

**Internal Directive on
Working Principles and Procedures of the General Assembly of
Hitit Bilgisayar Hizmetleri Anonim Şirketi**

**PART ONE
Purpose, Scope, Legal Basis and Definitions**

Purpose and Scope

Article 1- (1) The purpose of this Internal Directive is to establish the working principles and procedures of the general assembly of Hitit Bilgisayar Hizmetleri Anonim Şirketi in accordance with the provisions of the Law, Relevant Legislation and the Articles of Association. This Internal Directive is applicable to all ordinary and extraordinary general assembly meetings of Hitit Bilgisayar Hizmetleri Anonim Şirketi.

Legal Basis

Article 2- (1) This Internal Directive has been drafted by the board of directors in accordance with the provisions of the Regulation on Procedures and Principles of General Assembly Meetings of Joint Stock Companies as well as on the Representatives of Ministry to be Present at these Meetings.

Definitions

Article 3- (1) The following terms, as used in this Internal Directive, shall have the following meanings:

- a) Sitting: A daily meeting of the general assembly,
- b) Law: Turkish Commercial Code No. 6102, dated 13/1/2011,
- c) Relevant Legislation: Capital Markets Law No. 6362 and the Capital Markets Board's regulations on General Assemblies,
- d) Board: Capital Markets Board,
- e) Session: Each part of a sitting which is interrupted by the need for rest, lunch break and similar reasons,
- f) Meeting: Ordinary and extraordinary general assembly meetings,
- g) Meeting Council: The council which comprises the chairperson of the board of directors or, in his/her absence, the chairperson of the meeting who is elected by the general assembly, a clerk who is designated by the chairperson of the meeting, and a vote collector when it is found necessary by the chairperson of the meeting, in accordance with the first paragraph of Article 419 of the Law and Article 9 of the Company's Articles of Association,

**PART TWO
Working Procedures and Principles of the General Assembly**

Applicable Provisions

Article 4- (1) The Meeting shall be held in accordance with the provisions of the Law, the Relevant Legislation and the Articles of Association relating to the general assembly.

Entry into the Meeting Venue and Preparations

Article 5- (1) Shareholders or their representatives who are registered in the list of attendees issued by the board of directors, the members of the board of directors, the auditor, if any, the Ministry representative, if appointed, as well as those who will be elected or appointed for the

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Meeting Council, and other executives of the Company may enter the Meeting venue. The General Manager/ (CEO), Assistant General Manager of Purchasing and Financial Affairs (CFO), Assistant General Managers and other persons deemed appropriate by the Meeting chairperson due to their interest in the agenda items may attend the Meeting. Pursuant to Article 95 of the Capital Markets Law, an observer sent by the Board when deemed necessary shall attend without voting rights.

(2) When entering the Meeting venue, the real person shareholders and their representatives that are nominated via electronic general assembly system (EGKS) established pursuant to Article 1527 of the Law are required to show their identity cards together with their letters of proxy; the representatives of the real person shareholders are required to show their identity cards together with letters of proxy; the representatives of the legal entity shareholders must submit their authorization certificates, and they are required to sign the spaces indicated for them in the list of attendees in this way. The aforementioned checking procedures shall be carried out by the board of directors, or by one or more board members or person(s) assigned by the board of directors.

(3) The duties regarding the preparation of the Meeting venue so as to accommodate all shareholders and making available at the Meeting venue all kinds of stationery, documents, tools and equipment to be needed, including those enabling audio and video recording during the Meeting, shall be fulfilled by the board of directors.

Opening of the Meeting

Article 6- (I) The Meeting shall be opened by the chairperson or vice chairperson of the board of directors or one of the members of the board of directors at the place where the Company's headquarters is located or at a convenient place in the city where the Company's headquarters is located upon the resolution of the board of directors in accordance with Article 9 of the Company's Articles of Association and at the ordinary and extraordinary meeting times specified in the Articles of Association, upon the determination, on the record, of the attendance of the shareholders holding at least 70% of the total voting rights arising from the shares representing the Company's capital, without prejudice to Articles 421/2 and 421/3 of the Turkish Commercial Code and the provisions of the Capital Markets Law and the higher quorums sought by the Company's Articles of Association. If these quorums are not met in the second Meeting either, the Meeting shall be deemed not to have been held and/or such resolution shall be deemed not to have been adopted.

Formation of the Meeting Council

Article 7- (I) Under the direction of the person who opens the Meeting pursuant to Article 6 of this Internal Directive, first of all, in accordance with Article 9 of the Company's Articles of Association, the chairperson of the board of directors shall be present as the chairperson of the meeting or, if he/she is not present, a chairperson and, if deemed necessary, a deputy chairperson shall be elected from among the candidates to be proposed, who shall be responsible for the management of the general assembly meeting and who need not be a shareholder.

(2) The chairperson will appoint at least one clerk and sufficient number of vote collectors if he/she deems it necessary. In the general assembly meetings to be held electronically, experts shall be assigned by the chairperson of the Meeting in order to fulfill the technical procedures of the electronic Meeting at the time of the Meeting.

(3) The Meeting Council is authorized to sign the minutes of the Meeting and any other documents that constitute the basis for these minutes.

(4) When conducting the general assembly meeting, the chairperson of the Meeting shall comply with the provisions of the Law, the Articles of Association and this Internal Directive.

Duties and Powers of the Meeting Council

Article 8- (1) The Meeting Council shall fulfill the following duties under the management of the chairperson:

a) To determine whether the Meeting is being held at the address mentioned in the meeting call and whether the Meeting venue complies therewith.

b) To determine and record in the minutes of the Meeting whether or not the general assembly was called for a Meeting in accordance with the Articles of Association, via a call published on the website of the Company and in the Turkish Trade Registry Gazette, at least three weeks in advance excluding the call date and the Meeting date, and whether or not the Meeting date, agenda, and the gazettes where the call is published/will be published are notified to the shareholders registered in the share ledger and the shareholders that have previously submitted to the Company their share certificates or documents proving their shareholding status and have notified the Company of their address, by registered mail with return receipt requested. The first paragraph of Article 414 of the Law shall not apply to shares issued in registered form and traded on the stock exchange.

c) To check whether any individuals lacking authorization required for entering the Meeting venue have entered and whether the tasks and duties listed under the second paragraph of Article 5 of this Internal Directive regarding the entrances to the Meeting venue have been fulfilled by the board of directors.

d) To determine and specify in the minutes of the Meeting whether or not 1) the Articles of Association, containing also any amendments thereto, if any, 2) the share ledger, 3) the annual report of the board of directors, 4) the auditor's reports, and financial statements, 5) the Meeting agenda, 6) the draft amendment text prepared by the board of directors in connection with any agenda items that involve amendments to the Articles of Association, the Capital Markets Board's assent and the letter of consent obtained from the Ministry of Trade for any amendments to the Articles of Association that require such consent, as well as the draft amendment text appended thereto, 7) the list of attendees prepared by the board of directors, 8) the minutes of deferral drafted for the previous Meeting if the general assembly has been called for a Meeting after a deferred Meeting, and other documents in connection with the Meeting, are available in full at the Meeting venue.

e) To check, upon necessity or objection, the identities of those who are attending the general assembly meeting in principal or by proxy by signing the list of attendees, and to check the authenticity of their letters of proxy.

f) To determine whether or not the managing directors and at least one member of the board of directors, as well as the auditor in the companies which are subject to audit, are present in the Meeting, and to state this situation in the Meeting minutes.

g) To manage the works of the general assembly in accordance with the agenda, to prevent any deviations from the agenda other than for such exceptions that are specified in the Law, and to ensure and maintain order at the Meeting and take any necessary measures for this purpose.

ğ) To open and close Sittings and Sessions, and to adjourn the Meeting..

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h) To read out or have someone else read out to the general assembly such decisions/resolutions, drafts, minutes, reports, proposals and similar instruments that are associated with the points of discussion and to allow individuals who would like to take the floor to voice their opinions regarding these.

i) To conduct voting regarding the resolutions that will be adopted by the general assembly and declare the results of the voting.

i) To supervise the Meeting in order to determine whether or not the minimum quorum required for the Meeting has been maintained throughout the Meeting from beginning to end thereof; and whether or not the resolutions have been adopted in line with such quorums that are specified in the Law and the Articles of Association.

j) Pursuant to Article 436 of the Law, to prevent people who are not authorized to vote regarding the resolutions referred to in the same article, from participating in the voting, and to ensure compliance with any and all limits stipulated in the provisions of the Law and the Articles of Association regarding voting rights and exercising of privileged voting rights.

k) Upon request by shareholders holding one twentieth of the capital, to postpone the discussion of financial statements and discussion of relevant issues to the Meeting to be held one month later, without the need for the general assembly to adopt a resolution regarding this matter.

l) To ensure that minutes of the general assembly meeting are drawn up, to record the objections in the minutes, to sign the resolutions and the minutes, and to indicate in the minutes of the Meeting, in a way that does not leave any room for ambiguity, the affirmative and opposing votes casted regarding the resolutions adopted in the Meeting.

m) To deliver the Meeting minutes, annual report of the board of directors, auditor's reports, financial statements, list of attendees, agenda, motions, voting papers and minutes of elections, if any, and all documents related with the Meeting, at the closing of the Meeting, with an official report, to one of the board members present.

Procedures that Must be Carried out Prior to Discussion of the Agenda

Article 9- Meeting chairperson shall read out the Meeting agenda to the general assembly or have someone else do so. The chairperson shall ask whether or not there is any suggestion to change the order of discussion of the agenda items and if there is such a suggestion, shall submit this proposal to the approval of the general assembly. The order of discussion of the agenda items may be changed with the decision of the majority of votes of those who are present at the Meeting.

Agenda and Discussion of Agenda Items

Article 10- (1) The following items shall mandatorily be included in the agenda of the ordinary general assembly meeting, and other items shall be included in the agenda of the meeting if deemed necessary.

- a) Opening, and formation of the Meeting Council.
- b) Discussion of the annual report of the board of directors, the auditor's reports in the companies which are subject to audit, and financial statements.
- c) Release of members of the board of directors, and auditors, if any.

- d) Election of the members of the board of directors, and the auditor, whose terms of office have expired.
- e) Determination of the rights of members of the board of directors such as their wages, attendance fees, bonuses and premiums.
- f) Determination of the method of use and distribution of the profit as well as the rates of dividend shares.
- g) Discussion of amendments to the Articles of Association, if any.
- h) Other matters which are found necessary.

(2) The agenda of an extraordinary meeting of the general assembly shall cover any issues that have necessitated the holding of such meeting.

(3) Issues that are not specified in the Meeting agenda may not be discussed and resolved upon, with the exception of the below-mentioned issues:

a) An item may be added to the agenda unanimously with the presence of all shareholders. Pursuant to Article 29 of the Capital Markets Law, it is mandatory to include in the agenda of the general assembly meeting the matters that the Board requires to be discussed or announced to the shareholders.

b) As per Article 438 of the Law, a request made by a shareholder for the conduct of a special audit shall be resolved at the general assembly regardless of whether or not it is included in the agenda.

c) Dismissal and replacement of board members shall be considered to be associated with the item concerning discussion of the year-end financial statements, and this issue shall be discussed and resolved on directly upon receipt of a request in this respect, regardless of whether or not the agenda includes any item in this regard.

ç) The matter of dismissal and replacement of members of the board of directors shall be included in the agenda with the majority votes of those present at the general assembly even if such matter is not initially included in the agenda, in case of presence of any rightful reason such as fraud, lack of required competency, breach of trust, difficulty in fulfilling duties due to membership to too many companies, lack of harmony with other members, abuse of power, and etc.

(4) An agenda item that has been discussed and resolved at the general assembly shall not be discussed and resolved again, unless unanimously decided by those present at the Meeting.

(5) The general assembly agenda shall include such items which are required by the Ministry to be included therein due to an inspection made or any other reason.

(6) The agenda shall be determined by the person who has called the general assembly for a Meeting.

Right to Speak at the Meeting

Article 11- (1) The shareholders or other relevant persons shall inform the Meeting Council of their intentions to take the floor and voice their opinion on the discussed agenda item. The Meeting Council shall report these persons to the general assembly and give permission to these persons to speak in the order of their applications. A person shall lose his/her right to speak if

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he/she is absent at the Meeting venue when it is his/her turn to take the floor. These speeches shall be delivered to the general assembly from an area designated for this purpose. The individuals may, among themselves, change the order in which they will deliver their speeches. In case of a time limit on delivering a speech, a person who is next in turn and who has delivered his/her speech but has not had enough time to complete it may continue his/her speech for the duration of the time allocated to the next speaker, only if the next speaker grants this from his/her own speech time. Otherwise, the time reserved for delivery of a speech shall not be extended.

(2) The chairperson of the Meeting may allow the members of the board of directors and the auditor who would like to speak on the discussed issues, to take the floor, without following the order of the speakers.

(3) The time to be allocated per speech shall be determined by the general assembly upon the proposal of the chairperson or the shareholders, by taking into consideration the number of the agenda items, the number and significance of the matters required to be discussed and the number of individuals who would like to take the floor. In such cases, the general assembly shall hold separate voting to decide whether the time reserved per speech would be limited and how much time should be reserved for each speech.

(4) The principles and procedures set out under Article 1527 of the Law and in the secondary legislation relating thereto shall be applicable to the submission of the opinions and proposals by the shareholders or their representatives participating in the general assembly meeting electronically.

Voting and Procedure for Casting Votes

Article 12- (1) The chairperson of the Meeting shall announce the subject to be voted on to the general assembly before the voting starts. If a draft resolution is to be voted on, the voting shall begin after such draft is determined to be available in writing and read out. Once it is declared that the voting will begin, taking the floor shall be permitted only regarding procedural matters. In the meantime, if there is any shareholder who has not been given the floor although he/she had stated his/her intention to take the floor, he/she shall exercise the right to speak if he/she reminds the chairperson of this circumstance, and if this is verified by the chairperson.

(2) Votes on issues discussed at the Meeting shall be cast by way of raising a hand. The votes cast shall be counted by the Meeting Council. The Meeting Council may appoint sufficient number of people in order to assist the counting when required. Those who do not raise their hands shall be considered to have casted a “denied/rejected” vote and these votes shall be regarded to have been casted against the relevant resolution.

(3) The principles and procedures set out under Article 1527 of the Law and in the secondary legislation relating thereto shall be applicable to the voting by the shareholders or their representatives who attend the general assembly meeting electronically.

(4) Pursuant to Article 9 of the Company’s Articles of Association, Group (A) and Group (B) shareholders have five voting rights for each Group (A) and Group (B) share held by them, and Group (C) shareholders have one voting right for each Group (C) share held by them. When voting, the provisions of the Turkish Commercial Code, the Capital Markets Law and other relevant legislation shall be complied with.

Preparation of the Meeting Minutes

Article 13- (1) The chairperson of the Meeting shall sign the list of attendees showing the names, groups, shares of shareholders represented in the Meeting in person or by proxy, numbers and nominal values of shares and ensures that the questions asked and responses given within the general assembly meeting are briefly recorded, and the resolutions adopted and number of affirmative and refusing votes used for each resolution are clearly indicated in the minutes of the Meeting, which will be in accordance with the principles stipulated in the Law and the Relevant Legislation.

(2) Minutes of the general assembly meeting must be prepared in writing at the Meeting venue and during the Meeting. The minutes may be drawn up by typewriter, by any computer capable of typing and recording such minutes, or by handwriting legibly using an ink pen. A printer must be available that will enable the receipt of printouts at the Meeting venue in order to type the minutes on the computer.

(3) The minutes of the Meeting shall be drawn up in at least two original copies and each page thereof shall be signed by the Meeting Council, as well as the Ministry representative, if present at the Meeting.

(4) It is mandatory for the minutes of the Meeting to include information such as the trade name of the Company, Meeting date and venue, total nominal value and the number of Company shares, the total number of shares represented in the Meeting either in principal or by proxy, the name and surname of the Ministry representative, if present at the Meeting, and the date and number of the letter of appointment, as well as the manner of making the call if the Meeting is convened upon a call, or the fact that it has convened without a call if this is the case.

(5) The number of votes casted on resolutions adopted at the Meeting shall be indicated clearly in both figures and words in the minutes in a way that will leave no room for ambiguity.

(6) The names, surnames and grounds for objection of those who have cast opposing votes to resolutions adopted at the Meeting and would like to have this fact recorded in the minutes of the Meeting, shall be recorded in the minutes.

(7) In the event that grounds for objection are submitted in writing, such letter shall be enclosed with the minutes of the Meeting. The name and surname of the shareholder or his/her representative indicating such objection shall be recorded in the minutes of the Meeting, and it shall be specified therein that the letter of objection is enclosed with the minutes of the Meeting. The letter of objection enclosed with the minutes of the Meeting shall be signed by the Meeting Council, as well as the Ministry representative.

Procedures to be Carried Out at the End of the Meeting

Article 14- (1) At the end of the Meeting, the chairperson of the Meeting shall deliver a copy of the minutes of the Meeting and all other documents related to the general assembly, to one of the members of the board of directors present at the Meeting. This circumstance shall be determined by separate minutes to be issued among the parties.

(2) The board of directors shall be obliged to submit a notarized copy of the minutes of the Meeting to the trade registry office and procure the registration and announcement of the issues set out in

the minutes of the Meeting, that are subject to registration and announcement, within maximum fifteen days following the Meeting date.

(3) The minutes of the Meeting shall also be published on the Company website within maximum five days following the date of the general assembly meeting.

(4) The chairperson of the Meeting shall also submit a copy of the list of attendees, the agenda and minutes of the general assembly meeting to the Ministry representative, if present at the Meeting.

(5) Other announcement and notification principles set forth in the relevant regulations of the Capital Markets Board shall be complied with.

Attendance to the Meeting Electronically

Article 15- (1) In the event that attendance to the general assembly meeting electronically is allowed pursuant to Article 1527 of the Law, the procedures to be fulfilled by the board of directors and the Meeting Council shall be performed in compliance with Article 1527 of the Law and the Relevant Legislation.

PART THREE Miscellaneous

Attendance of the Ministry Representative and Documents Relating to the General Assembly Meeting

Article 16- (1) The provisions of the “Regulation on the Procedures and Principles of General Assembly Meetings of Joint Stock Companies as well as on the Representatives of Ministry to be Present at these Meetings”, regarding the request for the attendance of the Ministry representative, in case of Meetings for which the attendance of the Ministry representative is mandatory, and the duties and powers of this representative, are reserved.

(2) It is mandatory to comply with the applicable provisions of the Regulation specified in the first paragraph above, in connection with the drafting of the list of individuals who are eligible to attend general assembly meetings and the list of attendees of these Meetings, and in connection with the drafting of letters of proxy to be used at general assembly meetings and of the minutes of Meetings.

Issues Not Addressed in the Internal Directive

Article 17- (1) In the event that any issue not addressed in this Internal Directive occurs in the Meetings, the course of action regarding such issue shall be determined as per the resolution of the general assembly.

Adoption of the Internal Directive, and Amendments

Article 18- (1) This Internal Directive shall be put into force, registered and announced by the board of directors of Hitit Bilgisayar Hizmetleri Anonim Şirketi, with the approval of its general assembly. Amendments to be made to the Internal Directive shall also be subject to the same procedure.

Effectiveness of the Internal Directive

Article 19- This Internal Directive was adopted at the general assembly meeting of Hitit Bilgisayar Hizmetleri Anonim Şirketi, dated 16.05.2022, and shall enter into force on the date of registration with the Trade Registry and announcement in the Turkish Trade Registry Gazette.