KAMUYU AYDINLATMA PLATFORMU

FONET BİLGİ TEKNOLOJİLERİ A.Ş.
Corporate Governance Information Form
2025 - Annual Notification

Summary

Corparete Governance Information Form 2025

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	4 piece.
1.2. Right to Obtain and Examine Information	
The number of special audit request(s)	There has not been any such situtation.
The number of special audit requests that were accepted at the General Shareholders' Meeting	There has not been any such situtation.
1.3. General Assembly	
Link to the PDP announcement that demonstrates the information requested by Principle 1.3.1. (a-d)	https://www.kap.org.tr/en/Bildirim/1405906
Whether the company provides materials for the General Shareholders' Meeting in English and Turkish at the same time	Only in Turkish.
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	There has not been any such situtation.
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)	There has not been any such situtation.
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)	There has not been any such situtation.
The name of the section on the corporate website that demonstrates the donation policy of the company	Investor Relations / Policies / Donation and Aid Policy
The relevant link to the PDP with minute of the General Shareholders' Meeting where the donation policy has been approved	https://www.kap.org.tr/en/Bildirim/1422003
The number of the provisions of the articles of association that discuss the participation of stakeholders to the General Shareholders' Meeting	NA
Identified stakeholder groups that participated in the General Shareholders' Meeting, if any	https://www.kap.org.tr/en/Bildirim/1422003
1.4. Voting Rights	
Whether the shares of the company have differential voting rights	Evet (Yes)
	A) group shareholders have 15 voting rights for each share, and (B) group

In case that there are voting privileges, indicate the owner and percentage of the voting majority of shares.	shareholders have 1 voting right for each share in the company's ordinary and extraordinary general assembly meetings.
The percentage of ownership of the largest shareholder	% 38,35
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.	-
1.6. Dividend Right	
The name of the section on the corporate website that describes the dividend distribution policy	Investor Relations / Policies / Profit Distribution Policy
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.	It proceeded to item number 10 of the agenda regarding the discussion and decision of the Board's proposal not to distribute the profits for the year 2024. Decision No. 2025/03 dated 12.03.2025 by our Board of Directors pursuant to the provisions of Turkish Commercial Code and the Capital Markets Board within the framework of Turkey Accounting / Financial Reporting Standards and prepared in accordance Eren Independent Auditor and Certified Financial Consulting Inc. According to our financial statements for the fiscal period 01.01.2024 - 31.12.2024, the remaining profit after allocating general legal reserves from the profit obtained as a result of the activities of 2024, giving the information that a total of 150.239.241,00 Turkish Liras has been obtained. The proposal to keep the company in the account of previous years' profits was presented to the approval of the General Assembly, and it was was unanimously accepted with votes.

PDP link to the related general shareholder meeting minutes in case the board of directors proposed to the general assembly not to distribute dividends	https://www.kap.org.tr/en/Bildirim/1422003

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
09/04/2025	0	% 38,47	% 38,47	% 0	Investor Relations / General Assembly / Meeting Minutes of 2024	Investor Relations / General Assembly / Meeting Minutes of 2024	Agenda No:13	29	https://www.kap.org.tr/en/Bildirim/1422003

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
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 / Corporate Management / Capital Structure
List of languages for which the website is available	Turkish -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	Board of Directors
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	Committees Established within the Board of Directors
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	Board of Directors
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	Financial Condition of the Company
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	There are no significant lawsuits filed against our company that could affect our company's financial status and activities.
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	There has not been any such situtation.

	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%	-
	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	Human Resources

3. STAKEHOLDERS

3. STAKEHOLDERS	
3.1. Corporation’s Policy on Stakeholders	
The name of the section on the corporate website that demonstrates the employee remedy or severance policy	The company does not have any compensation policy.
The number of definitive convictions the company was subject to in relation to breach of employee rights	NA
The position of the person responsible for the alert mechanism (i.e. whistleblowing mechanism)	Manager of Human Resources
The contact detail of the company alert mechanism	The Human Resources Department can be reached by calling 312 438 49 19.
3.2. Supporting the Participation of the Stakeholders in the Corporation’s Management	
Name of the section on the corporate website that demonstrates the internal regulation addressing the participation of employees on management bodies	Investor Relations / Policies / Stakeholder Policy
Corporate bodies where employees are actually represented	NA
3.3. Human Resources Policy	
The role of the board on developing and ensuring that the company has a succession plan for the key management positions	The board makes suggestions and recommendations in developing a succession plan for key management positions.
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.	Human Resources / 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.	Human Resources / HR Policy

The number of definitive convictions the company is subject to in relation to health and safety measures	NA
3.5. Ethical Rules and Social Responsibility	
The name of the section on the corporate website that demonstrates the code of ethics	Investor Relations / Policies
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 / Policies / Stakeholder Policy
Any measures combating any kind of corruption including embezzlement and bribery	Investor Relations / Policies / Ethics Policy

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	NA
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	Board of Directors President - Abdülkerim GAZEN
Number of reports presented by internal auditors to the audit committee or any relevant committee to the board	In the organizational structure of our company , a separate Internal Control Unit has not been established as the Committee's work is considered sufficient in terms of Internal Control System. In addition, although there are practices to establish internal control within the working principles of our company; in the future, it will be evaluated to establish a separate Internal Control unit in line with the growth of our company scale.
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	NA
Name of the Chairman	Abdülkerim GAZEN
Name of the CEO	Mehmet GAZEN / Şahin AYDIN
If the CEO and Chair functions are combined: provide the link to the relevant PDP annoucement providing the rationale for such combined roles	There has not been any such situtaion.
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	NA

The name of the section on the corporate website that demonstrates current diversity policy targeting women directors	NA
The number and ratio of female directors within the Board of Directors	Number: 2 Percentage: 29%

Composition of Board of Directors

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
ABDÜLKERİM GAZEN	İcrada görevli (Executive)	Bağımsız üye değil (Not independent director)	10/01/2001		Değerlendirilmedi (Not considered)	Hayır (No)	Evet (Yes)
YASEMİN ŞAH	İcrada görevli (Executive)	Bağımsız üye değil (Not independent director)	24/07/2015		Değerlendirilmedi (Not considered)	Hayır (No)	Evet (Yes)
EMRE SEZGİN	İcrada görevli (Executive)	Bağımsız üye değil (Not independent director)	24/07/2015		Değerlendirilmedi (Not considered)	Hayır (No)	Hayır (No)
DANIEL ANDERS HENRIK WERNER	İcrada Görevli Değil (Non-executive)	Bağımsız üye değil (Not independent director)	29/04/2016		Değerlendirilmedi (Not considered)	Hayır (No)	Hayır (No)
NİSABEYİM GAZEN	İcrada Görevli Değil (Non-executive)	Bağımsız üye değil (Not independent director)	15/04/2019		Değerlendirilmedi (Not considered)	Hayır (No)	Hayır (No)
MUHAMMET ALİ AKCAYOL	İcrada Görevli Değil (Non-executive)	Bağımsız üye (Independent director)	10/05/2023	https://www.kap.org.tr/en/Bildirim/1137018	Değerlendirildi (Considered)	Hayır (No)	Evet (Yes)
SİNAN ALTAN KOCAMAN	İcrada Görevli Değil (Non-executive)	Bağımsız üye (Independent director)	09/04/2025	https://www.kap.org.tr/en/Bildirim/1405883	Değerlendirildi (Considered)	Hayır (No)	Evet (Yes)

4. BOARD OF DIRECTORS-II

4. BOARD OF DIRECTORS-II	
4.4. Meeting Procedures of the Board of Directors	
Number of physical or electronic board meetings in the reporting period	23
Director average attendance rate at board meetings	% 90
Whether the board uses an electronic portal to support its work or not	Hayır (No)
Number of minimum days ahead of the board meeting to provide information to directors, as per the board charter	It is ensured that information and documents are sent to all members within a reasonable time.
The name of the section on the corporate website that demonstrates information about the board charter	There are internal rules that determine how the Board of Directors meetings will be held. However, these are not available on the corporate website.
Number of maximum external commitments for board members as per the policy covering the number of external duties held by directors	NA
4.5. Board Committees	
Page numbers or section names of the annual report where information about the board committees are presented	Committees Establieshed within the Board of Directors
Link(s) to the PDP announcement(s) with the board committee charters	https://www.kap.org.tr/en/Bildirim/1422270

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)	-	Muhammet Ali AKCAYOL	Evet (Yes)	Yönetim kurulu üyesi (Board member)

Denetim Komitesi (Audit Committee)	-	Sinan Altan KOCAMAN	Hayır (No)	Yönetim kurulu üyesi (Board member)
Kurumsal Yönetim Komitesi (Corporate Governance Committee)	-	Muhammet Ali AKCAYOL	Evet (Yes)	Yönetim kurulu üyesi (Board member)
Kurumsal Yönetim Komitesi (Corporate Governance Committee)	-	Emre SEZGİN	Hayır (No)	Yönetim kurulu üyesi (Board member)
Kurumsal Yönetim Komitesi (Corporate Governance Committee)	-	Meltem KAVAK	Hayır (No)	Yönetim kurulu üyesi değil (Not board member)
Riskin Erken Saptanması Komitesi (Committee of Early Detection of Risk)	-	Sinan Altan KOCAMAN	Evet (Yes)	Yönetim kurulu üyesi (Board member)
Riskin Erken Saptanması Komitesi (Committee of Early Detection of Risk)	-	Emre SEZGİN	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)	Committees Establieshed within the Board of Directors
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)	Committees Establieshed within the Board of Directors
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)	The duties of the Nomination Committee are carried out by the Corporate Governance Committee.
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)	Committees Establieshed within the Board of Directors
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)	The duties of the Remuneration Committee are carried out by the Corporate Governance Committee.
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)	Financial Condition of the Company
Specify the section of website where remuneration policy for executive and non-executive directors are presented.	Investor Relations / Policies
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)	Policies

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	5	5
Kurumsal Yönetim Komitesi (Corporate Governance Committee)	-	% 67	% 33	3	3
Riskin Erken Saptanması Komitesi (Committee of Early Detection of Risk)	-	% 50	% 50	7	7