legislation.

ANNEX-3 RESUMES OF BOARD MEMBERS AND INDEPENDENCE DECLARATIONS OF INDEPENDENT BOARD MEMBERS (Cont'd)

DECLARATION OF INDEPENDENCE

I hereby declare that I comply with the independence criteria specified below within the scope of Article 4.3.6 of the Capital Markets Board's Corporate Governance Communiqué No. II-17.1 and that I am an independent member candidate for **ATP TİCARİ BİLGİSAYAR AĞI VE ELEKTRİK GÜÇ KAYNAKLARI ÜRETİM PAZARLAMA VE TİCARET ANONİM ŞİRKETİ** ("Company").

In this regard, I hereby declare that;

- a) There is no employment relationship between me, my spouse and my relatives by blood or marriage up to second degree and the Company, the partnerships in which the Company has management control or significant influence, the shareholders who have management control or significant influence in the Company and the legal entities controlled by these shareholders, and myself, my spouse and my relatives by blood or marriage up to second degree in the last five years in managerial positions to assume important duties and responsibilities, I do not own more than 5% of the capital or voting rights or privileged shares together or alone, or I do not have a significant commercial relationship,
- b) I have not worked as a shareholder (5% or more), as an executive with significant duties and responsibilities, or as a member of the board of directors in companies from which the Company purchases or sells services or products to a significant extent within the framework of agreements, primarily in the audit (including tax audit, legal audit, internal audit), rating and consultancy of the Company within the last five years, during the periods in which services or products were purchased or sold,
- c) I have the professional training, knowledge and experience to duly fulfill the duties that I will undertake as an independent board member,
- d) I have not/will not work full-time in public institutions and organizations after being elected as a member, except for university faculty membership, provided that it complies with the applicable legislation,
- e) I am a resident of Türkiye according to the Income Tax Law ("I.T.L.") dated 31/12/1960 and numbered 193,
- e) I have strong ethical standards, professional reputation and experience to make positive contributions to the Company's activities, to maintain my impartiality in conflicts of interest between the Company and shareholders, and to make decisions freely by taking into account the rights of stakeholders,
- f) I will allocate time for Company affairs to the extent that I can follow the functioning of the Company's activities and fully fulfill the requirements of the duties I have undertaken,
- g) I have not been a member of the board of directors of the company for more than six years within the last ten years,
- h) I have not served as an independent member of the Board of Directors in more than three of the companies controlled by the Company or the shareholders who control the management of the Company and in more than five of the companies listed on the stock exchange in total,
- h) I have not been registered and announced on behalf of the legal entity elected as a member of the board of directors.

I hereby submit for the information of the Board of Directors, the General Assembly and all stakeholders.

Sincerely yours,

Nafiz ARICA (*)

(*) Signatures in the text have been blacked out in accordance with the Personal Data Protection Legislation.

ANNEX-4 SHARE BUY-BACK PROGRAM

ATP YAZILIM VE TEKNOLOJİ A.Ş. SHARE BUYBACK PROGRAM

1. Purpose of the buyback

The reflections of the global economic environment on the Turkish capital markets and the possible negative effects of this situation may result in the prices of the partnership shares on Borsa Istanbul A.Ş. ("Borsa") not reflecting the actual performance of the partnership's activities, may cause the share price to fluctuate and may cause an unhealthy and unstable price formation. Furthermore, in such special periods, the buying of the Company's own shares may be a better investment choice compared to other investment alternatives. For this reason, it is aimed that the Company will follow the price movements in the Stock Exchange within the period of the authorization granted by the general assembly and the buyback program, and when deemed necessary by the board of directors, the Company will be able to invest by buying its own shares from the Stock Exchange. The buyback shares may also be utilized within the framework of the share acquisition plans in the event that share acquisition plans are established for the employees of the company.

2. Authorization

The board of directors is fully authorized to execute the buyback program following the approval of the general assembly. Approval of the buyback program by the general assembly is an authorization given to the board of directors; approval of the program does not constitute a commitment that the buyback authority granted under the program will be used.

The board of directors may exercise the repurchase authorizations itself or may also delegate them to the real or legal persons and relevant company organs to be determined by it.

3. Duration of the buyback program

The buy-back program will be in effect for 3 (three) years from the date of entry into force. The Board of Directors is authorized not to start the share buyback program at all or to stop it at any time.

4. Maximum number of shares subject to buyback

Maximum shares corresponding to 2,7% of our Company's paid/issued capital of TL 93,750,000 (ninety-three million seven hundred and fifty thousand Turkish Liras) may be subject to buyback within the scope of the relevant communiqué and regulations. In the event of a legislative change or capital increase within this period, transactions shall be carried out in accordance with the new capital or changed legislation. As of the approval date of this program, the maximum number of shares subject to buyback is 2,500,000 (two million five hundred thousand).

The program will be terminated after the maximum number of shares subject to buyback is reached.

5. Upper and lower price limits determined for the shares subject to buyback

The lower price limit for the buyback of our Company's shares is 1 TL (One Turkish Lira) and the upper price limit is 1200% more than the "book value of shares" amount to be found by dividing the "equity" amount in the consolidated statement of financial position (balance sheet) disclosed to the public on the Public Disclosure Platform ("KAP") by the issued capital of our Company $[(\text{equity/issued capital}) \times (1+1200\%)]$.

In the event that a transaction occurs that requires the adjustment of the Exchange price of the shares of our Company, the same adjustment will also be applied to the lower and upper price limits determined for the buyback of the shares of our Company. The lower and upper price limits subject to such adjustment will be announced on PDP with a material event disclosure.

6. Disposal or sale of treasury shares

The buyback shares and the bonus shares acquired due to these shares may be held indefinitely, provided

that the conditions in the first and third paragraphs of Article 9 of the Communiqué are complied with.

The shares buy-backed contrary to the provisions of the Communiqué shall be disposed of within 1 (one) year at the latest as of the date of buy-back. Shares that cannot be sold during this period shall be redeemed through “*capital reduction*”.

In addition to the issues stated in the number 1 “*Purpose of the buyback*” section, it is possible for our Company to sell its own shares on the Stock Exchange during or after the end of the buyback program, taking into account the provisions of the relevant legislation.

In matters not covered in this section, the provisions of the Communiqué shall be applied.

7. Total amount and source of funds reserved for buyback

The total amount of funds subject to the buyback of our Company's shares is TL 100,000,000 (One hundred million Turkish Liras) to be covered from our Company's own resources. There is no commitment that this entire amount will be used for buyback.

The nominal value of the buyback shares shall not exceed 2,7% of the paid/issued capital of our Company amounting to TL 93,750,000 (ninety-three million seven hundred and fifty thousand Turkish Liras) and the total value of the buyback shares shall not exceed the total amount of our resources that can be subject to dividend distribution within the framework of the Capital Markets Board regulations. The buyback shares that are disposed of during this program will not be taken into account as a discount item in the calculation of the said ratio. Compliance with these conditions is the responsibility of the Board of Directors.

8. The number of shares buy-backed and not yet disposed of and their ratio to the share capital and the results of the previous program, if any

There are still 367,287.50 existing shares that have not been disposed of from the shares acquired by our Company within the scope of price stabilization after the public offering. The ratio of treasury shares to the capital is 0.4%.

9. Disclosure on the possible effects of the buy-back program on the financial position and results of operations of the Company

The total amount of funds subject to the buyback of our Company's shares is TRY 100,000,000 (One hundred million Turkish Lira), which corresponds to approximately 5.95% of our total assets in our financial statements as of 30.06.2024. Within the scope of the buyback program, a part of the cash and/or cash equivalents of our Company will be used for the acquisition of our Company's own shares. In this context, the buyback program will not have a negative impact on the financial position and results of operations of our Company.

10. Information on subsidiaries that may exercise buy-back rights under the program, if any

None.

11. Annual and last three-month high, low and weighted average share price information table

| | Lowest Share Price (TL) | Highest Share Price (TL) | Weighted Average Share Price (TL) |
|-------------------------|-------------------------|--------------------------|-----------------------------------|
| <i>As of 05.11.2024</i> | | | |
| 3-Month | 76,7 | 115,7 | 97,3 |
| Annual | 57,2 | 175,00 | 116,7 |

12. Benefits, if any, to be derived by related parties from this transaction

None.