

**INVITATION TO THE ORDINARY GENERAL ASSEMBLY MEETING OF
LOGO YAZILIM SANAYİ VE TİCARET ANONİM ŞİRKETİ
TO BE HELD ON 14 APRIL 2025**

Our Company's Ordinary General Assembly Meeting relating to the financial year of 2023 will be held on **14 April 2025, 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 19 March 2025.

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 2024, as well as the Board of Directors' Proposal for Dividend Distribution together with a detailed Information Note including the information required to be provided pursuant to the Capital Markets Board's regulations will be made available for our Shareholders' review three weeks prior to the date of the meeting within the statutory term, at our Company's headquarters in Gebze Organize Sanayi Bölgesi Şahabettin Bilgisu Caddesi No: 609/1 Gebze, Kocaeli and also at our Company's branch offices which are stated below. The relevant documents and sample proxy forms will also be made available for the review of our Shareholders at our Company's corporate website www.logo.com.tr and EGAS as of the same date.

Ankara Branch	: Hacettepe Üniversitesi Teknoloji Geliştirme Bölgesi Üniversiteler Mah. 1596. Cad. No: 6 Safir C Blok Kat:2 Ofis No:25-26-27 Beytepe 06800 Çankaya / Ankara
Ataşehir Branch	:Barbaros Mah. Mor Sümbül Sk. Nida Kule No:7/3F iç Kapı No:12 Ataşehir İstanbul
Elazığ Branch	: Fırat Teknokent Çaydaçira Mah. Adnan Kahveci Bulvarı, No: 2/211 Merkez / Elazığ
İstanbul Branch	: Hilltown ofis binası Aydınevler Mah. Siteler yolu Sok. No: 1 A / 2 Kat:4 Küçükyalı / Maltepe / İstanbul
İzmir Branch	: Akdeniz Mahallesi Cumhuriyet Bulvarı No:120 Konak İzmir
İzmir Teknoloji Geliştirme Bölgesi Branch	: İzmir Teknoloji Geliştirme Bölgesi A3 Binası İYTE Kampüsü Gülbahçe Köyü 35430 Urla / İzmir
Konak Branch	: Akdeniz Mahallesi Şehit Fethi Bey caddesi No:55 K: 22 D-221-222 Heris Tower Konak / İZMİR/ Türkiye

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 14 APRIL 2025 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 2024,
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 2024,
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 2024, 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 2024,
7. Determination of remuneration of the members of the Board of Directors for the following fiscal year,
8. Determination of the number and terms of office of the new members of the Board of Directors, as well as the election of members of the Board of Directors and Independent Board Members to serve for the period to be determined,
9. Approval of the appointment of the Independent Auditor for the fiscal year 2025, as proposed by the Board of Directors to complete the term of office of the previous member, in accordance with the Capital Markets Board regulations and related legislation,
10. 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,
11. Informing the General Assembly about the donations made by the Company within the fiscal year 2024;
12. Determination of an upper limit for the grants and donations to be valid for the fiscal year 2025 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 2024 pursuant to the "Share Buy-Back Program" adopted during the Extraordinary General Assembly Meeting on 18 December 2024,
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 **14 April 2025, Monday at 11:00** for the year 2024 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 2024;			
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 2024;			

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

<p>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 2024, from their liabilities for the operations, proceedings and accounts;</p>			
<p>6. Reading, discussion and approval of the Board of Directors' proposal for dividend distribution for the fiscal year 2024;</p>			
<p>7. Determination of remuneration of the members of the Board of Directors for the following fiscal year;</p>			
<p>8. Determination of the number and terms of office of the new members of the Board of Directors, as well as the election of members of the Board of Directors and Independent Board Members to serve for the period to be determined;7</p>			
<p>9. Approval of the appointment of the Independent Auditor for the fiscal year 2025, as proposed by the Board of Directors to complete the term of office of the previous member, in accordance with the Capital Markets Board regulations and related legislation;</p>			
<p>10. Informing the Shareholders about the "Remuneration Policy" with respect to the members of the Board of Directors and the Senior Executives, in accordance with the Communiqué on Corporate Governance No. II-17.1 of the Capital Markets Board;</p>			
<p>11. Informing the General Assembly about the donations made by the Company within the fiscal year 2024;</p>			
<p>12. Determination of an upper limit for the grants and donations to be valid for the fiscal year 2025 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 2024 pursuant to the "Share Buy-Back Program" adopted during the Extraordinary General Assembly Meeting on 18 December 2024;</p>			
<p>14. Requesting the General Assembly's approval for the acts and</p>			

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.			

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:

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.

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

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	0.14	0.14
	B	33,498,052.81	35.26	35.26
Logo Yazılım Sanayi ve Ticaret A.Ş.	B	1,200,674	1.26	1.26
Other	B	60,169,273.19	63.34	63.34
TOTAL		95,000,000	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 500,000,000 which is divided into 50,000,000,000 registered shares, each with a nominal value of Kuruş 1. The Company's issued shared capital in the amount of TRY 95,000,000 which is divided into 9,500,000,000 registered shares, each with a nominal value of Kuruş 1. The Company's issued shared capital 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 9,486,800,000 shares with the nominal value of TRY 94,868,000.00 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	0.14
B	Bearer Shares		0.01	94,868,000	99.86

TOTAL	95,000,000	100
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Pursuant to Article 8 of articles of association, there is privilege in nominating a candidate for the board of directors. Half of the board of directors shall be elected from among the candidates nominated by Class A shareholders. Moreover, chairman of the Board of Directors shall be elected from among the candidates nominated by Class A shareholders.

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

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

Ouc Company and Koç Sistem Bilgi ve İletişim Hizmetleri A.Ş. ("Koç Sistem") (KCSIS) have reached an agreement for the acquisition of Koç Sistem's e-transformation services' software source code and copyrights, and to cooperate in the acquisition of customers by referring existing and new customers to our company in relation to the said software. The transaction will be finalized after receiving the Competition Board's unconditional approval. With the addition of a new e-solution to eLogo's eService platform that is expected to create value to our existing customer portfolio, this transaction is aimed to provide strategic and financial benefits to our Company. It was announced on the Public Disclosure Platform with the material event disclosure dated 09.02.2024 that this transaction will be realized after obtaining the unconditional permission of the Competition Board and with the material event disclosure dated 10.06.2024 that the unconditional permission of the Competition Board has been obtained.

Our Company signed an agreement with Avramos Holding, a 20% shareholder of its subsidiary Total Soft. As per Avramos Holding's management buy-out offer regarding the acquisition of some of the shares representing the share capital of Total Soft, Avramos will increase its share in Total Soft in two phases; from 20% to 30% in 2025, and from 30% to 85% in 2027 by paying in total 15.1 million Euros by the end of 2027.

As per the agreement, Logo will make a capital increase of 9 million Euros in Total Soft's capital and the put-option recorded as liability under Logo's balance sheet as per Avramos' 20% share- valued at 10.5 million Euros - will be cancelled. After these two stages, Total Soft will be accounted for using the equity method in Logo's consolidated financial statements.

Logo will have a put-option for the remaining 15% of Total Soft's share starting in year 2030. This material disclosure was delayed as per our Board's decision dated 17/04/2024 and pursuant to article 6 of the Communiqué on Material Events (II-15.1) to protect Logo investors' rights and interest since this agreement's execution was dependent on Romania's Direct Foreign Investor Department's and Competition Board's approval. It has been deemed necessary to make this announcement since the parties were informed by the aforementioned authorities that all necessary approvals have been issued regarding the transaction. This situation was announced on the Public Disclosure Platform with a material event disclosure dated 31.07.2024.

Organizational change was announced in our Company's Material Event Disclosure dated 26.09.2024. As technology rapidly evolves, so does our approach to business. The needs within Logo Yazılım's product development process now require a unified approach across software development and areas such as artificial intelligence, machine learning, low-code, cloud technologies, and test automation. To address these changes and enhance efficiency, we are reorganizing our structure by positioning all product development, analysis, test and product management teams of different business units under the Technology Group, led by the Logo Group CTO. In this respect it was aimed to;

- Unifying responsibilities under a single roof to ensure an integrated approach in product development processes and managing the end-to-end technological flow from a single point,
- Supporting Logo's product strategies and increasing synergy by uniting product management teams,
- Ensuring that our stakeholders benefit from our products and services with the highest efficiency,
- Increasing the agility of product development processes to respond more effectively to current technological trends and market needs,
- Increasing overall productivity by ensuring effective and dynamic use of resources through new working models

and it was envisaged that this would increase the value created for all stakeholders of our Company.

According to the decision of the General Meeting on 18 December 2024, the Company's capital was reduced from TRY 100,000,000 to TRY 95,000,000 by redeeming TRY 5,000,000 of the repurchased shares and the maximum amount of the registered capital was increased from TRY 125,000,000 to TRY 500,000,000 and its term was extended to the years 2024-2028.

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 2024 will be discussed.

EXPLANATIONS WITH RESPECT TO THE AGENDA ITEMS OF THE ORDINARY GENERAL ASSEMBLY TO BE HELD ON 14 APRIL 2025**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 2024

Pursuant to the TCC, the Regulation and the Capital Markets Law and related regulations, the 2024 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 2024

Pursuant to the TCC, the Regulation and the Capital Markets Law and related regulations, the financial statements for the reporting period of 2024, 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 2024, 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 2024 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 2024

Decision of the Board of Directors with regards to distribution of profit for the fiscal year 2024, dated 19 March 2025 and numbered 2025/10 and disclosed on PDP

shall be discussed and submitted to the approval of the General Assembly.

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

7. 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 19 March 2025 and numbered 2025/11 proposing not to provide any remuneration for the chairman and vice chairman and to provide a monthly gross fee in the amount of TRY 54,000 to all non- executive board members, including the independent members, will be submitted to the General Assembly's opinion and approval.

8. Determination of the number and terms of office of the new members of the Board of Directors, as well as the election of members of the Board of Directors and Independent Board Members to serve for the period to be determined

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 Nezahat Gültekin, Lale Ergin and Boğaç Şimşir as the independent board members pursuant to the Corporate Governance Principles, who are nominated as per the Board of Directors' resolution dated 12 February 2025 and numbered 2025/2, which was disclosed on the PDP. As per the CMB's letter dated 24 February 2025, our 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-2** and the independency declarations of the independent members are attached as **Appendix-3**.

9. Approval of the appointment of the Independent Audit Firm for the fiscal year 2025, 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 2025 and performance of other activities defined in the related regulations, as recommended as per the Board of Directors' resolution dated 19 March 2025 and numbered 2025/12 will be submitted to the approval of the General Assembly, pursuant to the Turkish Commercial Code and the regulations of the Capital Markets Board.

10. 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-4** 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.

11. Informing the General Assembly about the donations made by the Company within the fiscal year 2024.

Our company's donations in the reporting period of 2024 amounted to TRY 4,975,647.89 which is below the upper limit determined by the General Assembly. In the General Assembly Meeting of our company, which was held on 10 June 2024 the upper limit for grants and donations was determined as TRY 30.000.000.

12. Determination of an upper limit for the grants and donations for the fiscal year 2025 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;

The resolution of the Board of Directors dated 19 March 2025 and numbered 2025/13, proposing the upper limit for grants and donations as TRY 35.000.000 for the fiscal year 2025 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 2024 pursuant to the "Share Buy-Back Program" adopted during the Extraordinary General Assembly Meeting on 18 December 2024

The General Assembly will be informed about the shares repurchased in 2024 in accordance with the provisions of the Capital Markets Board's ("CMB") "Communiqué on Repurchased Shares," numbered II-22.1 ("Communiqué"), published in the Official Gazette dated January 3, 2014, numbered 28871, and the Principal Decision numbered i-SPK.22..8 (dated August 1, 2024 and numbered 41/1198 p.k.) taken by the Board for the implementation of the provisions of the said Communiqué and the Share Buy-Back Program approved at the extraordinary general meeting of our Company dated 18 December 2024.

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

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

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

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

- 16. Informing the shareholders that no liens, pledges or such assurances have been given, or no benefits have been created on behalf of Company's shareholders and third parties, in accordance with the Capital Markets Legislation and the Capital Markets Board's Communiqué on Corporate Governance No II-17.1**

Pursuant to the Capital Markets Board's Communiqué on Corporate Governance No: II- 17.1, our shareholders will be informed that our company did not provide

guarantees, pledges or warranties in favor of the shareholders or third parties, and did not provide any benefit in this regard.

17. Wishes and closing.

APPENDICES

APPENDIX 1 Dividend Distribution Table

APPENDIX 2 Resumes of Board Member Candidates

APPENDIX 3 Declarations of Independence of Independent Member Candidates

APPENDIX 4 Remuneration Policy for Senior Executives and Board of Directors' Member

APPENDIX 1 DIVIDEND DISTRIBUTION TABLE

LOGO YAZILIM SANAYİ VE TİCARET A.Ş.			
Dividend Distribution Table for the Year 2024 (TRY)			
1. Paid-In / Issued Capital		95.000.000	
2. Total Legal Reserves (According to Legal Records)		20.000.000	
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	304.739.632	781.311.558
4.	Taxes Payable (-)	767.228	0
5.	Net Current Period Profit (=)	305.506.860	781.311.558
6.	Losses in Previous Years (-)	0	0
7.	Total Legal Reserves (-)	0	0
8.	NET DISTRIBUTABLE CURRENT PERIOD PROFIT (=)	305.506.860	781.311.558
9.	Donations Made During The Year (+)	4.975.648	
10.	Donation-added net distributable current period profit on which first dividend is calculated	310.482.508	
11.	First Dividend to Shareholders		
	-Cash	15.524.125	15.524.125
	-Bonus Shares		0
	- Total	15.524.125	15.524.125
12.	Dividend Distributed to Owners of Privileged Shares	0	0
13.	Dividend Distributed to Owners of Privileged Shares	0	0
14.	Dividend to Owners of Redeemed Shares	0	0
15.	Second Dividend to Shareholders	484.475.875	484.475.875
16.	Total Legal Reserves	46.447.587	
17.	Statutory Reserves	0	
18.	Special Reserves	0	-
19.	EXTRAORDINARY RESERVES	2.594.420	478.399.118
20.	Other Distributable Resources		
	Profits in Previous Years		

APPENDIX 2 RESUMES OF BOARD MEMBER CANDIDATES

MEHMET TUĞRUL TEKBUŁUT

Board of Directors Candidate

One of the founding members of Logo Yazılım, 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

M. Buğra Koyuncu graduated from Istanbul Technical University Department of Control and Computer Engineering Department in 1994. In 1993 he joined Logo as a system analyst. Following his service as a project manager and then as a product development manager, he was appointed as the General Manager of the company in 2004 and as the CEO in October 2011. He is currently serving as the Vice Chairman of Logo's Board of Directors and Logo Group CEO. Also he is a member of Logo Group Committee.

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

NEZAHAT GÜLTEKİN

Board of Directors Candidate (Independent)

Nezahat has over 20 years of experience as a trusted strategic advisor, investor, business owner and ecosystem builder in Silicon Valley and Europe. She most recently served as Global Head of Advisory of UniCredit, building the business from its inception. Previously she was Managing Director and Head of Technology Investment Banking for EMEA at Nomura. Prior to Nomura, Nezahat served as Director at Temasek, spearheading direct TMT investments in Europe, and was on the boards of Secret Escapes and BluJay. Prior to joining Temasek, she provided independent strategic advisory services including as a Senior Advisor to Atlantic Bridge Capital in early stage investments, and as a founding member of the Future Fifty Programme of Tech Nation, a Downing Street supported initiative to foster UK tech

ecosystem, as well as initiating Tech Nation's fintech efforts. Nezahat had previous technology investment banking experience with Credit Suisse and Lehman Brothers where she worked on a number of M&A, LBO, private placement and equity & debt capital transactions primarily in software, financial technology, payments, Internet and infrastructure verticals. Nezahat is currently a strategic advisor to a select businesses globally and is serving as independent NED on the board of Logo Yazılım, #1 SMB business application software and the largest independent software company in Turkey listed on the ISE, Advisory Board member of Emotion Network, an edtech & media company in Italy, on the voting panel of UK Tech Awards and a Patron for Boardwave, a platform to shape the long term success of the European Software industry. Nezahat has an MS in Management Science and Engineering from Stanford University as a Fulbright Scholar and a BS in Industrial Engineering from Middle East Technical University, Turkey, as top of the graduating class.

LALE ERGİN

Board of Directors Candidate (Independent)

Lale Ergin graduated from Middle East Technical University, School of Business Administration and completed the Executive MBA program at Koç University in 2001. In her 23 years of professional experience at the Borusan Group, she has established the strategy, business development, M&A and innovation functions groupwide and assumed the leadership role in all these functions for many years. Within this role, she was responsible from the preparation and management of the Group portfolio strategy, assessment of the step growth investment feasibilities, managing the merger, acquisition, divestment and partnership projects of the whole Group companies and incubation of new innovative, disruptive business models. She also led the digital transformation project among the Group. She has been appointed as one of the 3 Executive Committee members as of the beginning of 2018 and she has assumed direct responsibility of 4 Group subsidiaries, namely Borusan Lojistik, Borusan EnBW Enerji, Supsan and Borusan Mannheim as the Executive Board Member in all these companies. She was also a longterm board member at many of Borusan Group subsidiaries. She has joined ESA Esports & Media, which operates in the esports and video games industry, as Co-Founder and CEO in 2020. ESA, a new media entertainment platform that produces content in the field of esports and video games, also operates as an independent esports organization company with offline and online esports tournaments organized in its own esports arena. Lale Ergin currently serves as an Independent Board Member at Alarko Holding, Turcas Petrol, Mondİ Türkiye Oluklu Mukavva Kağıt ve Ambalaj Sanayi.

BOĞAÇ ŞİMŞİR

Board of Directors Candidate (Independent)

Boğaç Şimşir graduated from Istanbul Technical University, Department of Mechanical Engineering in 1993 and then took Economics courses at the University of South Florida. He started his professional career as a project engineer at Delphi, a subsidiary of General Motors. He then joined Hyundai Motors, where he was trained in South Korea and Indonesia and played an important role as the engineer in charge of production during the commissioning of the Hyundai Plant in Turkey. Between 1998 and 2003, he served as chief engineer in the field of heavy and commercial vehicle product development at Ford Otomotiv, where these projects contributed to the expansion of Ford's operations in Turkey and the Turkish automotive industry's stronger position in the global arena. Between 2003 and 2006, he worked as an R&D specialist engineer in innovative projects at Arçelik, where he played an important role in the development of products that set an example for the world. These projects have been strategic steps that reinforced Arçelik's technological leadership in the global arena. In 2007, he co-founded Maybe Tasarım and in 2012 he co-founded BOxEr Design and Strategy. Between 2014 and 2024, he served as the Director of Innovation at Eczacıbaşı Building

Products Group and under his leadership, he made the R&D center the best in Turkey for six consecutive years and took Eczacıbaşı to the top 5 of the companies with the most inventions in Turkey. He also pioneered the development of many innovative products by launching a smart and connected product development initiative. In his more than 30 years of engineering and management career, he has had the opportunity to work with multidisciplinary teams in international projects in countries such as the USA, Germany and the UK. Since 2024, he has been co-founder and innovation leader of 021Works and co-founder, board member and technology advisor of Good Sanitation Company. He has been an inventor on more than 250 patents and is one of the few inventors from Turkey on the global patent ownership list. He was also selected as a 2020 UN Global Compact SDG Pioneer for the sustainability and hygiene projects he and his team carried out during the pandemi

APPENDIX 3 DECLARATIONS OF INDEPENDENCE OF INDEPENDENT MEMBER CANDIDATES**Declaration of Independence of 7Nezahat Gültekin**

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) 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,

e) 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,

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

g) 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,

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

Nezahat Gültekin

Declaration of Independence of Lale Ergin

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

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

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

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

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

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

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

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

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

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

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

Lale Ergin

Declaration of Independence of Boğaç Şimşir

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,
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- 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

Boğaç Şimşir

APPENDIX 4 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.