

ATP YAZILIM VE TEKNOLOJİ ANONİM ŞİRKETİ
DRAFT AMENDMENT TO THE ARTICLES OF ASSOCIATION

OLD TEXT	NEW TEXT
Article: 7- <u>CAPITAL</u>: a) General Provisions: The Company has accepted the registered capital system in accordance with the provisions of the CML and has switched to the registered capital system with the permission of the Capital Markets Board dated 25.03.2021 and numbered 15/474. The registered capital ceiling of the Company is 200.000.000.-TL (Two Hundred Million Turkish Lira) and this capital is divided into 200.000.000.000 (Two Hundred Million) shares with a nominal value of 1.-TL (One Turkish Lira) each. The authorisation for the registered capital ceiling granted by the Capital Markets Board is valid for the years 2021-2025 (5 years). Even if by the end of 2025 the permitted registered capital ceiling has not been reached, in order for the Board of Directors to take a capital increase decision after 2025, it is obligatory to obtain authorisation from the General Assembly for a new period not exceeding 5 (Five) years by obtaining permission from the Capital Markets Board for the previously permitted ceiling or a new ceiling amount. In case the said authorisation is not obtained, no capital increase can be made with the decision of the Board of Directors. The issued capital of the Company is TL 93,750,000 (Ninety-three million seven hundred and fifty thousand Turkish Liras) and the said issued capital has been paid in full and in cash, free of collusion. This capital is divided into a total of 93,750,000 (ninety-three million seven hundred and fifty thousand) shares, of which 10,000,000 (ten million) are Group (A) shares and 83,750,000 (eighty-three million seven hundred and fifty thousand) are Group (B) shares, each with a nominal value of 1.-TL (One Turkish Lira). (A) Group Shares are registered shares and (B) Group Shares are bearer shares. b) Share Privileges: Group (A) shares have the privileges set forth in these Articles of Association, and Group (B) shares do not have any privileges.	Article: 7- <u>CAPITAL</u>: a) General Provisions: The Company has accepted the registered capital system in accordance with the provisions of the CML and has switched to the registered capital system with the permission of the Capital Markets Board dated 25.03.2021 and numbered 15/474. The registered capital ceiling of the Company is <u>45 0.000.000.-TL (Four hundred and fifty million Turkish Liras)</u> and this capital is divided into <u>450.000.000 (Four hundred and fifty million)</u> shares with a nominal value of 1.-TL (One Turkish Lira) each. The authorisation for the registered capital ceiling granted by the Capital Markets Board is valid for the years <u>2025-2029</u> (5 years). Even if by the end of <u>2029</u> the permitted registered capital ceiling has not been reached, in order for the Board of Directors to take a capital increase decision after <u>2029</u>, it is obligatory to obtain authorisation from the General Assembly for a new period not exceeding 5 (Five) years by obtaining permission from the Capital Markets Board for the previously permitted ceiling or a new ceiling amount. In case the said authorisation is not obtained, no capital increase can be made with the decision of the Board of Directors. The issued capital of the Company is TL 93,750,000 (Ninety-three million seven hundred and fifty thousand Turkish Liras) and the said issued capital has been paid in full and in cash, free of collusion. This capital is divided into a total of 93,750,000 (ninety-three million seven hundred and fifty thousand) shares, of which 10,000,000 (ten million) are Group (A) shares and 83,750,000 (eighty-three million seven hundred and fifty thousand) are Group (B) shares, each with a nominal value of 1.-TL (One Turkish Lira). (A) Group Shares are registered shares and (B) Group Shares are bearer shares.

c) Capital Increase and Share Tracking: The capital of the Company may be increased or decreased within the framework of the provisions of the Turkish Commercial Code and capital markets legislation . No new shares may be issued unless the issued shares are fully sold and their prices are paid or the unsold shares are cancelled. Shares representing the capital are monitored in dematerialised form within the framework of dematerialisation principles. In capital increases to be made, Group (A) registered shares shall be issued in exchange for Group (A) shares and Group (B) bearer shares shall be issued in exchange for Group (B) shares. In capital increases, bonus shares are distributed to the existing shares on the date of the increase without any distinction of group. The Board of Directors is authorised to increase the issued capital by issuing new shares up to the upper limit of the registered capital, to issue shares above or below their nominal value, to restrict the rights of privileged shareholders and to restrict the rights of shareholders to acquire new shares partially or completely and to take decisions on these matters whenever it deems necessary in accordance with the provisions of the Capital Markets Law and capital markets legislation. The authorisation to restrict the rights to acquire new shares cannot be used in a way to cause inequality among the shareholders.	b) Share Privileges: Group (A) shares have the privileges set forth in these Articles of Association and Group (B) shares do not have any privileges. c) Capital Increase and Share Tracking: The capital of the Company may be increased or decreased within the framework of the provisions of the Turkish Commercial Code and capital markets legislation . No new shares may be issued unless the issued shares are fully sold and their prices are paid or the unsold shares are cancelled. Shares representing the capital are monitored in dematerialised form within the framework of dematerialisation principles. In capital increases to be made, Group (A) registered shares shall be issued in exchange for Group (A) shares and Group (B) bearer shares shall be issued in exchange for Group (B) shares. In capital increases, bonus shares are distributed to the existing shares on the date of the increase without any distinction of group. The Board of Directors is authorised to increase the issued capital by issuing new shares up to the upper limit of the registered capital, to issue shares above or below their nominal value, to restrict the rights of privileged shareholders and to restrict the rights of shareholders to acquire new shares partially or completely and to take decisions on these matters whenever it deems necessary in accordance with the provisions of the Capital Markets Law and capital markets legislation. The authorisation to restrict the rights to acquire new shares cannot be used in a way to cause inequality among the shareholders.
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