

# KAFEİN YAZILIM HİZMETLERİ TİCARET A.Ş. Corporate Governance Information Form 2020 - Annual Notification

## Summary

Governance Information Form

# 1. SHAREHOLDERS

Related Companies

Related Funds

1. SHAREHOLDERS	
1.1. Facilitating the Exercise of Shareholders Rights	
The number of investor meetings (conference, seminar/etc. ) organised by the company during the year	15
1.2. Right to Obtain and Examine Information	
The number of special audit request(s)	None
The number of special audit requests that were accepted at the General Shareholders' Meeting	None
1.3. General Assembly	
Link to the PDP announcement that demonstrates the information requested by Principle 1.3.1. (a-d)	<a href="https://www.kap.org.tr/tr/Bildirim/839096">https://www.kap.org.tr/tr/Bildirim/839096</a>
Whether the company provides materials for the General Shareholders' Meeting in English and Turkish at the same time	Not Presented
The links to the PDP announcements associated with the transactions that are not approved by the majority of independent directors or by unanimous votes of present board members in the context of Principle 1.3.9	None
The links to the PDP announcements associated with related party transactions in the context of Article 9 of the Communique on Corporate Governance (II-17.1)	None
The links to the PDP announcements associated with common and continuous transactions in the context of Article 10 of the Communique on Corporate Governance (II-17.1)	None
The name of the section on the corporate website that demonstrates the donation policy of the company	Investor Relations - Corporate Governance - Policies
The relevant link to the PDP with minute of the General Shareholders' Meeting where the donation policy has been approved	<a href="https://www.kap.org.tr/tr/Bildirim/748027">https://www.kap.org.tr/tr/Bildirim/748027</a>
The number of the provisions of the articles of association that discuss the participation of stakeholders to the General Shareholders' Meeting	None
Identified stakeholder groups that participated in the General Shareholders' Meeting, if any	None
1.4. Voting Rights	
Whether the shares of the company have differential voting rights	Evet (Yes)
In case that there are voting privileges, indicate the owner and percentage of the voting majority of shares.	Ali Cem Kalyoncu %40,48
The percentage of ownership of the largest shareholder	% 25

1.5. Minority Rights	
Whether the scope of minority rights enlarged (in terms of content or the ratio) in the articles of the association	Hayır (No)
If yes, specify the relevant provision of the articles of association.	None
1.6. Dividend Right	
The name of the section on the corporate website that describes the dividend distribution policy	Investor Relations - Corporate Governance - Policies
Minutes of the relevant agenda item in case the board of directors proposed to the general assembly not to distribute dividends, the reason for such proposal and information as to use of the dividend.	None
PDP link to the related general shareholder meeting minutes in case the board of directors proposed to the general assembly not to distribute dividends	None

General Assembly Meetings

General Meeting Date	The number of information requests received by the company regarding the clarification of the agenda of the General Shareholders' Meeting	Shareholder participation rate to the General Shareholders' Meeting	Percentage of shares directly present at the GSM	Percentage of shares represented by proxy	Specify the name of the page of the corporate website that contains the General Shareholders' Meeting minutes, and also indicates for each resolution the voting levels for or against	Specify the name of the page of the corporate website that contains all questions asked in the general assembly meeting and all responses to them	The number of the relevant item or paragraph of General Shareholders' Meeting minutes in relation to related party transactions	The number of declarations by insiders received by the board of directors	The link to the related PDP general shareholder meeting notification
01/06/2020	0	% 25,33	% 25,33	% 0	Investor Relations - General Assembly Information	Investor Relations - General Assembly Information	None	1	<a href="https://www.kap.org.tr/tr/Bildirim/839096">https://www.kap.org.tr/tr/Bildirim/839096</a>

## 2. DISCLOSURE AND TRANSPARENCY

2. DISCLOSURE AND TRANSPARENCY	
2.1. Corporate Website	
Specify the name of the sections of the website providing the information requested by the Principle 2.1.1.	Investor Relations - Basic Information, Public Offering Information, Corporate Governance, Financial Reports, Annual Reports, General Assembly Information
If applicable, specify the name of the sections of the website providing the list of shareholders (ultimate beneficiaries) who directly or indirectly own more than 5% of the shares.	Investor Relations - Basic Information - General Information, Shareholding Structure and Share Information
List of languages for which the website is available	Turkish and English
2.2. Annual Report	
The page numbers and/or name of the sections in the Annual Report that demonstrate the information requested by principle 2.2.2.	
a) The page numbers and/or name of the sections in the Annual Report that demonstrate the information on the duties of the members of the board of directors and executives conducted out of the company and declarations on independence of board members	Page 12,15 and 16
b) The page numbers and/or name of the sections in the Annual Report that demonstrate the information on committees formed within the board structure	Page 19-22
c) The page numbers and/or name of the sections in the Annual Report that demonstrate the information on the number of board meetings in a year and the attendance of the members to these meetings	Page 12
ç) The page numbers and/or name of the sections in the Annual Report that demonstrate the information on amendments in the legislation which may significantly affect the activities of the corporation	Page 18
d) The page numbers and/or name of the sections in the Annual Report that demonstrate the information on significant lawsuits filed against the corporation and the possible results thereof	Page 18
e) The page numbers and/or name of the sections in the Annual Report that demonstrate the information on the conflicts of interest of the corporation among the	

institutions that it purchases services on matters such as investment consulting and rating and the measures taken by the corporation in order to avoid from these conflicts of interest	Page 18
f) The page numbers and/or name of the sections in the Annual Report that demonstrate the information on the cross ownership subsidiaries that the direct contribution to the capital exceeds 5%	None
g) The page numbers and/or name of the sections in the Annual Report that demonstrate the information on social rights and professional training of the employees and activities of corporate social responsibility in respect of the corporate activities that arises social and environmental results	Sustainability Report Page 9-12

### 3. STAKEHOLDERS

<b>3. STAKEHOLDERS</b>	
<b>3.1. Corporation's Policy on Stakeholders</b>	
The name of the section on the corporate website that demonstrates the employee remedy or severance policy	None
The number of definitive convictions the company was subject to in relation to breach of employee rights	None
The position of the person responsible for the alert mechanism (i.e. whistleblowing mechanism)	HR and Administrative Affairs Director
The contact detail of the company alert mechanism	info@kafein.com.tr
<b>3.2. Supporting the Participation of the Stakeholders in the Corporation's Management</b>	
Name of the section on the corporate website that demonstrates the internal regulation addressing the participation of employees on management bodies	None
Corporate bodies where employees are actually represented	None
<b>3.3. Human Resources Policy</b>	
The role of the board on developing and ensuring that the company has a succession plan for the key management positions	None
The name of the section on the corporate website that demonstrates the human resource policy covering equal opportunities and hiring principles. Also provide a summary of relevant parts of the human resource policy.	Investor Relations - Corporate Governance - Policies - HR Policy
Whether the company provides an employee stock ownership programme	Pay edindirme planı bulunmuyor (There isn't an employee stock ownership programme)
The name of the section on the corporate website that demonstrates the human resource policy covering discrimination and mistreatments and the measures to prevent them. Also provide a summary of relevant parts of the human resource policy.	Investor Relations - Corporate Governance - Policies - HR Policy
The number of definitive convictions the company is subject to in relation to health and safety measures	Yoktur.
<b>3.5. Ethical Rules and Social Responsibility</b>	
The name of the section on the corporate website that demonstrates the code of ethics	<a href="https://www.kafein.com.tr/#/CodeOfConduct">https://www.kafein.com.tr/#/CodeOfConduct</a>

The name of the section on the company website that demonstrates the corporate social responsibility report. If such a report does not exist, provide the information about any measures taken on environmental, social and corporate governance issues.

Investor Relations -  
Sustainability Reports

Any measures combating any kind of corruption including embezzlement and bribery

[https://  
www.kafein.com.tr/#/  
AntiCorruption](https://www.kafein.com.tr/#/AntiCorruption)

## 4. BOARD OF DIRECTORS-I

4. BOARD OF DIRECTORS-I	
4.2. Activity of the Board of Directors	
Date of the last board evaluation conducted	None
Whether the board evaluation was externally facilitated	Hayır (No)
Whether all board members released from their duties at the GSM	Evet (Yes)
Name(s) of the board member(s) with specific delegated duties and authorities, and descriptions of such duties	Chairman of the Board - Ali Cem Kalyoncu, Deputy Chairman of the Board - Neval Önen, Board Members - Kenan Sübekci and Hatice Sevim Oral, Independent Board Members - Yüce Erim and İbrahim Semih Arslanoğlu
Number of reports presented by internal auditors to the audit committee or any relevant committee to the board	None
Specify the name of the section or page number of the annual report that provides the summary of the review of the effectiveness of internal controls	Page 18
Name of the Chairman	Ali Cem Kalyoncu
Name of the CEO	Ali Cem Kalyoncu
If the CEO and Chair functions are combined: provide the link to the relevant PDP announcement providing the rationale for such combined roles	None
Link to the PDP notification stating that any damage that may be caused by the members of the board of directors during the discharge of their duties is insured for an amount exceeding 25% of the company's capital	<a href="https://www.kap.org.tr/tr/Bildirim/876052">https://www.kap.org.tr/tr/Bildirim/876052</a>
The name of the section on the corporate website that demonstrates current diversity policy targeting women directors	None
The number and ratio of female directors within the Board of Directors	%33

### Composition of Board of Directors

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Name, Surname of Board Member	Whether Executive Director Or Not	Whether Independent Director Or Not	The First Election Date To Board	Link To PDP Notification That Includes The Independency Declaration	Whether the Independent Director Considered By The Nomination Committee	Whether She/He is the Director Who Ceased to Satisfy The Independence or Not	Whether The Director Has At Least 5 Years' Experience On Audit, Accounting And/Or Finance Or Not
Ali Cem Kalyoncu	İcrada görevli (Executive)	Bağımsız üye değil (Not independent director)	16/12/2011		İlgisiz (Not applicable)	İlgisiz (Not applicable)	Hayır (No)
Neval Önen	İcrada görevli (Executive)	Bağımsız üye değil (Not independent director)	10/04/2013		İlgisiz (Not applicable)	İlgisiz (Not applicable)	Hayır (No)
Kenan Sübekci	İcrada görevli (Executive)	Bağımsız üye değil (Not independent director)	02/01/2012		İlgisiz (Not applicable)	İlgisiz (Not applicable)	Hayır (No)
Hatice Sevim Oral	İcrada görevli (Executive)	Bağımsız üye değil (Not independent director)	10/04/2013		İlgisiz (Not applicable)	İlgisiz (Not applicable)	Evet (Yes)
Yüce Erim	İcrada Görevli Değil (Non-executive)	Bağımsız üye (Independent director)	23/08/2016	<a href="https://www.kap.org.tr/Bildirim/910591">https://www.kap.org.tr/Bildirim/910591</a>	Değerlendirilmedi (Not considered)	Hayır (No)	Hayır (No)
İbrahim Semih Arslanoğlu	İcrada Görevli Değil (Non-executive)	Bağımsız üye (Independent director)	02/03/2018	<a href="https://www.kap.org.tr/Bildirim/910591">https://www.kap.org.tr/Bildirim/910591</a>	Değerlendirilmedi (Not considered)	Hayır (No)	Hayır (No)

## 4. BOARD OF DIRECTORS-II

<b>4. BOARD OF DIRECTORS-II</b>	
<b>4.4. Meeting Procedures of the Board of Directors</b>	
Number of physical board meetings in the reporting period (meetings in person)	30
Director average attendance rate at board meetings	% 94
Whether the board uses an electronic portal to support its work or not	Evet (Yes)
Number of minimum days ahead of the board meeting to provide information to directors, as per the board charter	Relevant documents are sent to the members of the board within a reasonable time.
The name of the section on the corporate website that demonstrates information about the board charter	Investor Relations - Corporate Governance - Internal Guidelines
Number of maximum external commitments for board members as per the policy covering the number of external duties held by directors	None
<b>4.5. Board Committees</b>	
Page numbers or section names of the annual report where information about the board committees are presented	Page 19
Link(s) to the PDP announcement(s) with the board committee charters	<a href="https://www.kap.org.tr/tr/Bildirim/734372">https://www.kap.org.tr/tr/Bildirim/734372</a>

### Composition of Board Committees-I

Names Of The Board Committees	Name Of Committees Defined As "Other" In The First Column	Name-Surname of Committee Members	Whether Committee Chair Or Not	Whether Board Member Or Not
Denetim Komitesi ( Audit Committee)		Yüce Erim	Evet (Yes)	Yönetim kurulu üyesi (Board member)
Denetim Komitesi ( Audit Committee)		İbrahim Semih Arslanoğlu	Hayır (No)	Yönetim kurulu üyesi (Board member)
Kurumsal Yönetim Komitesi (Corporate Governance Committee)		Yüce Erim	Hayır (No)	Yönetim kurulu üyesi (Board member)

Kurumsal Yönetim Komitesi (Corporate Governance Committee)		İbrahim Semih Arslanoğlu	Evet (Yes)	Yönetim kurulu üyesi (Board member)
Kurumsal Yönetim Komitesi (Corporate Governance Committee)		Zehra Uluç	Hayır (No)	Yönetim kurulu üyesi değil (Not board member)
Riskin Erken Saptanması Komitesi (Committee of Early Detection of Risk)		Yüce Erim	Evet (Yes)	Yönetim kurulu üyesi (Board member)
Riskin Erken Saptanması Komitesi (Committee of Early Detection of Risk)		İbrahim Semih Arslanoğlu	Hayır (No)	Yönetim kurulu üyesi (Board member)

## 4. BOARD OF DIRECTORS-III

4. BOARD OF DIRECTORS-III	
4.5. Board Committees-II	
Specify where the activities of the audit committee are presented in your annual report or website (Page number or section name in the annual report/website)	Page 20
Specify where the activities of the corporate governance committee are presented in your annual report or website (Page number or section name in the annual report/website )	Page 20
Specify where the activities of the nomination committee are presented in your annual report or website (Page number or section name in the annual report/website)	Page 19
Specify where the activities of the early detection of risk committee are presented in your annual report or website (Page number or section name in the annual report/website )	Page 20-21
Specify where the activities of the remuneration committee are presented in your annual report or website (Page number or section name in the annual report/website)	Page 19
4.6. Financial Rights	
Specify where the operational and financial targets and their achievement are presented in your annual report (Page number or section name in the annual report)	Page 48
Specify the section of website where remuneration policy for executive and non-executive directors are presented.	Investor Relations - Corporate Governance - Policies - Remunation Policy
Specify where the individual remuneration for board members and senior executives are presented in your annual report (Page number or section name in the annual report)	Page 48

### Composition of Board Committees-II

Names Of The Board Committees	Name of committees defined as "Other" in the first column	The Percentage Of Non-executive Directors	The Percentage Of Independent Directors In The Committee	The Number Of Meetings Held In Person	The Number Of Reports On Its Activities Submitted To The Board
Denetim Komitesi (					

Audit Committee)		% 100	% 100	7	7
Kurumsal Yönetim Komitesi (Corporate Governance Committee)		% 66	% 66	1	1
Riskin Erken Saptanması Komitesi (Committee of Early Detection of Risk)		% 100	% 100	6	6