

ATP YAZILIM VE TEKNOLOJİ ANONİM ŞİRKETİ
HELD ON MAY 5, 2026
FOR THE 2025 FISCAL YEAR
MINUTES OF THE ORDINARY GENERAL MEETING

The Ordinary General Meeting of ATP Yazılım ve Teknoloji Anonim Şirketi (“**the Company**”) for the 2025 fiscal year was held on May 5, 2026, at 2:00 PM, at Reşitpaşa Mah. Katar Cad. Arı Teknokent 2 Building, Block A, No. 4/1, Inner Door No. 801, Sarıyer/Istanbul, under the supervision of Ms. Senem ERSÖZ, the Ministry Representative appointed by the Istanbul Provincial Directorate of Trade via its letter No. 121776614 dated May 4, 2026.

The notice of the meeting was published in the Turkish Trade Registry Gazette, Issue No. 11561 dated April 10, 2026, in accordance with the law and the Articles of Association, and included the date of the meeting and the agenda. Additionally, the notice was published on the company’s website at www.atp.com.tr, on the Central Securities Depository’s (“**CSD**”) Electronic General Assembly System, and on the Public Disclosure Platform, three weeks prior to the General Assembly meeting date (excluding the meeting day), thereby being made within the legal timeframe.

It has been determined that the Ordinary General Meeting was conducted within the Electronic General Meeting System in accordance with the “Regulation on General Meetings to Be Held in an Electronic Environment in Joint-Stock Companies,” published in the Official Gazette dated August 28, 2012, No. 28395, and the “Communication Regarding the Electronic General Meeting System to Be Applied in General Meetings of Joint-Stock Companies,” published in the Official Gazette dated August 29, 2012, No. 28396.

Upon examination of the attendance list, it was determined that of the 93,750,000 shares corresponding to the company’s total capital of 93,750,000 TL, the portion amounting to 1,630,279.500 TL was represented in person, the portion amounting to 190,042.-TL by appointed representatives, and 74,218,307.500.-TL by proxy, for a total of 76,038,629.-TL of shares were represented at the meeting, and upon determining that the minimum quorum required by both the law and the Articles of Association was present, the meeting was opened by Board Member Mr. **Tuncer KÖKLÜ**, and the agenda was proceeded with.

1. Pursuant to Agenda Item 1, regarding the General Assembly Presiding Board, following the motion submitted by shareholder Ata Holding A.Ş. and the subsequent elections, it was unanimously decided by those present to elect **Mr. Sedat BOZANOĞLU** as Chair of the Meeting. The Chair of the Meeting appointed **Ms. Zeynep Naz OLUTAŞ** as the Secretary of the Minutes and **Ms. Huriye TAM** as the Vote Counter. Additionally, the Chair of the Meeting appointed **Ms. B. Burcu NERGİZ**, a company employee holding the “Central Registry Agency Electronic General Meeting System Certificate,” to operate the Electronic General Meeting System, and the discussion of the agenda items proceeded simultaneously in both electronic and physical formats. It was also noted that **Ms. Şeyda DEMİR**, representing Güreli Yeminli Mali Müşavirlik ve Bağımsız Denetim Hizmetleri A.Ş., attended the meeting.

The Chair of the meeting stated that the meeting minutes would be signed by the Board of Directors on behalf of the shareholders.

2. The meeting proceeded to the discussion of Agenda Item 2.

The representative of Ata Holding A.Ş. noted that the Company's Integrated Activity Report—which includes the Board of Directors' TSRS-Compliant Sustainability Report for the 2025 fiscal year—had been made available for review by shareholders at the Company's headquarters, on the CSD's Electronic General Meeting system, the Public Disclosure Platform, and the Company's corporate website at least three weeks prior to the meeting date, the representative of Ata Holding A.Ş. submitted a motion proposing that the aforementioned documents not be read aloud at the meeting but be deemed to have been read. The motion was put to a vote by the shareholders and was approved unanimously by those present.

The Meeting Chair, Mr. **Sedat BOZANOĞLU**, asked if anyone wished to speak regarding the agenda item. No one spoke.

As a result of the vote, it was decided by unanimous consent of the attendees to approve the Integrated Activity Report, which includes the Board of Directors' TSRS-Compliant Sustainability Report for the 2025 fiscal year.

3. The meeting proceeded to the discussion of Agenda Item 3.

The representative of Ata Holding A.Ş. stated that the Company's Independent Audit Report had been made available for review by shareholders at the Company's headquarters, on the CSD's Electronic General Meeting system, on the Public Disclosure Platform, and on the Company's corporate website at least three weeks prior to the meeting date, the representative submitted a motion proposing that the aforementioned documents not be read aloud at the meeting and instead be deemed to have been read. The aforementioned motion was put to a vote by the shareholders, and a decision was made by a majority vote with 190,042 votes against and 75,848,587 votes in favor.

The Chairman of the Meeting, Mr. **Sedat BOZANOĞLU**, asked if anyone wished to speak regarding the agenda item. No one spoke.

4. The meeting proceeded to the discussion of Agenda Item 4.

The representative of Ata Holding A.Ş. proposed that, since the financial statements for the Company's 2025 fiscal year had been made available for review by shareholders at least three weeks prior to the meeting date at the Company's headquarters, on the CSD's Electronic General Assembly system, the Public Disclosure Platform, and on the Company's corporate website at least three weeks prior to the meeting date. The proposal was submitted to the shareholders for approval and was accepted unanimously by those present.

The Meeting Chair, Mr. **Sedat BOZANOĞLU**, asked if anyone wished to speak regarding the agenda item. No one spoke.

As a result of the vote, it was decided by unanimous consent of the attendees to approve the financial statements for the 2025 fiscal year.

5. The meeting proceeded to the discussion of Agenda Item 5.

The representative of Ata Holding A.Ş. proposed that, since the Company's TSRS-Compliant Sustainability Report for the 2024 fiscal year had been made available for review by shareholders at least three weeks prior to the meeting date at the Company's headquarters, on

the CSD's Electronic General Meeting system, on the Public Disclosure Platform, and on the Company's corporate website at least three weeks prior to the meeting date, the representative of Ata Holding A.Ş. submitted a motion proposing that the aforementioned documents not be read aloud at the meeting but be deemed to have been read. The motion was put to a vote by the shareholders and was approved unanimously by those present.

The Meeting Chair, Mr. **Sedat BOZANOĞLU**, asked if anyone wished to speak regarding the agenda item. No one spoke.

As a result of the vote, it was decided by unanimous consent of the attendees to approve the Board of Directors' TSRS-Compliant Sustainability Report for the 2024 fiscal year.

6. The meeting proceeded to the discussion of Agenda Item 6.

The Board of Directors' proposal regarding the distribution of dividends for the 2025 fiscal year was read aloud and the discussion began.

Pursuant to the decision of our Company's Board of Directors dated 04/09/2026 and numbered 2026/7;

"Based on the consolidated financial statements of our Company for the financial period from January 1, 2025, to December 31, 2025, prepared in accordance with Turkish Financial Reporting Standards (TFRS) and audited by an independent auditor, the net distributable profit for the period, including donations, amounts to 2,053,889,126 TL; however, according to the statutory financial statements prepared in accordance with the provisions of the Tax Procedure Law ("VUK"), it amounts to 505,562,960 TL.

Regarding the distribution of the 2025 profit; in accordance with the Capital Markets Board's regulations on profit distribution, Article 22 of our Articles of Association, and the principles outlined in our Profit Distribution Policy, it was deemed appropriate to distribute profits as specified below, and it was decided to submit the profit distribution proposal to our shareholders for approval at the 2025 Annual General Meeting.

In this context;

1) From the 2025 net profit, the 5% statutory reserve required to be set aside pursuant to Article 519, the 5% statutory reserve required to be set aside, since the current statutory reserve balance in the legal records exceeds the 20% limit of the capital, it was decided not to set aside a statutory reserve for 2025, and from the portion decided for profit distribution, after deducting a 5% capital reserve in accordance with the second paragraph of Article 519 of the Turkish Commercial Code, It is resolved not to set aside the second-tier statutory reserve; from the portion decided for profit distribution, after deducting a 5% profit share of the capital, 10% of the remaining amount shall be set aside as the general statutory reserve (Second-Tier Reserve) in accordance with the second paragraph of Article 519 of the Turkish Commercial Code,

2) Distribution of a gross cash dividend of 93,750,000 TL, corresponding to 100% of the Company's issued capital and 4.57% of the net distributable profit for the fiscal year from January 1, 2025, to December 31, 2025,

3) *Payment of a gross 100% cash dividend per share with a nominal value of 1 TL, and payment of a net dividend at the rate determined after deducting the withholding tax rates specified in tax laws to our fully taxable individual shareholders and partially taxable individual and corporate shareholders,*

4) *The dividend distribution to be made on June 10, 2026,*

5) *Recording the accounting entries using the “extraordinary reserves” account in the amount of 402,906,710 TL remaining after the profit distribution, in accordance with the provisions of the Tax Procedure Code (“VUK”),”*

has been proposed.

The Chairman of the Meeting, Mr. **Sedat BOZANOĞLU**, asked if anyone wished to speak regarding the agenda item. No one spoke.

The aforementioned proposal was submitted for the approval of our shareholders, and it was decided by a majority vote—with 210 votes against and 76,038,419 votes in favor—to approve the proposal regarding the profit distribution for the 2025 fiscal year as presented, to carry out the profit distribution as specified in the proposal, and to authorize the Board of Directors to execute the relevant transactions and procedures related to the profit distribution.

7. The meeting proceeded to the discussion of Agenda Item 7.

The discharge of the Board of Directors members for their activities and transactions during the 2025 fiscal year was submitted to the General Assembly for approval (*the Board of Directors members did not vote in the discharge vote*).

The Meeting Chair, Mr. **Sedat BOZANOĞLU**, asked if anyone wished to speak regarding the agenda item. No one spoke.

The meeting proceeded to a vote. As a result of the vote, all Board of Directors members who served during the 2025 fiscal year were discharged by unanimous consent of the attendees.

8. The meeting proceeded to the discussion of Agenda Item 8.

The number of Board of Directors members is to be increased from 5 to 6, with the terms of the current 5 members continuing unchanged; the following individual, proposed as a Board of Directors member representing Group (A) shares:

It was unanimously resolved by the attendees that **Ziya Murat DEMİREL**, a Turkish citizen, holder of Turkish ID number , residing at , be appointed as an additional member of the Board of Directors until 02.12.2027, and that the Board of Directors shall continue with 6 members.

One of our shareholders, **Orhan ÇAKAR**, took the floor and asked, “*What will be the role of the additional member?*”

Our CEO, Mr. **Ümit CİNALİ**, took the floor and stated: “*Our Board of Directors currently has five members, primarily representing our partners in the holding and technology sectors.*

We needed the support of a Board member who is financially strong and open to the outside world. For this reason, it was decided that he should join the Board of Directors.”

9. The meeting proceeded to the discussion of Agenda Item 9.

In accordance with Capital Markets Board regulations, shareholders were informed about the “Compensation Policy” regarding the compensation principles for Board Members and Executives with Administrative Responsibilities (**Appendix 1: Compensation Policy**).

The Chair of the Meeting, Mr. Sedat BOZANOĞLU, asked if anyone wished to speak regarding the agenda item. No one spoke.

10. The meeting proceeded to the discussion of Agenda Item 10.

The matters regarding the payment of compensation to Board Members and Independent Board Members were discussed.

It was decided by a majority vote, with 190,042 votes against and 75,848,587 votes in favor, to pay Independent Board Members a monthly net amount of 72,000 TL and not to pay attendance fees to Board Members other than the Independent Board Members.

11. The meeting proceeded to the discussion of Agenda Item 11.

In accordance with the Turkish Commercial Code, the regulations of the Capital Markets Board, and the Public Oversight, Accounting, and Auditing Standards Authority (“KGK”); as proposed by the Board of Directors; located at Maslak Mah. Saat St., Spine Tower Site No. 5, Interior Door No. 216, Sarıyer / Istanbul, registered in the Istanbul Trade Registry under No. 206580-0, and registered with the Bosphorus Corporate Tax Office under No. 4430028598, with MERSIS number 0443002859800014, Güreli Yeminli Mali Müşavirlik ve Bağımsız Denetim Hizmetleri A.Ş., to conduct the mandatory sustainability assurance audit of the financial statements for the 2026 fiscal year, as well as to carry out other activities within the scope of relevant regulations, including but not limited to the mandatory sustainability assurance audit of the report to be prepared for 2026 in accordance with the Turkey Sustainability Reporting Standards , and to conduct other activities within the scope of relevant regulations, including but not limited to the mandatory sustainability assurance audit for the 2026 report, was approved by unanimous consent of the meeting participants.

12. The meeting proceeded to discuss Agenda Item 12.

In 2025, a total of 283,268 TL will be allocated to the Turkish Education Foundation (4,000 TL), the Foundation for the Evaluation of Women’s Labor (16,470 TL), 22,500 TL to the ITU Development Foundation, and 240,298 TL to the Digitalization in Energy Association, for a total of 283,268 TL. Additionally, it was decided by a majority vote—with 190,042 votes against and 75,848,587 in favor—to set the upper limit for the Company’s donations in 2026 at 4,000,000 TL.

13. The discussion moved to Agenda Item 13.

The General Assembly was informed regarding the income or benefits derived from guarantees, pledges, mortgages, and sureties provided by the Company in favor of third parties in 2025.

14. The meeting proceeded to the discussion of Agenda Item 14.

Information was provided to the General Assembly regarding transactions conducted with related parties in 2025, as outlined in Section 3 of the Capital Markets Board's Corporate Governance Regulation (II-17.1) on Transactions with Related Parties.

15. The discussion moved on to Agenda Item 15.

Information was provided to the General Assembly regarding transactions conducted by shareholders holding controlling interests, members of the Board of Directors, executives with managerial responsibilities, and their spouses and relatives up to the second degree of consanguinity or affinity, in accordance with Corporate Governance Principle No. 1.3.6, as set forth in the annex to the Capital Markets Board's Corporate Governance Communiqué No. (II-17.1).

16. The discussion proceeded to Agenda Item 16.

The matter of granting permission to Board of Directors members to conduct transactions as specified in Articles 395-396 of the Turkish Commercial Code was opened for discussion.

The Chair of the Meeting, Mr. **Sedat BOZANOĞLU**, asked if anyone wished to speak. It was noted that no one wished to speak.

Shareholders were informed that there were no transactions or competitive activities by Board of Directors members that could give rise to a conflict of interest with the company. As a result of the discussion and voting, it was decided by unanimous consent of the participants to grant the Board of Directors members permission to conduct the transactions specified in Articles 395 and 396 of the Turkish Commercial Code. *(The Board of Directors members did not vote in the ballot.)*

17. The meeting proceeded to the discussion of Agenda Item 17.

It was reported to the shareholders that, within the framework of the Company's current share buyback program, a total of 42,116,816.-TL worth of shares were purchased in 2025, consisting of 507,440 shares acquired at an average cost of 83 TL.

18. The meeting proceeded to the "Comments and Recommendations" section.

Shareholder **Gizem HAYDAROĞLU** took the floor and said, *"You generated a nice return from Ata Express. Do you have similar investment plans for the future?"*

Company CEO **Ümit CİNALİ** took the floor and said: *"The acquisition of Ata Express shares has resulted in significant value appreciation. It is a company that continues to grow despite competition, thanks to its internal customer base and expansion into external markets. As you know, it has two main divisions: the Motor and Mobile sectors, specifically 'Tıkla Gelsin.' We believe these two areas will contribute to financial growth and positively impact our company."*

Shareholder **Orhan ÇAKIR** took the floor and asked: *"Do you have any growth expectations for 2026?"*

Ümit CİNALİ took the floor: *“As you know, we shared a presentation with our investors at the end of the year. We are doing our best to meet the targets outlined in that presentation. We are also working to cope with the current global agenda and the effects of the war, among other factors.”*

Shareholder **Onur TEKİN** asked, *“Do you have any plans for a stock split?”*

Ümit CİNALİ responded: *“That matter is at the discretion of the board of directors. We are evaluating requests from investors.”*

Shareholder **Turgut DOĞANÇALI** asked, *“What is the most exciting development for your company in 2026?”*

Ümit CİNALİ took the floor: *“Mr. Chairman, Esteemed Members of the Board of Directors, and Valued Shareholders,*

Today, I am pleased to share ATP’s 2025 operations with you.

2025 was not only a year in which we achieved strong financial results; it was also a period during which we presented our long-term value creation approach within a comprehensive framework. In this context, we published our first Integrated Activity Report. This report, which brings together our operations, strategic priorities, sustainability approach, and the value we create for our stakeholders under one roof, also holds the distinction of being the first integrated activity report in our sector prepared in compliance with TSRS.

In 2025, thanks to our investments and the valuable contributions of our employees, our consolidated revenue reached 5.7 billion TL, while our EBITDA increased by 420% to 4.1 billion TL. Our parent company’s net profit increased by 259% on a real basis to 2.1 billion TL. Additionally, our subsidiary ATP Capital’s increase in its ownership stake in Ata Express from 1% to 90% as of the second quarter also contributed positively to our results.

Despite the Turkish Lira maintaining its strong position against the dollar, we generated 26% of our revenue from international markets. We succeeded in further strengthening our financial resilience by increasing the proportion of monthly recurring revenue in our revenue structure from 54% in 2024 to 61% in 2025. Additionally, the fact that 46% of our operating revenue is denominated in foreign currencies indicates that macroeconomic stabilization will contribute positively to our financials in the coming period.

2025 was a significant year in which we achieved tangible results in line with our globalization strategy. Through sales in six countries across Sub-Saharan Africa, we made a strong start in this market with high growth potential. By the end of the year, we had completed installations at 200 locations in this market, which we project will expand to thousands of locations by 2026 and beyond. Within our international activities in the capital markets sector, while deepening the success we achieved in Azerbaijan, we are resolutely continuing our efforts to extend this success to other regions.

The year 2025 marked a pivotal year for the software sector, as artificial intelligence moved beyond being merely a technological trend to redefine business models and competitive dynamics—transforming the industry itself. At ATP, we view this transformation not merely as an adaptation process but as a strategic opportunity to assume a leadership role. In this context,

we enhanced our operational efficiency throughout the year by integrating artificial intelligence and automation solutions into our product development, resource planning, and service processes.

Our enterprise AI platform, AiX, was launched to enable our customers to use generative AI solutions securely and scalably within their own infrastructure. Meanwhile, the FinX platform, developed under ATP Tradesoft, enables the comprehensive end-to-end management of critical processes—from sales to risk management, and from accounting to compliance—through its real-time data analytics and AI-powered architecture.

Through our affiliate ATP Capital, we continued to expand our ecosystem for the hospitality sector by investing in technology-focused startups. With investments in AtaExpress, Menulux, and CloudOne, we are broadening our product portfolio and building a structure focused on scalable business models. The value created by the growth of these investments contributes to our consolidated financial performance while also supporting our long-term growth potential.

Sustainability remains an integral part of ATP's business model. Through our ATP GreenX platform, we support companies in managing their carbon and green energy processes. In line with our global growth objectives, we aim to establish a presence in this active market by enabling our platform's access to international markets through the integration we have initiated with the European Energy Exchange (EEX), one of Europe's leading energy exchanges.

As a company leading our industries, we develop the innovative technology solutions and services necessary for their transformation. We serve leading brands in both the Turkish and global markets across all our business areas. Under our Zenia brand, we provide solutions to the world's leading brands in the fast-food restaurant sector on a global scale. Through our ecosystem companies, we are expanding our hospitality solutions portfolio and building a globally competitive structure by addressing our customers' end-to-end needs.

In 2026, we will steadfastly continue our technology and innovation-driven growth strategy. Through our investments in artificial intelligence, cloud technologies, and sustainability, we aim to enhance our operational efficiency and deliver greater value to our customers.

Our dividend policy remains in effect for our 2025 operations. In this context, our Board of Directors, at its meeting held in April 2026, decided to distribute a gross dividend of 1.00 TL per share from the 2025 distributable profit, to be presented to the General Assembly.

Dear Shareholders, the results we achieved in 2025 are the product of the strategies we have adopted and our teamwork. On behalf of ATP, I would like to thank all my colleagues, our business partners, and you, our valued shareholders, for your contributions to this success.

We will continue our efforts without pause to expand into new markets, increase the share of our international revenues, and make our products more competitive on a global scale. By acquiring new customers and developing additional solutions for our existing customers, we aim to create opportunities and grow our market share.

In the coming period, we will continue to work together to build a stronger, more global, and more innovative ATP.

“Thank you all for attending our general meeting,” he said.

Meeting Chair **Sedat BOZANOĞLU** took the floor and said: *“It was a productive and successful general meeting. Thank you for your participation. I hope that 2026 will be even more prosperous and successful than this year’s financial results. May it bring good fortune.”*

Since no one else requested to speak, the meeting was adjourned at 2:46 PM, as announced by the Meeting Chair.

Ministry Representative
Senem ERSÖZ

Meeting Chair
Sedat BOZANOĞLU

Secretary
Zeynep Naz OLUTAŞ

Vote Counter Officer
Huriye TAM

Appendix 1: Compensation Policy

COMPENSATION POLICY

The purpose of the compensation policy is to determine the compensation principles for the board of directors and senior executives, taking into account the Company's long-term objectives and in compliance with the regulations to which the Company is subject and the provisions of the Articles of Association.

The Company complies with the Capital Markets Law No. 6362, the Turkish Commercial Code No. 6102, capital markets legislation, and other relevant laws and regulations regarding compensation; it strives to implement the principles of Corporate Governance.

The compensation principles for board members and senior executives are presented to shareholders as a separate item on the agenda of the general meeting, thereby providing shareholders with the opportunity to express their views on the matter. The compensation policy prepared for this purpose is published on the Company's corporate website.

Our company may pay a fixed monthly fee or attendance allowance to members of the Board of Directors. The amount to be paid is determined at the General Assembly meeting.

A fixed fee is determined annually at the regular General Meeting of Shareholders, applicable to all independent board members.

In the remuneration of independent board members, who are expected to provide effective support to the company's board of directors on all matters related to the company's operations, profit shares, stock options, or performance-based payment plans may not be used. Care is taken to ensure that the remuneration of independent board members is at a level that preserves their independence.

Payments to independent board members are made on a pro-rata basis, taking into account the period they served as of their appointment and resignation dates.

Senior Executive compensation consists of two components: a fixed portion and a performance-based portion.

Fixed compensation for Senior Executives is determined in accordance with international standards and legal obligations, taking into account macroeconomic data in the market, prevailing compensation policies, the company's size and long-term objectives, and the individuals' positions.

Senior Executive performance-based compensation is calculated based on the bonus base, company performance, and individual performance. Information regarding the criteria is summarized below:

- **Bonus Base:** Bonus bases are updated at the beginning of each year and vary depending on the scope of the executive's role. When updating bonus bases, prevailing executive bonus policies in the market are taken into account.
- **Company Performance:** Company performance is determined by measuring the financial and operational targets (revenue, EBITDA, profitability, customer

satisfaction, international operations, efficiency, etc.) set for the company at the beginning of each year by the end of the period. When setting company targets, the principles of ensuring sustainable success and incorporating improvements compared to previous years are given significant consideration.

- **Individual Performance:** In determining individual performance, we take into account not only company-wide objectives but also goals related to employees, customers, processes, technology, and long-term strategy. When measuring individual performance, we adhere to the principle of long-term sustainable improvement—in line with company performance—even beyond financial metrics.

In the event of the departure of our company's senior executives, a severance payment may be made based on the length of service, the duration served as a senior executive, the contributions made, the final target bonus prior to the departure date, and the salary and bonus information paid in the last year. Bonus payments may be made in cash and/or other benefits to be determined at the discretion of the Board of Directors.

Salaries paid to Board of Directors members and managers with administrative responsibilities, along with all other benefits provided to them, are disclosed to the public through the annual report.