

F O N E T  
INFORMATION TECHNOLOGY

A C T I V I T Y   R E P O R T

2022



STRONG EXPERIENCE INNOVATIVE TECHNOLOGY

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## **CONVENIENCE TRANSLATION INTO ENGLISH OF INDEPENDENT AUDITOR'S REPORT ON THE BOARD OF DIRECTORS' ANNUAL REPORT ORIGINALLY ISSUED IN TURKISH**

**To the General Assembly of Fonet Bilgi Teknolojileri Anonim Şirketi**

### **1. Opinion**

We have audited the annual report of Fonet Bilgi Teknolojileri Anonim Şirketi (the “Company”) for the accounting period of 01 January – 31 December 2022 period.

In our opinion, the financial information and the analysis made by the Board of Directors by using the information included in the audited financial statements regarding the Company’s position in the Board of Directors’ Annual report are consistent and presented fairly, in all material respects, with the audited full set financial statements and with the information obtained in the course of independent audit.

### **2. Basis for Opinion**

Our independent audit was conducted in accordance with the Independent Standards on auditing that are part of Turkish Standards on Auditing (the “TSA”) issued by the Public Oversight Accounting and Auditing Standards Authority (“POA”). Our responsibilities under those standards are further described in the Auditor’s Responsibilities in the Audit of the Board of Directors’ Annual Report section of our report. We hereby declare that we are independent of the Company in accordance with the Ethical Rules for Independent Auditors (the “Ethical Rules”) and the ethical requirements regarding independent audit in regulations issued by POA that are relevant to our audit of the financial statements. We have also fulfilled our other ethical responsibilities in accordance with the Ethical Rules and regulations. We believe that the audit evidence we have obtained during the independent audit provides a sufficient and appropriate basis for our opinion.

### **3. Our Audit Opinion on the Full Set Financial Statements**

We expressed an unqualified opinion in the auditor’s report dated 13 March 2023 on the full set financial statements for the 1 January – 31 December period.

#### 4. Board of Director's Responsibility for the Annual Report

Company management's responsibilities related to the annual report according to the Articles 514 and 516 of Turkish Commercial Code ("TCC") No. 6102 and Capital Markets Board's ("CMB") Communiqué Serial II, No: 14.1, "Principles of Financial Reporting in Capital Markets" (the "Communiqué") are as follows:

- a) To prepare the annual report within the first three months following the balance sheet date and present it to the general assembly;
- b) To prepare the annual report to reflect the Company's operations in that year and the financial position in a true, complete, straightforward, fair and proper manner in all respects. In this report financial position is assessed in accordance with the financial statements. Also, in the report, developments and possible risks which the Company may encounter are clearly indicated. The assessments of the Board of Directors in regard to these matters are also included in the report.
- c) To include the matters below in the annual report:
  - Events of particular importance that occurred in the Company after the operating year,
  - The Company's research and development activities,
  - Financial benefits such as salaries, bonuses, premiums and allowances, travel, accommodation and representation expenses, benefits in cash and in kind, insurance and similar guarantees paid to members of the Board of Directors and senior management.

When preparing the annual report, the Board of Directors considers secondary legislation arrangements enacted by the ministry of Customs and Trade and other relevant institutions.

#### 5. Independent Auditor's Responsibility in the Audit of the Annual Report

Our aim is to express an opinion and issue a report comprising our opinion within the framework of TCC and Communiqué provisions regarding whether or not the financial information and the analysis made by the Board of Directors by using the information included in the audited financial statements in the annual report are consistent and presented fairly with the audited financial statements of the Company and with the information we obtained in the course of independent audit.

Our audit was conducted in accordance with the TSAs. These standards require that ethical requirements are complied with and that the independent audit is planned and performed in a way to obtain reasonable assurance of whether or not the financial information and the analysis made by the Board of Directors by using the information included in the audited financial statements in the annual report are consistent and presented fairly with the audited financial statements and with the information obtained in the course of audit.

Eren Bağımsız Denetim A.Ş.  
Member Firm of GRANT THORNTON International



Nazım Hikmet  
Partner

Istanbul, 13 March 2023



## Message from the Chairman of the Board

Dear stakeholders, valuable business partners and dear colleagues,

We left behind another year in which the developments in technology accelerated exponentially and added new sociological phenomenon to our lives, full of, successful year in which we achieved our goals.

In this period when Industry 4.0 is in every aspect of our lives, we have already started to talk about the Industry 5.0 revolution, which will be caused by community-oriented unmanned technologies that will create the new age. Undoubtedly, health informatics is one of the most important fields that are developing the most and will continue to develop rapidly.

As a result of smart devices that are constantly developing and reduced-size with newly discovered technologies; The majority of developments such as remote health monitoring, wearable technologies, predictive medical devices are provided by the developments in software technologies together with the development of hardware.

We follow the developing technologies closely and constantly update the products and services we offer. By accelerating our artificial intelligence studies, we carry the development level of our products and services to different areas. With our work, we will have started the transformation process of the digital transformation in the field of health.

We are rapidly continuing our studies for country-based end-to-end health and related insurance systems that we started last year. Towards the end of this year, we aim to start the first implementation process of these products. These products and know-how we will have been make a very important contribution to the development process of our company abroad.

We will continue to grow at domestic and abroad with the aim of constantly increasing our product and service quality and differentiation. The developments and successful results these we have exhibited are our biggest motivation source.

We would like to thank all our colleagues, business partners and stakeholders who believed in us and gave us strength in order to achieve the goals we have set since our establishment.

Kind regards,

**Abdülkerim Gazen**  
Chairman of the Board



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## ABOUT US

Fonet Information Technologies Inc. (the company) is subject to the laws of the Republic of Turkey, the Capital Markets Law, Turkish Commercial Code and relating to the establishment of joint stock companies. Therefore, it operates in accordance with the provisions contained in the Turkish Commercial Code and especially the provisions contained in the articles of Association of the company and on condition that it stays within the scope of business.

Accordingly, the main business issue of the company is "IT Sector" and its activity is defined in detail in Article 3 titled purpose and subject of the articles of association.

<b>Trade Name</b>	Fonet Bilgi Teknolojileri Anonim Şirketi
<b>Establishment Date</b>	10.01.2001
<b>Area of Activity</b>	Software/Informatics
<b>Capital Receipts</b>	40.000.000 TL
<b>Address</b>	Kızılırmak Mahallesi 1445. Sokak No: 2B/1 The Paragon Tower Çankaya / ANKARA-TÜRKİYE
<b>Phone Number</b>	+90 312 438 59 19
<b>Fax</b>	+90 312 440 36 52
<b>Trade Registration Number</b>	350735
<b>E-mail Address</b>	fonet@fonetbt.com
<b>Web Address</b>	www.fonetbt.com

FONET; has been founded in 1997 to serve in the field of health informatics. It is an IT company that became a limited liability corporation in 2001 and a joint stock company in 2011. It provides information management systems, system integration, consultancy and turnkey project services in the field of health informatics. As the leader of the sector with hundreds of projects it has realized, with its main field of activity being health informatics, it can also take part in different informatics projects related to its field expertise.

Our company that carries out intensive efforts to use information technologies in the health sector and to have health organizations serving in international standards, is leading the digitalization processes of health organizations through its developing technology and R&D activities.

Our company by providing that all medical, administrative and financial business processes of hospitals are managed within a digital structure with innovative technologies and dynamic staff developed, aims to enable health professionals and managers with an effective working and managing environment and to improve health service quality.

## OUR MISSION

Developing advanced technology and also develop, in this way, we aim to strengthen our country's position in the global market by contributing to the Turkish economy.



## OUR VISION

In addition to being a leading company in the sector, providing development and transformation with advanced technologies in the information sector, constantly increasing the value it creates for its customers, providing quality service with its technology knowledge, competent staff, entrepreneurial and customer-oriented approach, it also aims to guide health informatics in the international arena.

## SUBSIDIARIES & OUR BRANCHES

### SUBSIDIARIES

PiData Bilişim Teknolojileri Anonim Şirketi, which is owned by 100% FONET, was established in 2018 in order to realize our goal of investing in project development and other information technologies other than HIS (Hospital Information System).



#### Activity Areas of PiData:

- ▶ To make R&D researches
- ▶ To research and develop value added products are needed in the market
- ▶ To develop products other than HIS (expert system, hardware components, etc.) which can create added value in Healthcare IT sector
- ▶ Developing IT solutions for private sector
- ▶ Developing e-State projects

### BRANCHES

We have three branches, İstanbul, Şanlıurfa and Ankara Hacettepe Teknokent and our liaison office in Stockholm, the capital of Sweden.

#### ANKARA HEAD QUARTER

Kızılırmak Mahallesi 1445. Sokak No: 2B/1 The Paragon Tower, Çankaya / Ankara  
Phone: + 90 312 438 59 19 Mail: fonet@fonetbt.com

#### HACETTEPE TEKNOKENT BRANCH OFFICE

Üniversiteler Mahallesi 1596. Cad. Hacettepe Teknokent 6. Ar-Ge Binası E Blok Kat :5 No:29  
Çankaya / ANKARA Phone: +90.312 438 59 19

#### İSTANBUL BRANCH OFFICE

Büyükdere Cad. Emlak Kredi Blokları No:33/4 Levent / İSTANBUL  
Phone: +90 212 284 18 61 Fax: +90 212 284 18 63

#### ŞANLIURFA BRANCH OFFICE

İpekyol Cad. No:12/1 ŞANLIURFA Phone: +90 414 312 72 52 Fax: +90 414 315 76 04

#### STOCKHOLM OFFICE

Klarabergsviadukten 70 D4, 111 64 Stockholm / SWEDEN  
Phone: +46-8-506 36 194



## MILESTONES

- 1997** Establishment, Software Development in DOS Environment
- 1998** Regional Expansion in DOS Payroll Accounting Programs
- 1999** Şanlıurfa State Hospital First HIS Implementation
- 2000** Software Development in Windows Environment
- 2003** First HIS which is Developed with .Net and Oracle DB in Turkey
- 2004** Usage of Kiosk, Card and Biometric Systems in Health Informatics
- 2005** Vaccine Monitoring and SMS Notification Project
- 2006** First e-Hospital Portal
- 2007** First n-Layer Smart Client HIS Project
- 2007** Fonet AGENT Project
- 2008** H2H (Hospital to Hospital) Project
- 2009** Fonet PACS Software
- 2009** Mobility in Health Informatics
- 2010** HIS with Multi-Language Support
- 2011** First Overseas HIS Project
- 2011** IT 500 Industry Leader
- 2012** Mobile Home Health Project
- 2013** Provincial-Based HIS Projects
- 2014** TÜBİTAK Patient-Centered e-Health R&D Project
- 2015** TSE-SPICE Organizational Maturity Certificate
- 2015** Platform Independent Web-Based Java HIS Project
- 2016** First HIS which is Compatible with Pardus Operating System
- 2017** Borsa İstanbul Quoted, IPO- Initial Public Offering
- 2017** Central Web HIS
- 2018** PPP City Hospitals HIS Projects
- 2019** STAGE 6 in 32 Hospitals within HIS
- 2019** Overseas Office : Stockholm
- 2020** Overseas Private Hospital with JCI (Joint Commission International) Accreditation HIS Project
- 2021** Independent Solutions and End-to-End Platform that is Fully Compatible with Open Source Systems and Applications
- 2022** Artificial Intelligence Supported Systems



## OUR PRODUCTS

### FONET **HIS** HOSPITAL INFORMATION SYSTEM

Innovations in technology and demand for a better healthcare service have brought the necessity for advanced software. Rapid and accurate evaluation of the data of the patients has drastically increased at the pandemic period in the healthcare sector therefore emerging software has become an obligation rather than an option and Fonetline is aiming to enhance it further.





At this point, FONET HIS provides all the medical, financial and administrative needs of the patient, starting with his demographic record in the life cycle of the hospital and until he is discharged, to the service of healthcare professionals and managers in real time with a high technology, reliable and fast infrastructure. FONET HIS carries out all the administrative and financial processes of the hospital such as human resources, accounting, purchasing, stock-fixture tracking, and all processes and work flow processes of the departments that provide health services such as clinics, laboratories, radiology and operating rooms.

FONET HIS aims to increase the quality of health service and to provide an effective application to health professionals and managers by ensuring that Medical, Administrative and Financial processes of health institutions are carried out and managed within the full automation system.

Fonet HIS, which provides great convenience to its users with its flexible, plain and understandable interfaces; It is built to meet all the information system needs of health institutions with its advanced technology, reliable, manageable and fast structure.

FONET HIS, which consists of 60 separate software integrated with each other, performs all the work and procedures of the health institutions electronically without paper and ensures that the health institutions work within the **"Digital Hospital Concept"**.

FONET HIS can provide all health information system needs and integration services of high technology health campuses that are rapidly developing in our country and in the world from a single point.





FONET HIS, which has been developed in RESTful architecture with Java EE and has web and cloud technologies, has an independent architecture of Platform (Windows, Linux, macOS, Android, iOS etc.) and Database (Oracle, PostgreSQL, MySQL, etc.). With its mobile version, it provides users with in-house and out-of-house mobility. It can be integrated with all devices (medical and other) and systems that offer integration with strong connectivity infrastructure.

It is fully compatible with national and international standards and has multi-language support.

FONET HIS, especially in Turkey at the moment, it is actively used in more than 220 hospitals and health campuses in the Turkish Republic of Northern Cyprus, Azerbaijan, Somalia, Niger, Qatar and Moldova.

### **Digital Hospital Concept**

Today, the wide spread use of information based applications, with the effective use of electronic health records in the patient's treatment and care process, it has ensured the creation of "Digital Hospital" working principles, which minimizes the chances of health professionals making mistakes and keeps patient safety at the highest level.

With The Digital Hospital, it is aimed to increase health service delivery based on patient safety, reduce all work processes and costs within the health facility and increase the satisfaction rates of healthcare professionals and patients by providing process optimization. Also, as a result of integration with medical devices and sensors, it is ensured that our doctors are assisted in decision-making processes by collecting data from different channels.

FONET HIS, which was developed entirely by our company software engineers, provides efficiency to the institutions by increasing the speed and efficiency in the processes, eliminating the use of paper and documents, eliminating human errors, and sharing the data instantly with the relevant units. With its advanced decision support and business intelligence systems, it enables both financial, administrative and medical processes to work with each other in the most efficient and coordinated manner.

The Digital Hospital Concept not only contributes to the HIMSS EMRAM processes, which is one of the priority items among the policies of the Ministry of Health, which is the Digital Hospital Leveling stage, but also provides prestige in international platforms.





## PRODUCTS WITHIN THE SCOPE OF HIS (HOSPITAL INFORMATION SYSTEM)

- ▶ Information Desk Management System
- ▶ Appointment Procedures Management Sys.
- ▶ Patient Reg./Admission Man.Sys.
- ▶ Emergency Management System
- ▶ Polyclinic Management System
- ▶ Clinic Management System
- ▶ Laboratory Information System
- ▶ Radiology Information System
- ▶ Picture Archiving and Communication Sys.
- ▶ Nursing Management System
- ▶ Operating Room Information System
- ▶ Pharmacy Management System
- ▶ Ketem (Cancer) Management System
- ▶ Oral and Dental Health Information Sys.
- ▶ Physical Treat. and Rehab. Man. Sys.
- ▶ Intensive Care Management System
- ▶ Hemodialysis Management System
- ▶ Pathology Management System
- ▶ Psychologist Management System
- ▶ Oncology Management System
- ▶ Diet Management System
- ▶ Blood Center Information System
- ▶ Sterilization Information System
- ▶ Health Board Management System
- ▶ Organ and Tissue Donation Man.Sys.
- ▶ Clinical Engineering Information System
- ▶ Information Man., Statistics and Report.Sys.
- ▶ Medical Research Management System
- ▶ Pregnant Education Management System
- ▶ Diabetes Education Management System
- ▶ Social Services Management System
- ▶ Home Health Services Management System
- ▶ Interoperability System
- ▶ Decision Support Management System
- ▶ Material Resource and Inventory Man.Sys.
- ▶ Inventory Stock and Asset Management Sys.
- ▶ Financial Information Management Sys.
- ▶ Purchasing Information System
- ▶ Human Resources/Payroll Information Sys.
- ▶ Personnel Attendance Control Man.Sys.
- ▶ Document Management System
- ▶ Medical Record Archive Management Sys.
- ▶ Device Tracking Module
- ▶ Medical Device Calib. and Quality Con.Mod.
- ▶ Quality Management Module
- ▶ Quality Indicator Management Sys.
- ▶ Laundry Management System
- ▶ Occup. Health and Safety Man.Sis.
- ▶ LCD/Display Info. and Qmatic Man.Sys.
- ▶ Kiosk Management System
- ▶ SMS Management System
- ▶ Technical Service Management System
- ▶ Central Computer Management Sys.
- ▶ Process Management System Medical
- ▶ Waste Management System
- ▶ Dynamic Medical/Admin. Mod.Des.Sys.
- ▶ Subscription Counter Tracking Module
- ▶ Mobile Doctor Examination Man. System
- ▶ Online Examination Module (Videocall)
- ▶ Mobile Patient Management System



## FONET **LIS**™ LABORATORY INFORMATION SYSTEM

Laboratory Information System; it is an information system that enables the work and operations of all medical devices in laboratories and laboratories in health institutions to be carried out in an integrated manner with the Hospital Information Management System.

From the laboratory examination request of the patient, the whole process including blood collection and the desired tests are performed on the devices, transferring the results, reporting, storing, and statistical studies are provided without any errors, safely and quickly.

All procedures are automated and paperless, and by providing the correct sample is taken from the right patient with the barcode systems, and error-free operations are carried out, allowing both the patient and the physician to access the results easily and safely in a retroactive comparative manner.



### **Internal Quality and Inventory Control**

Fonet LIS, provides convenience to its users by automatically creating the Levey-Jennings graph, which is accepted the best way to prevent systematic errors that may occur in laboratories. In case of any error, by checking the chart according to the Westgard rules, the error can be detected before it reaches the clinician.

## FONET **PACS**™ PICTURE ARCHIVING AND COMMUNICATION SYSTEM

Fonet PACS; is a system which is designed to create, archive and transmit panoramic and local radiological images based on the needs of radiology departments and clinics in health institutions.

By way of digitalization which has gained momentum in health institutions in recent years, the recording and archiving of medical images, which are an important part of the business process, can be performed without the need for film printing via Fonet PACS, due to its high processing capacity and fast data communication power, it is able to display performance that can keep up with the busy work tempo during the day.



Thanks to the Fonet PACS software, which we created with 100% Turkish capital, by protecting the resources of our country, we represent our country on the international platform, closely follow the technological leaps and offer more economic solutions to our organizations without sacrificing quality due to the local service we offer.

The Fonet PACS system can record to storage types such as DAS, NAS, SAN and HSM that work with the "nearline" logic. The system also supports DICOM 3.0 Query/Retrieve SCP/SCU, DICOM Store SCP/SCU, DICOM Print SCU, DICOM Storage Commitment and DICOM Worklist.

Fonet PACS can support cluster architecture as well as it can be installed as Clustured and can use the HL7 protocol between the relevant points.

Image distribution; security gaps in accessing digital images are eliminated as it is supported by mechanisms such as access, access restriction, authorization, SSL.

In imaging, there are adaptive hanging protocols to meet the needs of different users. In this way, using image processing methods, matching between the old and new image sequences can be made so that the user can be sure that they see the same image in both windows.

### **Application Supported by Fonet PACS**

- ▶ SSD (Single Step to Digital)
- ▶ MINIP (Minimum Intensity Projection)
- ▶ MPR (Mannose-6 Phosphate Receptor)
- ▶ FlyTrough (Endoscopic Examinations)
- ▶ VTR (Volume RenderingTechnique)
- ▶ Bone Removal
- ▶ Bone Extract
- ▶ AutoBone
- ▶ MIP (Maximum Intensity Projection)
- ▶ 3D MPVR/MPR/SSD/VRT
- ▶ Navigation
- ▶ DICOM Store SCP, SCU
- ▶ DICOM Query/retrieve SCP, SCU
- ▶ DICOM Print SCU
- ▶ DICOM Storage Commitment
- ▶ DICOM 3.0Worklist
- ▶ HL7 Protocol
- ▶ Adaptive Hanging Protocols
- ▶ ICD-10 Codes





## FONET **LIFELINE** INTENSIVE CARE UNIT SYSTEM

Fonet Lifeline provides to electronically record the medical processes of patients who are followed up and treated in intensive care units (ICUs) of hospitals, plan the treatment processes on the system, generate quality measurement tools by monitoring follow-ups on vital signs, calculation-intensive care specific medical scores and doing instant notifications.

Fonet Lifeline, Hospital Information Management Systems (HIMS), and the medical items that are used in ICUs such as bedside monitors, ventilators, etc. are integrated and all kinds of warnings about intensive care patients can be displayed on workstations, mobile devices, and computing environments independent from the brand and the protocol. Follow-up and Treatment, provide the opportunity to follow the patients' correct treatment and medication on the mobile environment.

### **Among the Highlights of FONET Lifeline are;**

- ▶ Automatic collection of data from findings producing devices, processing this data and transforming it into information,
- ▶ Centrally monitoring ICU data, monitoring the suitability and appropriateness of the intensive care service provided with instant data sharing and planning its financing,
- ▶ Supporting the decision processes of ICU staff with Integrated Clinical Decision Support and improving the early warning systems and medical support processes for patients.

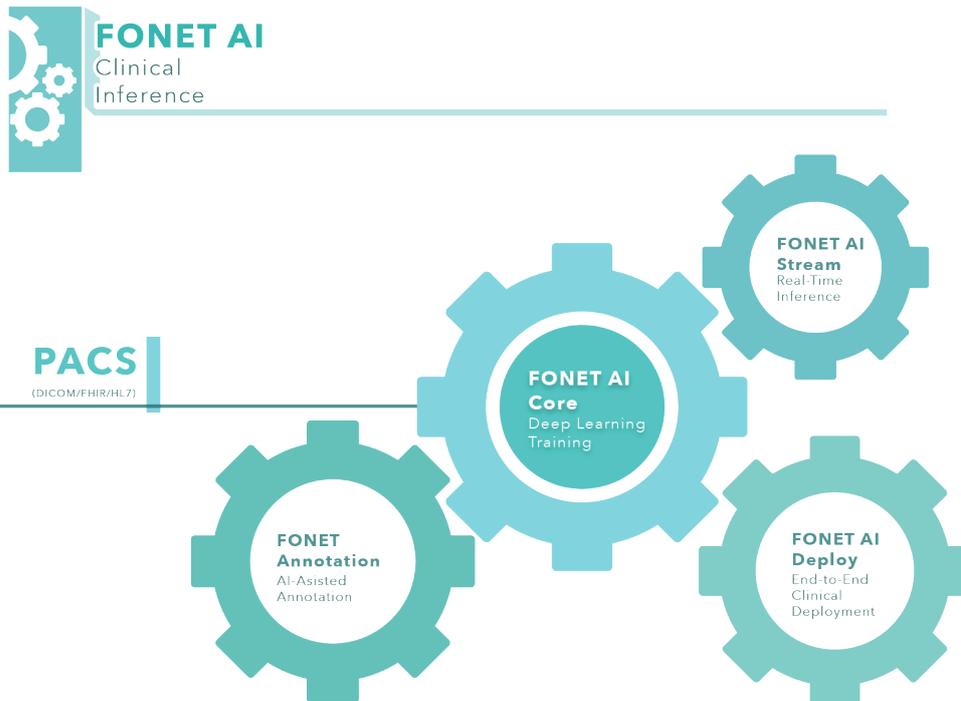




## FONET AI ARTIFICIAL INTELLIGENCE

FONET AI is our coded product open to learning, which is the basis of the "Artificial Intelligence" of our expert systems product group, whose work is carried out by our R&D engineers.

This system can make predictions in early diagnosis, diagnosis, treatment and research studies by using electronic patient records. With these features, it aims to provide health professionals with manageable support algorithms and to enable health facilities to operate more effectively and to provide more modern health services.





## SOME OF OUR REFERENCES

### ANKARA

SBÜ Gülhane Training and Research Hospital



1.250 Beds



7.500+ Daily Patients



4.500+ Users



### ANKARA

Oncology Training and Research Hospital



600 Beds



5.000+ Daily Patients



2.000+ Users





"Strong Accumulation, Innovative Technology"

## İSTANBUL

Kartal Koşuyolu High Speciality Educational and Resarch Hospital



465 Beds



2.000+ Daily Patients



1.500+ Users



## HARRAN ÜNİVERSİTESİ

Faculty of Medicine Research and Application Hospital



680 Beds



2.500+ Daily Patients



1.400+ Users





## PROVINCIAL BASED HIS PROJECTS

### SAMSUN

Provincial Health Directorate

	25 Health Facilities
	2.800 Beds
	35.000+ Daily Patients
	12.500+ Users



### HATAY

Provincial Health Directorate

	14 Health Facilities
	2.400 Beds
	32.000+ Daily Patients
	8.500+ Users



### BALIKESİR

Provincial Health Directorate

	20 Health Facilities
	2.750+ Beds
	35.000+ Daily Patients
	10.000+ Users



### ŞANLIURFA

Provincial Health Directorate

	16 Health Facilities
	2.800+ Beds
	45.000+ Daily Patients
	10.000+ Users



### KARABÜK

Provincial Health Directorate

	3 Health Facilities
	600 Beds
	4.000+ Daily Patients
	1.865+ Users



### AYDIN

Provincial Health Directorate

	15 Health Facilities
	2.300+ Beds
	20.000+ Daily Patients
	10.000+ Users





## KAHRAMANMARAŞ

Provincial Health Directorate

- 13 Health Facilities
- 1.840 Beds
- 17.500+ Daily Patients
- 9.000+ Users



## ESKİŞEHİR

Provincial Health Directorate

- 3 Health Facilities
- 900 Beds
- 5.000+ Daily Patients
- 3.500+ Users



## DENİZLİ

Provincial Health Directorate

- 13 Health Facilities
- 1.650 Beds
- 18.500+ Daily Patients
- 7.000+ Users



## DÜZCE

Provincial Health Directorate

- 7 Health Facilities
- 420 Beds
- 6.000+ Daily Patients
- 1.500+ Users



## UŞAK

Provincial Health Directorate

- 4 Health Facilities
- 950 Beds
- 8.000+ Daily Patients
- 6.500+ Users



## ORDU

Provincial Health Directorate

- 13 Health Facilities
- 1.610 Beds
- 15.000+ Daily Patients
- 12.500+ Users





## PPP PROJECTS

Fonet Information Technologies has been an institution which has been preferred by YDA Group and TURKCELL along with its accumulation of knowledge and experience in the projects of City Hospitals designed with PPP (Public Private Partnership) model.



## SOME OF OUR OVERSEAS HIS PROJECTS

### AZERBAIJAN



#### DTX HOSPITAL

Dövlət Təhlükəsizliyi Xidmətinin  
Hərbi Tibb Baş İdarəsi



300 Beds



300+ Daily Patients



290+ Users



#### BAKU MEDICAL PLAZA

BMP Babək



250 Beds



950+ Daily Patients



400+ Users





"Strong Accumulation, Innovative Technology"

## SOMALIA

### MOGADISHU

Training and Research Hospital



300 Beds



300+ Daily Patients



290+ Users



## NIGER

### NIGER - TURKEY

Friendship Hospital



44 Beds



200+ Daily Patients



80+ Users



## REPUBLIC OF MOLDOVA

**medpark** SPITAL INTERNAȚIONAL

### MEDPARK INTERNATIONAL HOSPITAL

Spitalul Internațional Medpark



110 Beds



300+ Daily Patients



500 Users



## TURKISH REPUBLIC OF NORTHERN CYPRUS



24 Health Facilities



1.234 Beds



2.200+ Daily Patients



1968 Users





## CAPITAL STRUCTURE

Our company started trading on the stock exchange in Istanbul on May 04, 2017 and BIST ALL SHARES -100 / BIST ALL SHARES / BIST INFORMATION / BIST TECHNOLOGY / BIST ANKARA / BIST MAIN MARKET.

Our company has increased its authorized share capital from 30,000,000 TL to 100,000,000 TL, valid between 2019 and 2023, with the permission from the Capital Markets Board. Our Company's issued (paid) capital is 40.000.000,00 Turkish Liras that has been fully paid in within the authorized share capital.

Our Company's Articles of Association, article 6 titled 'The Capital of the Company and the Type of Shares' that increasing the authorized share capital from 30,000,000 TL to 100,000,000 TL and the validity period between the years 2019-2023. It has been approved at the Ordinary General Meeting on 04.04.2019 and registered by the Trade Registry Office on 15.04.2019.

Our company has increased its issued capital from 18,000,000.00 TL to 40,000,000.00 TL within the authorized share capital of 100,000,000.00 TL. Registration of shares with a nominal value of 22,000,000.00 in total, of which 1 1,496,200.00 TL of the increased capital is issued from share premiums and 10,503,800.00 TL from previous year profits. It has been made on 22.07.2019 and published in the Turkey Trade Registry Gazette No. 9875 on 24.07.2019.

Regarding the amendment of the 3rd article titled "Purpose and Subject" of the Articles of Association by the Board of Directors of the Company, after taking the necessary legal permissions from the Capital Markets Board, and the Ministry of Commerce of Republic of Turkey, followed by the decision about the amendment in the Ordinary General Meeting of the Company dated 12.05.2020, the final version of the amendment was published in the Trade Registry Gazette dated 22.05.2020 and numbered 10083.

In the Ordinary general assembly meeting for 2021 of our Company held on March 29, 2022, in the Article 6 of the Company's Articles of Association, titled 'Company Capital and Type of Shares', the authorized share capital has been increased from 100,000,000 TL to 400,000,000 TL and its validity period is between 2022 and 2026. This article was approved by The Registry of Commerce on March 31, 2022.

Shareholder's Name and Surname / Trade Name	Share in Capital (TL)	Ratio in Capital (%)	Voting Right Ratio (%)
Abdülkerim GAZEN	15.338.333,1	38,35	65,32
Other	24.661.666,9	61,65	34,68
<b>Total</b>	<b>40.000.000,00</b>	<b>100</b>	<b>100</b>



## INFORMATION ON PRIVILEGED SHARES

**Privileged Share Amount (Number)** : 2.222.222,22 A Group  
**Privileged Share Amount (TL)** : 2.222.222,22 TL

### **Explanations on Voting Rights of Privileged Shares:**

Each share in the General Assembly has 15 voting rights. If the company's Board of Directors consists of five members, two board members; if it consists of six or seven members, three board members; if it consists of eight or nine members, four board members of the Board of Directors (A) are elected by the General Assembly among the candidates to be determined by the shareholders. If the shareholders of group (A) does not nominate candidates to the Board of directors, the election shall be held by the General Assembly in accordance with the provisions of the Capital Markets Legislation and the Turkish Commercial Code.

### **Articles of Association Article 6:**

Group (A) shares have privileged about determination Members of the Board of Directors and use of voting rights.

Group (B) shares have no privileges.

### **Articles of Association Article 10:**

At the Company's Ordinary and Extraordinary General Assembly Meetings (A) group shareholders have 15 voting rights for each share, (B) group shareholders have 1 voting rights for each one share.

## BOARD OF DIRECTORS

The management and representation of the Company belongs to the Board of Directors. The company's activity and management are carried out by 8 board members elected by the General Assembly in accordance with the provisions of the Turkish Commercial Code. Members of the Board of Directors can be elected for a maximum of 3 years. Members of the Board of Directors, whose election period has expired, can be re-elected. The chairman of the Board of Directors is elected by the members of the Board of Directors that the (A) group of shareholders offer. The Members of The Board of Directors can also be The Members of The Board of Directors of the other companies.

The Board of Directors convenes whenever necessary for the Company's business, with the call of the Chairman of the Board of Directors, and in the absence of the Chairman of the Board of Directors, with the call of the Vice Chairman of the Board of Directors. Any member of the Board of Directors may also call the Board of Directors for a meeting by making a written request to the Chairman of the Board. The board of directors meets at the Company headquarters and makes decisions. The number of board meetings held in 2021 is 10.

The Members of The Board of Directors do not have activities within the scope of Prohibition of competing with the company through transactions on behalf of the company, itself or others.



Name Surname	Roles	Dates of Role
Abdülkerim GAZEN	Chairman of the Board	03.04.2022 – 29.03.2025
Yasemin ŞAH	Vice Chairman	03.04.2022 – 29.03.2025
Dr. Emre SEZGİN	Board Member	03.04.2022 – 29.03.2025
Daniel Anders Henrik WERNER	Board Member	03.04.2022 – 29.03.2025
Mahmut İBİŞ	Board Member	03.04.2022 – 29.03.2025
Nisabeyim GAZEN	Board Member	03.04.2022 – 29.03.2025
Yusuf Serdar GÜRBÜZ	Independent Board Member	12.05.2020 – 12.05.2023
İlker SALTOĞLU	Independent Board Member	12.05.2020 – 12.05.2023

#### **Abdülkerim GAZEN (Chairman of the Board)**

Abdulkerim Gazen was born in 1978. He has graduated with the Bachelor Degree of Map-Cadastre Engineer and Business Administration. For a while he worked in the private sector as an accounting and finance expert and manager. He took a part in many IT projects as software development specialist and manager. He is married and has one child.

#### **Yasemin ŞAH (Vice Chairman)**

Yasemin Şah was born in 1982. She has graduated from Business Administration. She started his professional career at Fonet Information Technologies Inc. and is still working. She undertook financial and administrative responsibility of many projects. She has been a Member of the Board of Directors since 2015. She is married and has two children.

#### **Dr. Emre SEZGİN (Board Member)**

Dr. Emre Sezgin was born in 1960. He has graduated from Istanbul University Faculty of Medicine. He worked as a Physician between 1992-1995, Provincial Health Manager between 1995-1998 and consultant in the Ministry of Health Project General Coordinator, between 1998-1999. Since 2000, he has worked as a consultant and field specialist in several health informatics projects in the private sector in Bilişim Information Technologies and Tepe Technology A.Ş. He has experience in Health Information Systems Standards (ICD-10AM, LOINC, CPT, SNOMED, HL7, DICOM), Electronic Patient Systems Design Development and Applications (penEHR, CEN / ISO 13606, ISO / TR 20514: 2005, POMR), Electronic Provision and Reimbursement systems design, development and applications, and Casemix (DRGs) clinical coding and costing methods. He is a specialist in Hospital Operation and Medical Processes (Medical Informatics). He also speaks English and French.



### **Daniel Anders Henrik WERNER (Board Member)**

Daniel Anders Henrik WERNER is a Swedish national and was born in 1972. He has more than 24 years of experience in transformation and growth environments in the business development, technology and management, IT and media industries. He worked in various positions in NetMaker Consulting Group, TBWA, Business Communication Group, Bure Equity and Sandberg Trygg. He still holds board positions in various companies at international IT companies.

### **Mahmut İbiş (Board Member)**

Mahmut İbiş was born in 1956. He graduated from Hacettepe University Faculty of Business Administration. He has undertaken many tasks in the public sector and his duties include in Turkey Agricultural Inspectorate Agency Branch Manager, Strategy Directorate of the Ministry of Labor and Social Security and the Minister Consulting. Mahmut İbiş who has retired from the Minister Consultancy is married and has 2 children.

### **Nisabeyim GAZEN (Board Member)**

Nisabeyim Gazen was born in 1977. She graduated from Istanbul University Faculty of Literature, Department of Archeology and Art history. She worked in various firms in specialist and executive positions. She speaks English. She is married and has three children.

### **Yusuf Serdar GÜRBÜZ (Independent Board Member)**

Yusuf Serdar Gürbüz was born in 1966. He studied at Gazi University Faculty of Economics and Belgium Kul University Faculty of Political Science. He worked at Unit International S.A Energy Office in Belgium between 1993-1996. Then he founded YSGBEL, a company operating in the fields of logistics, cargo, advertising and organization in Central European countries, between 1996-2012 and he was the General Manager of this company. Currently, he also serves as a Business and Project Development Consultant on the Board of Directors at Halk Energy A.Ş. He speaks English and Dutch and he has 3 children.

### **İlker SALTOĞLU (Independent Board Member)**

İlker Saltoğlu was born in 1973. He graduated from Boğaziçi University Faculty of Chemistry. During his student years, he entered the IT sector by making web design. In 2000, he started the corporate life as a web master at Borusan Logistic. İlker Saltoğlu, who started working at Index Computer in 2002, worked in various positions at Index Bilgisayar until 2016. IBM, Lenovo, Fujitsu products are the leading brands in the industry, especially in server, backup products, enterprise software and he had specialized in spreading to the Turkey market, distribution, channel and Project management. As of 2016, he started to work as Sales Director at Tmaxsoft, the largest independent software company in South Korea. As of November 2016, he was appointed as the General Manager of Tmaxsoft Turkey and he carried out the responsibility of countries such as Greece, Bulgaria, Romania together with the Middle East and African countries. He has married and has two children. He speaks English.



## Bağımsızlık Beyanı

Fonet Bilgi Teknolojileri A.Ş. (Şirket) Yönetim Kurulunda, mevzuat, esas sözleşme ve Sermaye Piyasası Kurulu tarafından yayımlanan Kurumsal Yönetim Tebliği'nde (II-17.1) belirtilen kriterler kapsamında "bağımsız üye" olarak görev yapmaya aday olduğumu, bu kapsamda;

a) Şirket, şirketin yönetim kontrolünü elinde bulunduran veya şirkette önemli derecede etki sahibi olan ortaklar ve bu ortakların yönetim kontrolüne sahip olduğu tüzel kişiler ile şahsım, eşim ve ikinci dereceye kadar kan ve sıhri hısımlarım arasında; son beş yıl içinde önemli görev ve sorumluluklar üstlenecek yönetici pozisyonunda istihdam ilişkisinin bulunmadığını, sermaye veya oy haklarının veya imtiyazlı payların % 5 inden fazlasına birlikte veya tek başıma sahip olmadığımı ya da önemli nitelikte ticari ilişkinin bulunmadığını,

b) Son beş yıl içerisinde, başta Şirketin denetimi (vergi denetimi, kanuni denetim, iç denetim de dahil), derecelendirilmesi ve danışmanlığı olmak üzere, yapılan anlaşmalar çerçevesinde Şirketin önemli ölçüde hizmet veya ürün satın aldığı veya sattığı şirketlerde, hizmet veya ürün satın alındığı veya satıldığı dönemlerde, ortak (%5 ve üzeri), önemli görev ve sorumluluklar üstlenecek yönetici pozisyonunda çalışan veya yönetim kurulu üyesi olmadığımı,

c) Bağımsız yönetim kurulu üyesi olmam sebebiyle üstleneceğim görevleri gereği gibi yerine getirecek mesleki eğitim, bilgi ve tecrübeye sahip olduğumu,

ç) Bağlı olunan mevzuata uygun olması şartıyla, üniversite öğretim üyeliği hariç, halen/üye olarak seçildikten sonra kamu kurum ve kuruluşlarında tam zamanlı çalışmadığımı/çalışmayacağımı,

d) 31/12/1960 tarihli ve 193 sayılı Gelir Vergisi Kanunu'na göre Türkiye'de yerleşik olduğumu,

e) Şirket faaliyetlerine olumlu katkılarda bulunabilecek, Şirket ile pay sahipleri arasındaki çıkar çatışmalarında tarafsızlığımı koruyabilecek, menfaat sahiplerinin haklarını dikkate alarak özgürce karar verebilecek güçlü etik standartlara, mesleki itibara ve tecrübeye sahip olduğumu,

f) Şirket faaliyetlerinin işleyişini takip edebilecek ve üstlendiğim görevlerin gereklerini tam olarak yerine getirebilecek ölçüde Şirket işlerine zaman ayıracağımı,

g) Şirketin yönetim kurulunda son on yıl içerisinde altı yıldan fazla yönetim kurulu üyeliği yapmadığımı,

ğ) Şirketin veya Şirketin yönetim kontrolünü elinde bulunduran ortakların yönetim kontrolüne sahip olduğu şirketlerin üçten fazlasında ve toplamda borsada işlem gören şirketlerin beşten fazlasında bağımsız yönetim kurulu üyesi olarak görev almadığımı,

beyan ederim.

Yönetim Kurulu, Genel Kurul, Paydaşlarımız ve tüm menfaat sahiplerinin bilgisine sunarım.

14.02.2020

**Yusuf Serdar GÜRBÜZ**



## Bağımsızlık Beyanı

Fonet Bilgi Teknolojileri A.Ş. (Şirket) Yönetim Kurulunda, mevzuat, esas sözleşme ve Sermaye Piyasası Kurulu tarafından yayımlanan Kurumsal Yönetim Tebliği'nde (II-17.1) belirtilen kriterler kapsamında "bağımsız üye" olarak görev yapmaya aday olduğumu, bu kapsamda;

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b) Son beş yıl içerisinde, başta Şirketin denetimi (vergi denetimi, kanuni denetim, iç denetim de dahil), derecelendirilmesi ve danışmanlığı olmak üzere, yapılan anlaşmalar çerçevesinde Şirketin önemli ölçüde hizmet veya ürün satın aldığı veya sattığı şirketlerde, hizmet veya ürün satın alındığı veya satıldığı dönemlerde, ortak (%5 ve üzeri), önemli görev ve sorumluluklar üstlenecek yönetici pozisyonunda çalışan veya yönetim kurulu üyesi olmadığımı,

c) Bağımsız yönetim kurulu üyesi olmam sebebiyle üstleneceğim görevleri gereği gibi yerine getirecek mesleki eğitim, bilgi ve tecrübeye sahip olduğumu,

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ğ) Şirketin veya Şirketin yönetim kontrolünü elinde bulunduran ortakların yönetim kontrolüne sahip olduğu şirketlerin üçten fazlasında ve toplamda borsada işlem gören şirketlerin beşten fazlasında bağımsız yönetim kurulu üyesi olarak görev almadığımı,

beyan ederim.

Yönetim Kurulu, Genel Kurul, Paydaşlarımız ve tüm menfaat sahiplerinin bilgisine sunarım.

14.02.2020

İlker SALTOĞLU



## Committees Established Within the Board of Directors

In order for the Board of Directors to perform its duties and responsibilities in a sound manner, Pursuant to Article 4.5 of the corporate governance communiqué no: II-17.1 of the Capital Markets Board, the Board of Directors has decided to create that "Audit Committee", "Early Detection of Risk Committee" and "Corporate Governance Committee" and determine job definitions; The board of Directors has decided not to establish a different "Nomination Committee" and "Compensation Committee", in place of this regarding committee's duties has been undertaken by the "Corporate Governance Committee".

### Audit Committee

The audit committee; it supervises the company's accounting system, public disclosure of financial information, independent audit and the functioning and effectiveness of the company's internal control and internal audit system. In 2022, the audit committee held 6 meetings and submitted the minutes of the meeting to the board of directors.

Name Surname	Title	Nature of the B.M.
Yusuf Serdar GÜRBÜZ	Chairman of the Audit Committee	Independent Member
İlker SALTOĞLU	Member of the Audit Committee	Independent Member

### Early Detection of Risk Committee

Early Detection of Risk Committee; it is responsible for early identification of risks that may endanger the existence, development and continuation of the company, taking necessary measures regarding the identified risks, and carrying out activities to manage the risk and it reviews risk management systems at least once a year. In 2022, the early detection of risk committee held 6 meetings and submitted the minutes of the meeting to the board of directors.

Name Surname	Title	Nature of the B.M.
Yusuf Serdar GÜRBÜZ	Early Detection of Risk Committee Chairman	Independent Member
Dr. Emre SEZGİN	Early Detection of Risk Committee Member	Board Member

### Corporate Governance Committee

Corporate governance committee determines whether corporate governance principles are applied in the company, if not, its rationale and conflicts of interest that arise from not fully complying with these principles and advises the board of directors to improve corporate governance practices and it supervises the work of the investor relations department. In 2022, the corporate governance committee held 1 meeting and submitted the minutes of the meeting to the board of directors.

Name Surname	Title	Nature of the B.M.
İlker SALTOĞLU	Corporate Governance Committee Chairman	Independent Member
Dr. Emre SEZGİN	Corporate Governance Committee Member	Board Member
Meltem KAVAK	Corporate Governance Committee Member	Investor Relations Manager



The committees carry out their activities as in the procedures stated in their duties and working principles. When necessary, care is taken to ensure that experts take part in these committees.

These committees consist of at least two members elected from among the members of the Board of Directors of the company. If the Committee consists of two members, both of them, if there are more than two members, the majority of the members consist of Board Directors who do not undertake direct executive functions, such as the General Manager or the Chief Executive Officer. The chairman of the committee is selected from among the Independent Board Members. The experience of the Board Member requires that he should be on duty more than one committee.

Due to the structure of the Board of Directors, it was decided not to form a separate Nomination Committee, Remuneration Committee and the Corporate Governance Committee to fulfill the duties of these committees. And it was unanimously decided to establish the working principles of the Committee and make it public.

All resources and support required by the committees to perform their duties are provided by the Board of Directors. The committees may invite any manager when they seem necessary to their meetings and get their opinions. The committees take advantage of independent expert opinions on the subjects they need regarding their activities. The cost of the consultancy services required by the committees is covered by the Company.

## HUMAN RESOURCES

Human Resources in general; it is defined as the department that regulates the processes between the employer and the employee and enables the employees in the enterprises to establish their working environments, business and social communication with their colleagues correctly.

Providing the necessary human resources for the companies correctly, planning the trainings in order to increase the development and performance of the existing human resources, conveying the needs, suggestions and complaints of the employees to the top management through appropriate policies and conveying all the policies, procedures and instructions put into effect by the top management that it is among the primary duties and responsibilities of human resources.





Human resources are responsible for conducting job analysis in the business and creating job descriptions appropriate for the job. In this context, human resources that determine the place and hierarchical order of company employees in the organization and It stands out as a structure that adopts and implements the right human policy towards the right job.

The main thing for businesses is human-structure-purpose. The correct human resource, which can fulfill the objectives of the business, is provided by the human resources department and it provides a great added value to businesses.

“Human Resources” is the most important and indispensable unit for companies that highlights “Human” among all company structures.

Unlike other company departments, the name starts with “Human” can be presented as proof of this view.

Fonet Information Technologies Inc. is a leading company working in the field of health, which is the most important subject of human life. It has a strong team that is aware that it touches human life with the software it creates. It is on the way to become a big family with a social consciousness, doing its job lovingly, keeping the team spirit in front of individual achievements, and signing new achievements with each passing day.

FONET, which takes the principle of working with a dynamic team, which can set an example with its character, determination and diligence, has a knowledgeable, professionally developed and experienced Human Resources with the above mentioned features.

FONET, which has the principle of respect for people as a company; with the **“Human Resources Policy”** created as a result of this value, it has aimed to act among the employees regardless of religion, language, race and sect difference.

With the principle of equality, by creating a fair and correct structure among employees in the fields of wages, legal rights, job security and education; by applying equal wages to equal work; taking the necessary measures to protect the basic constitutional rights of employees; providing a safe working environment and conditions; It contains a structure that gives importance to personnel training and programs.

Our Human Resources, which works with the awareness and responsibility of being a part of a structure that provides 24/7 uninterrupted service where human health is concerned, always works with the understanding of producing better quality and faster works which taking into account sector dynamics and tries to capture the team spirit with a management approach that rewards success.

### **Ethical Rules and Social Responsibility**

The Company; Code of Ethics, which regulates the relations with its suppliers, customers, internal and other stakeholders and defines the rules to be followed in these relations, was created and shared on the corporate website.



### Our Social Responsibilities

Social responsibility; are the obligations of the public, private sector and civil society to gather around a purpose and protect and improve their environment without any profit. There is only one purpose in social responsibility, which is social benefit. It helps to achieve this goal, social benefit, by being sensitive and ethical towards cultural, social, economic and environmental problems and needs.

As of 31 December 2022, the number of personnel is 499 and the distribution is as follows:



### FONET ACADEMY

Fonet Academy; it ensures the communication and technical skills of our in-house employees to be developed, and the training demands from the institutions we are solution partners, the training plans are made and implemented.

Fonet Academy aims to ensure that its employees can use their current skills at the maximum level, develop their technical knowledge and communication skills with theoretical lessons, and improve their quality and service quality by organizing internal and external resources and trainings on current legislation and Technologies.

It carried out its activities in 2022 by increasing it. In 2022, 1297 hours of theoretical and practical trainings were given to house personnel.



Training requests from doctors, nurses and medical secretaries and also other administrative and technical personnel working in hospitals where we are solution partners are also provided by Fonet Academy. In this context, plans are made according to the content and user roles at the trainings. The number of participants is divided into small classes according to their expertise, and theoretical and practical trainings are provided on the basis of user groups. Practice Laboratories are prepared at the time requested by the staff and theoretical trainings are reinforced by planning practical trainings where they are supported one to one.

In 2022, 34.940 hours of theoretical and practical training was provided to 2.518 hospital staff.

### **Our Targets**

- ▶ To raise the leaders of the future,
- ▶ To ensure that our employees can represent both themselves and our company well,
- ▶ Creating team spirit by supporting team work
- ▶ To instill the sense of responsibility and belonging to our employees

## **OUR POLICIES**

### **Donation and Aid Policy**

Fonet Information Technologies Inc., in line with the principles stipulated by the Capital Markets Law that both to create awareness of responsibility and to provide social and social needs; It aims to support the realization of projects that will contribute to social development by helping and donating to non-governmental organizations, associations or foundations, universities, public institutions and organizations operating in issues related to culture, art, education, sports and environment.

### **Information Policy**

Based on the principle of being transparent; It was aimed to carry out an information policy aiming at helping our investors to make a decision in order to invest and to know and analyze the Company well. Potential investors, authorized institutions and organizations are assisted to correctly evaluate the Company by sharing information that is not covered by trade secrets and reflects our past performance and future expectations, which is not objectionable in legal disclosure, in a complete, fair, accurate, timely and understandable way.

### **Information Methods and Tools Used in Relations with Stakeholders**

- ▶ Special Condition Disclosures
- ▶ Financial Statements & Footnotes
- ▶ Board of Directors Annual Reports
- ▶ Company Website
- ▶ Following the news in the press about the company



## **Information Methods and Tools Used in Relations with Stakeholders**

- ▶ List of Access to Internal Information
- ▶ Silent Period & Blackout Application

## **Profit Distribution Policy**

Fonet Information Technologies Inc., the purpose of the profit distribution policy of; The Turkish Commercial Code is the establishment of the principles regarding the distribution of profit within the framework of the "Dividend Communiqué" Serial: II No: 19.1 and other relevant legislative provisions of the Capital Markets Board, which was published in the Official Gazette on the date of 23/01/2014 with the number of 28891.

In profit distribution, it follows a balanced and consistent policy between the shareholders and the Company in accordance with the Corporate Governance Principles.

Recommendation of the Board of Management regarding profit distribution; it is announced to the public within the framework of CMB's regulations on public disclosure of special cases with the profit distribution table, the form and content of which are determined by the Board. It is submitted for the information and approval of the shareholders as a separate clause in the first Ordinary General Meeting.

## **Wage Policy**

The purpose of the Wage Policy; it is within the framework of the "Corporate Governance Communiqué", Serial: IV No: 17.1, which was published in the Official Gazette on the date of 01/03/2014 with the number of 28871 by the Capital Markets Board (CMB) and it is the establishment of the principles regarding the determination of the pricing of the Company's Board Members and senior executives

Pricing principles of the Board Members and senior executives; since there is no separate Pricing Committee, it is written by the Corporate Governance Committee taking into account the long-term goals of the Company and it is submitted to the approval of the Board of Management. Pricing principles approved by the Board of Management; shareholders are provided with the opportunity to express their opinions on this matter by presenting to the information of the shareholders as a separate clause in the General Meeting.

## **Sustainability Principles Compliance Policy**

Within the framework of compliance with the Corporate Governance Principles and Sustainability Principles of the Capital Markets Board, while creating economic value for our stakeholders, we also prioritize our responsibility to the environment, society and the future.

While conducting sustainability activities, our company supports economic development in order to improve the quality of life of the society, to follow environmentally friendly policies in all its activities, to support various projects prepared for social and cultural purposes in this direction, by internalizing transparency, fairness, accountability and responsibility, which are the basic principles of corporate management education, health, environment, culture etc. It pays attention to providing valuable services in all areas, supporting social development in all business processes, and encouraging efforts to increase employee awareness by taking part in social responsibility projects with its employees.



## QUALITY AND MANAGEMENT SYSTEMS

Quality is compliance with customer requests. Customer requests are not just product quality; It also includes the service we offer while presenting the product.

It is the necessary management system to manage and control an organization in a systematic and transparent manner in terms of quality. With this system to be established and carried out continuously, it is aimed to meet expectations and ensure continuous improvement. It is not only the quality of the product, but the service that is put forward when delivering the product is also important. It is not sufficient to fulfill the technical specifications of the products. It is also required to meet requests by the customer.

With this system that meets customer expectations, it is ensured that teamwork is supported, activities are reviewed and improved. This system can be applied to all kinds of organizations, from small to large, from industry to service, from the public to the qualified sector.

### Quality Management System Certificate

The implementation of the Quality Management System, which covers all the stages from the design phase to the after-sales service and aims at continuous improvement, is a must for Fonet.



ISO 9001 certificate; it guarantees that the products and services of the

Company are manufactured in accordance with internationally accepted standards and therefore, ensures that the quality of its services are maintained.

With ISO 9001 certificate, sustainability and efficiency are achieved in addition to customer satisfaction. The infrastructure that will ensure the standardization of the company activities is created and the records of the past are maintained regularly. Errors and defects are reduced and eliminated and errors and defects that may occur later are minimized.

With the establishment of an effective quality management system, it is aimed to produce products and services that will meet the needs of the customer and studies are carried out successfully in line with this goal.

### Organizational Maturity Certificate

By obtaining the ISO IEC 15504 certificate, a common main principle is created for different software process evaluation models and methods and the results of the evaluations are reported in a common context.



Organizational Maturity Certificate; it provides great convenience for Fonet as it helps the evaluation of the software processes and helps the employees to understand and use the processes more easily.



### Production Quality Assurance Certificate

CE Mark (certificate) is a sign that the products will not harm the environment with the safety of human life and property, the presence of plants and animals, in other words, that the product is a safe product if used in accordance with its purpose. Therefore, Fonet PACS, which has the CE Production Quality Assurance Certificate, has proved that the product it produces is a safe product.



The product is produced with this document, and its free circulation and marketing is ensured in the EU countries, and the product's compliance with the EU technical legislation is proved.

### TSE Service Competence Certificate (SCC)

It guarantees that the products and services of the Company are manufactured in accordance with internationally accepted standards and that the quality of its services is maintained. The scope of the services provided;

- ▶ TSE 12498 - Authorized Services - Rules for Computers and Peripherals,
- ▶ TSE 13149 - Work Places - Software Provider - General Rules

### Information Security Management System Certificate

TS EN ISO / IEC 27001 certificate promotes the effective management of corporate information by emphasizing security vulnerabilities in order to effectively manage the risks to the security of our company's confidential information and to protect against potential threats.



With this document, we support the determination and management of risks to our company's information assets and ensuring business continuity. At the same time, in order to prevent unauthorized or unauthorized access, use, modification, disclosure, elimination, damage and transfer of information, necessary security analyzes are made and measures are taken to protect against undesirable threats and dangers.

## RESEARCH & DEVELOPMENT

In the most explicit terms, it means research and development. So, it is an effort to discover new techniques to do a certain job.

It was defined by the OECD as "systematic ongoing creative work to increase knowledge and use of this information to create new applications".

With R & D studies, a completely new approach to solving a problem is put forward either or progress is made in the accumulation of knowledge by making progress in the current solution.



R&D studies cover three main activities.

- ▶ **Basic Research:** These are theoretical or experimental studies to provide both current knowledge and specific information about the problem before presenting a specific solution.
- ▶ **Applied Research:** They are a practical application and specific purpose research.
- ▶ **Experimental Development:** These are the studies aimed at presenting or improving the products, systems, materials or services with a new approach. As a result; A product with improved functionality, total cost, environmental effects, area of use, manufacturability or design capabilities is obtained.

The result is a product with improved functionality, total cost, environmental impact, area of use, manufacturability, or design capabilities.

R&D activities continue within the scope of the new HIS project that is running in Java Based Cloud

Architecture, and Tales ERP, Enterprise Resource Planning software, project. As of 31 December 2022, 100.776.824 TL was spent for research and development activities. At the end of 2021, this figure is 78.665.050 TL.

## FINANCIAL STATUS OF THE COMPANY

### Operational and Financial Strategic Goals of The Company

The company's objectives, which are submitted for the approval of the board of directors, are determined by senior management taking into account market and competitive conditions, economic indicators and risks. In order to reach the strategic goals approved by the Board of Directors, studies are initiated within the company and efforts are achieved in this direction. All necessary precautions are taken by the Board of Director sat the stage of reaching the targets, resources are provided. In this context, the Company is referred and managed by considering the interests of the Company.

The works of these targets and strategies, which have been approved by the Board of Directors, are discussed at the Board of Directors meetings in accordance with the legislation. The annual budget and the level of realization approved at the Board of Directors meetings are evaluated by taking into consideration the sector in which the Company is located, the status of the Company within the sector, the performance it displays during the period, the financial status of the Company and past performance.

Budget targets were reached within the relevant period. There have been no legislative changes that could significantly affect the company's operations.

The net profit of our company for the period of 1st January, 2022- 31th December, 2022 is 56.364.960 Turkish Liras, the size of assets is 284.158.269 Turkish Liras and the total equity is 186.947.200 Turkish Liras.

The financial statements of our company showing the activities for the period of 01 January 2022 - 31 December 2022 are given below.



## FINANCIAL RESOURCES

The company's financing source is the company's equity and bank loan.

### BALANCE

ASSETS	December 31, 2022	December 31, 2021
Current Assets	119,654,246	57,427,554
Non-Current Assets	164,504,023	133,477,823
<b>TOTAL ASSETS</b>	<b>284,158,269</b>	<b>190,905,377</b>

LIABILITIES	December 31, 2022	December 31, 2021
Current Liabilities	76,117,726	21,148,461
Non-Current Liabilities	21,093,343	37,656,039
Equity	186,947,200	132,100,877
<b>TOTAL LIABILITIES</b>	<b>284,158,269</b>	<b>190,905,377</b>

### STATEMENT OF INCOME

CONTINUING OPERATIONS	January 01, 2022 December 31, 2022	January 01, 2021 December 31, 2021
Revenue	128,168,314	85,479,632
Cost of Sales (-)	-65,144,484	-44,140,819
<b>Gross Profit (Loss) From Commercial Ops.</b>	<b>63,023,830</b>	<b>41,338,813</b>
General Administrative Expenses (-)	-13,299,856	-7,850,486
Marketing Expenses (-)	-2,404,497	-856,450
Research and Development Expense (-)	-184,324	-419,053
Other Income from Operating Activities	7,970,514	3,848,699
Other Expenses from Operating Activities (-)	-1,447,164	-1,390,966
<b>OPERATING PROFIT / LOSS</b>	<b>53,658,503</b>	<b>34,670,557</b>



## STATEMENT OF INCOME

Investment Activity Income	1.019.158	1.075.351
Investment Activity Costs	-	-877
<b>ACTIVITY BEFORE FINANCE EXPENSES PROFIT / LOSS</b>	<b>54.677.661</b>	<b>35.745.031</b>
Finance Incomes	2.920.368	1.734.457
Finance Costs (-)	-940.498	-525.477
<b>PROFIT / LOSS FROM CONTINUING OPS., BEFORE TAX</b>	<b>56.657.531</b>	<b>36.954.011</b>
<b>Tax (Expense) Income, Continuing Ops. (-)</b>	<b>-292.571</b>	<b>-589.266</b>
Current Income Tax Expense	-	-
Deferred Tax (Expense) Income (-)	-292.571	-589.266
<b>PROFIT / LOSS FROM CONTINUING OPS.</b>	<b>56.364.960</b>	<b>37.543.277</b>
<b>TERM PROFIT / LOSS</b>	<b>56.364.960</b>	<b>37.543.277</b>

## RATIOS

LIQUIDITY RATIOS	31.12.2020	31.12.2021	31.12.2022
Current Ratio	2,95	2,72	1,57
Liquid Ratio	2,81	2,69	1,55
Cash Ratio	0,92	0,59	0,31
FINANCIAL STRUCTURE RATIOS	31.12.2020	31.12.2021	31.12.2022
Leverage Ratio	0,13	0,31	0,34
Financing Ratio	6,85	2,25	1,92
Debt Equity Ratio	0,15	0,45	0,52
PROFITABILITY RATIOS	31.12.2020	31.12.2021	31.12.2022
Asset Profitability	0,26	0,20	0,20
Return on Equity	0,29	0,28	0,30

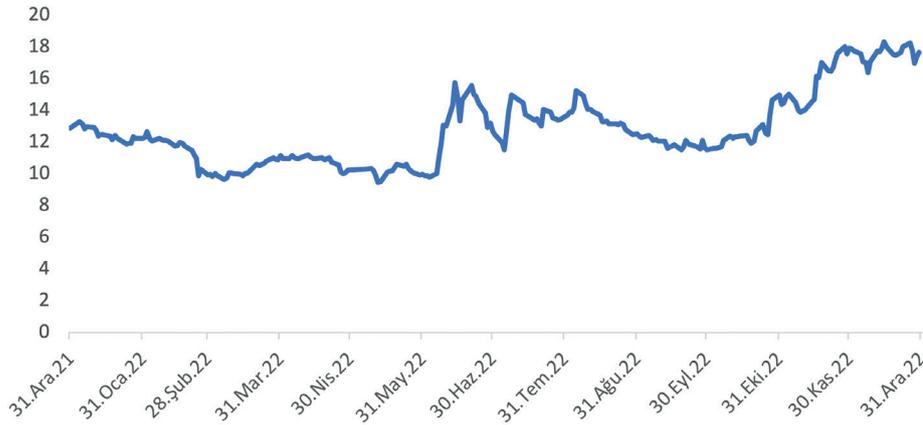


## SHARE INFORMATION

<b>IPO (Initial Public Offering) Date</b>	27-28 April 2017
<b>Number of Shares</b>	40.000.000,00 TL (The nominal value of each share is 1 TL.)
<b>Free Float Rate</b>	% 61,65
<b>Stock Exchange Code</b>	FONET
<b>ISIN Code</b>	TREFONT00028
<b>Group Included In The Stock Exchange</b>	Main Market
<b>Included Indices of Company</b>	BIST ALL SHARES -100/ BIST ALL SHARES/ BIST INFORMATION BIST TECHNOLOGY / BIST PARTICIPATION ALL SHARE / BIST ANKARA / BIST MAIN MARKET

### History of Company's Shares

01.01.2022-31.12.2022



The public offering date of our company shares is 27-28 April 2017. It started trading on Borsa Istanbul on May 04, 2017. The market price of our company's shares is 17,65 TL as of 31.12.2022. It is observed that an increase of 33% in the market price of our company shares occurred between 01.01.2022 and 31.12.2022.



## BENEFITS FROM INCENTIVES

### Being an R&D Center

As a result of the evaluation made by the Evaluation and Auditing Commission of the Ministry of Science, Industry and Technology; it has been deemed appropriate to give an R&D Center Certificate. So that, our company has been entitled to benefit from the incentives and exemptions provided to R&D Centers within the scope of Law No. 5746.

Achieving R&D Center status will not only create a cost advantage in the production activities of our Company, but also increase cooperation with Universities and other R&D Institutions, which will lead to the intensification of our company's innovative and advanced technology use and turnover by creating a significant competitive advantage in the markets. We think it will make a positive contribution to profitability.

## CHANGES TO THE MAIN CONTRACT IN THE PERIOD

For the amendment of Article 6 titled "Company Capital and Types of Shares" and Article 10 titled "General Assembly" of the Company's Articles of Association by the Company's Board of Directors, after obtaining the necessary legal permissions from the Capital Markets Board and the Ministry of Commerce, and after discussing and deciding at the Extraordinary General Assembly Meeting of our company held on July 04, 2022. It was registered on July 06, 2022 and published in the Turkish Trade Registry Gazette dated July 06, 2022 and numbered 10614.

<b>FONET BİLGİ TEKNOLOJİLERİ A.Ş. AMENDMENT ON ARTICLES OF ASSOCIATION</b>	
<b>Current Version</b>	<b>Amended Version</b>
<p><b>Company's Capital and Type of Shares: Article 6</b></p> <p>The registered capital of the Company is 40.000.000 Turkish Liras which is divided into 40.000.000 shares, each with a nominal value of 1 Turkish Lira. The capital is divided into A and B group shares.</p> <p>Group A: <del>2.222.000</del> Turkish Liras against <del>2.222.000</del> shares, Group B: <del>37.778.000</del> Turkish Liras against <del>37.778.000</del> shares, Total: 40.000.000 Turkish Liras against 40.000.000 shares,</p>	<p><b>Company's Capital and Type of Shares: Article 6</b></p> <p>The registered capital of the Company is 40.000.000 Turkish Liras which is divided into 40.000.000 shares, each with a nominal value of 1 Turkish Lira. The capital is divided into A and B group shares.</p> <p>Group A: <b>2.222.222,22</b> Turkish Liras against <b>2.222.222,22</b> shares, Group B: <b>37.777.777,78</b> Turkish Liras against <b>37.777.777,78</b> shares, Total: 40.000.000 Turkish Liras against 40.000.000 shares,</p>



<p>The company accepted the registered capital system in accordance with the provisions of the Capital Markets Law and switched to the registered capital system with the permission of the Capital Markets Board dated 27/02/2015 and numbered 5/253.</p> <p>The registered capital ceiling of the company is 400.000.000(Four Hundred Million) Turkish Liras, each divided into 400.000.000 (Four Hundred Million) shares with a nominal value of 1 (One) Turkish Lira.</p> <p>The authorization of the ceiling of registered capital given by the Capital Market Board, shall be effective for the years between 2022-2026 (5 years). Even though the ceiling of the registered capital is not reached at the end of 2026. After the year 2026, it is compulsory for the Board of Directors, to obtain a permit from the General Assembly in order to pass a resolution to increase the capital by way of also having authorization of Capital Market Boards for the ceiling previously authorized or for a new ceiling amount which is not more than 5 years. In case the above-mentioned authorization is not taken, the capital increase cannot be made with a Board of Directors resolution.</p> <p>The paid capital of the company is 40.000.000 (Forty million) and all of the capital has been paid free of collusion. The capital is divided into 40.000.000 (Forty million) shares consisting of <del>2.222.000 (Two million two hundred and twenty-two thousand)</del> A Group registered shares and <del>37.778.000 (Thirty-seven million seven hundred and seventy-eight thousand)</del> B Group bearer shares, each with a nominal value of 1 TL.</p> <p>No new shares may be issued unless and until</p>	<p>The company accepted the registered capital system in accordance with the provisions of the Capital Markets Law and switched to the registered capital system with the permission of the Capital Markets Board dated 27/02/2015 and numbered 5/253.</p> <p>The registered capital ceiling of the company is 400.000.000(Four Hundred Million) Turkish Liras, each divided into 400.000.000 (Four Hundred Million) shares with a nominal value of 1 (One) Turkish Lira.</p> <p>The authorization of the ceiling of registered capital given by the Capital Market Board, shall be effective for the years between 2022-2026 (5 years). Even though the ceiling of the registered capital is not reached at the end of 2026. After the year 2026, it is compulsory for the Board of Directors, to obtain a permit from the General Assembly in order to pass a resolution to increase the capital by way of also having authorization of Capital Market Boards for the ceiling previously authorized or for a new ceiling amount which is not more than 5 years. In case the above-mentioned authorization is not taken, the capital increase cannot be made with a Board of Directors resolution.</p> <p>The paid capital of the company is 40.000.000 (Forty million) and all of the capital has been paid free of collusion. The capital is divided into 40.000.000 (Forty million) shares consisting of <b>2.222.222,22 (Two million two hundred twenty-two thousand two hundred twenty-two point twenty-two)</b> A Group registered shares and <b>37.778.777,78 (Thirty-seven million seven hundred seventy-seven thousand seven hundred and seventy-seven point seventy-eight)</b> B Group bearer shares, each with a nominal value of 1 TL.</p> <p>No new shares may be issued unless and until</p>
<p>all the issued shares are fully sold and paid or unsold shares are cancelled.</p> <p>The shares representing the capital shall be monitored within the framework of the dematerialization principles.</p> <p>The capital of the company, can be increased or decreased in accordance with Capital Market Legislation and Turkish Commercial Code in case of need.</p> <p>Group (A) shares have privileges in the determination of the members of the board of directors and the use of voting rights in the general assembly. (B) Group shares do not have any privileges.</p>	<p>all the issued shares are fully sold and paid or unsold shares are cancelled.</p> <p>The shares representing the capital shall be monitored within the framework of the dematerialization principles.</p> <p>The capital of the company, can be increased or decreased in accordance with Capital Market Legislation and Turkish Commercial Code in case of need.</p> <p>Group (A) shares have privileges in the determination of the members of the board of directors and the use of voting rights in the general assembly. (B) Group shares do not have any privileges.</p>



<p>In capital increases, (A) group shares will be issued at the rate of (A) group shares, and (B) group shares will be issued at the rate of (B) group shares to represent the increased capital. If it is decided to issue only (B) group shares in paid capital increases without restricting their right to purchase new shares, (A) group shareholders are given the right to purchase (B) group shares in proportion to their share in the capital. In case of restriction of the right to buy new shares, the shares to be issued will be from the (B) group.</p> <p>Any non-paid up shares shall be distributed to the current shareholders while increasing the share capital of the Company.</p> <p>The Board of Directors of the Company is authorized to increase the issued share capital by issuing (A) group registered and/or (B) group bearer shares up to the registered share capital in compliance with the Capital Market Law and relevant regulations.</p> <p>The Board of Directors may take a decision in the nature of issuing shares above or below the nominal value, partially or completely limiting the rights of the shareholders to purchase new shares, or restricting the rights of the privileged shareholders. The authority to restrict the right to buy new shares cannot be used to cause inequality among the shareholders. Decisions taken by the Board of Directors within the scope of this clause are announced to the public within the framework of the principles determined by the Capital Markets Board.</p> <p><b>General Assembly: Article 10</b> (It is the same as announced in the TTRG dated 24.08.2015 and numbered 8890. Correction TTRG dated 20.09.2017 and numbered 9412)</p> <p>The General Assembly convenes ordinarily and extraordinarily in accordance with the provisions of the Turkish Commercial Code and the Capital Market Legislation and takes the</p>	<p>In capital increases, (A) group shares will be issued at the rate of (A) group shares, and (B) group shares will be issued at the rate of (B) group shares to represent the increased capital. If it is decided to issue only (B) group shares in paid capital increases without restricting their right to purchase new shares, (A) group shareholders are given the right to purchase (B) group shares in proportion to their share in the capital. In case of restriction of the right to buy new shares, the shares to be issued will be from the (B) group.</p> <p>Any non-paid up shares shall be distributed to the current shareholders while increasing the share capital of the Company.</p> <p>The Board of Directors of the Company is authorized to increase the issued share capital by issuing (A) group registered and/or (B) group bearer shares up to the registered share capital in compliance with the Capital Market Law and relevant regulations.</p> <p>The Board of Directors may take a decision in the nature of issuing shares above or below the nominal value, partially or completely limiting the rights of the shareholders to purchase new shares, or restricting the rights of the privileged shareholders. The authority to restrict the right to buy new shares cannot be used to cause inequality among the shareholders. Decisions taken by the Board of Directors within the scope of this clause are announced to the public within the framework of the principles determined by the Capital Markets Board.</p> <p><b>General Assembly: Article 10</b></p> <p>The General Assembly convenes ordinarily and extraordinarily in accordance with the provisions of the Turkish Commercial Code and the Capital Market Legislation and takes the</p>
<p>necessary decisions.</p> <p>The Ordinary General Assembly convenes ordinarily at least once a year and within 3 months from the end of every accounting period of the Company and discusses and decides on the issues determined in the agenda to be prepared in accordance with the Turkish Commercial Code and Capital Market Legislation.</p>	<p>necessary decisions.</p> <p>The Ordinary General Assembly convenes ordinarily at least once a year and within 3 months from the end of every accounting period of the Company and discusses and decides on the issues determined in the agenda to be prepared in accordance with the Turkish Commercial Code and Capital Market Legislation.</p>



<p>The Extraordinary General Assembly convenes as required by the Company's business or in cases specified in the Turkish Commercial Code and Capital Market Legislation. In the Ordinary meeting of the General Assembly, the shareholders discuss and resolve the issues specified in the Turkish Commercial Code and Capital Market Legislation.</p> <p>In the company's general assemblies, regardless of the principle of adherence to the agenda, the matters that the Capital Markets Board wishes to be discussed or announced to the shareholders must be included in the agenda of the general assembly.</p> <p>Invitation to the General Assembly is made in accordance with the provisions of the Commercial Code and the Capital Market Legislation.</p> <p>The Chairman who is authorized to manage the discussions in the General Assembly, the member authorized to collect votes and the clerk of the minutes are elected from among the shareholders or can be assigned externally.</p> <p>The executive directors, if any, and at least one member of the board of directors and the independent auditor must be present at the general assembly meeting. <del>It is required that the shareholders representing at least 51% (fifty one percent) of the capital should be present in person or by proxy in both the Ordinary and Extraordinary meetings of the General Assembly unless any other stricter quorums are stipulated in these Articles of Association, the Capital Market Law and the Turkish Commercial Code. The meeting quorum in this article is also applied for all postponed meetings of the General Assembly.</del></p> <p><del>Decisions at the General Assembly meetings are taken with the affirmative votes of at least 51% (fifty one percent) of the Company's total voting shares at the General Assembly meeting, excluding the cases where the Turkish Commercial Code and the Capital Markets legislation require a higher quorum.</del></p>	<p>The Extraordinary General Assembly convenes as required by the Company's business or in cases specified in the Turkish Commercial Code and Capital Market Legislation. In the Ordinary meeting of the General Assembly, the shareholders discuss and resolve the issues specified in the Turkish Commercial Code and Capital Market Legislation.</p> <p>In the company's general assemblies, regardless of the principle of adherence to the agenda, the matters that the Capital Markets Board wishes to be discussed or announced to the shareholders must be included in the agenda of the general assembly.</p> <p>Invitation to the General Assembly is made in accordance with the provisions of the Commercial Code and the Capital Market Legislation.</p> <p>The Chairman who is authorized to manage the discussions in the General Assembly, the member authorized to collect votes and the clerk of the minutes are elected from among the shareholders or can be assigned externally.</p> <p>The executive directors, if any, and at least one member of the board of directors and the independent auditor must be present at the general assembly meeting.</p>
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<p><del>The decision quorum in this article is also applied for all postponed meetings of the General Assembly.</del></p> <p>At the ordinary and extraordinary general assembly meetings of the company, (A) group shareholders have 15 voting rights for each share, (B) group shareholders have 1 vote for each share.</p> <p>The General Assembly convenes at the head office address of the Company or at a convenient place in the city where the head office is located.</p> <p>Working principles and procedures of the General Assembly of the Company are determined by the Internal Directive approved by the General Assembly of the Company.</p> <p>The beneficiaries who have the right to attend the general assembly meetings of the company can also attend the general assembly meetings electronically in accordance with Article 1527 of the Turkish Commercial Code. In accordance with the provisions of the Regulation on General Assembly Meetings to be Held in Electronic Environment in Joint Stock Companies, the Company may establish an electronic general assembly system that will allow the beneficiaries to participate in the general assembly meetings electronically, express their opinions, make suggestions and vote, or may purchase services from the systems created for this purpose. Pursuant to this provision of the articles of association, in all general assembly meetings to be held, beneficiaries and their representatives will be able to exercise the rights specified in the provisions of the aforementioned Regulation through the established system.</p>	<p>At the ordinary and extraordinary general assembly meetings of the company, (A) group shareholders have 15 voting rights for each share, (B) group shareholders have 1 vote for each share.</p> <p>The General Assembly convenes at the head office address of the Company or at a convenient place in the city where the head office is located.</p> <p>Working principles and procedures of the General Assembly of the Company are determined by the Internal Directive approved by the General Assembly of the Company.</p> <p>The beneficiaries who have the right to attend the general assembly meetings of the company can also attend the general assembly meetings electronically in accordance with Article 1527 of the Turkish Commercial Code. In accordance with the provisions of the Regulation on General Assembly Meetings to be Held in Electronic Environment in Joint Stock Companies, the Company may establish an electronic general assembly system that will allow the beneficiaries to participate in the general assembly meetings electronically, express their opinions, make suggestions and vote, or may purchase services from the systems created for this purpose. Pursuant to this provision of the articles of association, in all general assembly meetings to be held, beneficiaries and their representatives will be able to exercise the rights specified in the provisions of the aforementioned Regulation through the established system.</p>
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## OTHER ISSUES

Events of special importance that may affect the rights of partners, creditors and other relevant persons and organizations that occurred during the 2022 operating period are presented below for your information

Our Company's Ordinary General Assembly Meeting for 2021 was held on March 29, 2022 at the address of Kızılırmak Mahallesi 1445. Sokak No: 2B/18 The Paragon Tower Çankaya / ANKARA.

In the Ordinary general assembly meeting for 2021 of our Company held on March 29, 2022, in the Article 6 of the Company's Articles of Association, titled 'Company Capital and Type of Shares', the authorized shared capital has been increased from 100,000,000 TL to 400,000,000 TL and its validity period is between 2022 and 2026. This article was approved by The Trade Registry Office on March 31, 2022.

Our Company's Ordinary General Assembly Meeting held on July 04, 2022 at the address of Kızılırmak Mahallesi 1445. Sokak No: 2B/18 The Paragon Tower Çankaya / ANKARA.

Amendment to Article 6 of the Company's Articles of Association, titled "Company's Capital and Type of Shares" and 10th titled "General Assembly" was approved at the Extraordinary General Assembly meeting for the year 2022 held on July 04, 2022 and registered by The Trade Registry Office on July 06, 2022.

### Events After the Balance Sheet Date

► On Feb 8, 2023: Our Company won the tender of "36-months Health Information Management System (HIMS) Service Procurement" that was made by Ankara Gülhane Education and Research Hospital on the date of Nov 2, 2022 and the legal objection process was completed. "The Invitation To The Contract" letter was sent to our company by the administration and then the contract signing phase was started. The tender price is 13.239.792,00 Turkish Liras.

► It has been decided by our Board of Directors on 16.02.2023;

1- Since the price of our company's shares traded on İstanbul Stock Exchange does not reflect the actual performance of our company's activities, in order to protect our shareholders, to ensure that our share price is stable and consistent with its real value, and to protect the trust of our investors in our company, to be able to make buyback basis on II-22.1 Buyback Shares Communique and decision of principle Feb 14, 2023 dated and 9/177 numbered by Capital Markets Board's.

2- Determining the maximum number of shares for buyback is 4.000.000 (4.000.000,00 TL nominal)

3- The fund to be allocated for share buyback is determined as maximum 50.000.000,00 TL to be met from our own equity.

4- Determining the duration of the share buyback program as 1 year.

5- Regarding the share buyback of company shares, necessary case event disclosures are made on the Public Disclosure Platform and the decision regarding the share buyback is submitted to the approval of the first General Assembly.

It is announced with respect to the public and our investors.



The share buy-back transactions executed on 16.02.2023 based on the resolution of Board of Directors dated on 16.02.2023 are added to the table.

- ▶ On Feb 16, 2023, a total of 158.000 shares were bought-back from the price range of TRY 12,32 - 13,25
- ▶ On Feb 17, 2023, a total of 24.500 shares were bought-back from the price range of TRY 11,80 - 12,13 and the number of FONET shares owned by our company has reached 182,500. (0,456% to company capital)
- ▶ On Feb 20, 2023: The contract that "36 months Health Information Management System (HIMS) Service Procurement" has been signed with Ankara Gülhane Education and Research Hospital on the date of Feb 20, 2023 with the amount of 13.239.792,00 Turkish Lira.
- ▶ On Feb 20, 2023, a total of 87.500 shares were bought-back from the price range of TRY 12,26 - 12,48 and the number of FONET shares owned by our company has reached 270,000. (0,675% to company capital)
- ▶ On Feb 21, 2023, a total of 30.000 shares were bought-back from the price range of TRY 12,31 - 12,57 and the number of FONET shares owned by our company has reached 300,000. (0,75% to company capital)
- ▶ On Feb 22, 2023, a total of 15.000 shares were bought-back from the price range of TRY 12,40 and the number of FONET shares owned by our company has reached 315,000. (0,79% to company capital)
- ▶ On Feb 23, 2023, a total of 25.000 shares were bought-back from the price range of TRY 12,46 -12,67 and the number of FONET shares owned by our company has reached 340,000. (0,85% to company capital)
- ▶ On March 8, 2023: Our company won the tender of "36 months Health Information Management System (HIMS) Service Procurement" that was made by Tunceli Provincial Health Directorate with a tender price of 5.898.698,00 Turkish Lira. The legal objection process is expected and then the contract signing phase will be started.



# CORPORATE GOVERNANCE COMPLIANCE REPORT

## PART I- DECLARATION OF COMPLIANCE WITH CORPORATE GOVERNANCE PRINCIPLES

In order for the companies to be permanent and their activities to be continuous, they should have a strong corporate identity as well as a sound financial structure. Fonet Information Technologies Inc. is aware that it has passed from having a good corporate identity in order to ensure permanence and create value, and places great importance on this structure within and outside the company. For the continuation of the corporate culture created in this direction, the Capital Markets Board ("CMB") is published in the Official Gazette No. 28871 dated January 3, 2014 ("Communiqué") and its annex "Corporate Governance Principles" shows maximum care to comply with its regulations. All activities of our Company are carried out in compliance with the said Principles as well as all relevant legal regulations.

Our company during the 01.01.2022 - 31.12.2022 operating period; it complies with the "Corporate Governance Principles" published by the Capital Markets Board, excluding some of the principles outlined below and which we are obliged to abide by.

## Corporate Governance Compliance Report

	Company Compliance Status					Explanation
	Yes	Partial	No	Exempted	Not Applicable	
<b>1.1. FACILITATING THE EXERCISE OF SHAREHOLDER RIGHTS</b>						
1.1.2- Up-to-date information and disclosures which may affect the exercise of shareholder rights are available to investors at the corporate website.	X					
<b>1.2. RIGHT TO OBTAIN AND REVIEW INFORMATION</b>						
1.2.1 - Management did not enter into any transaction that would complicate the conduct of special audit.	X					
<b>1.3. GENERAL ASSEMBLY</b>						
1.3.2 - The company ensures the clarity of the General Assembly agenda, and that an item on the agenda does not cover multiple topics.	X					
1.3.7- Insiders with privileged information have informed the board of directors about transactions conducted on their behalf within the scope of the company's activities in order for these transactions to be presented at the General Shareholders' Meeting.					X	
1.3.8 - Members of the board of directors who are concerned with specific agenda items, auditors, and other related persons, as well as the officers who are responsible for the preparation of the financial statements were present at the General Shareholders' Meeting.	X					
1.3.10 - The agenda of the General Shareholders' Meeting included a separate item detailing the amounts and beneficiaries of all donations and contributions.	X					
1.3.11 - The General Shareholders' Meeting was held open to the public, including the stakeholders, without having the right to speak.	X					
<b>1.4. VOTING RIGHTS</b>						
1.4.1 - There is no restriction preventing shareholders from exercising their shareholder rights.	X					



1.4.2 - The company does not have shares that carry privileged voting rights.							As stated in article 6 of our company's Articles of Association, Group (A) shares have the privilege of determining the Members of the Board of Directors and voting right at the General Assembly Meeting while Group (B) shares do not have any privileges. Group (A) shareholders have 15 voting rights for each share, and (B) group shareholders have 1 voting right for each share in the Ordinary and Extraordinary General Assembly Meetings of the Company.
1.4.3-The company withholds from exercising its voting rights at the General Shareholders' Meeting of any company with which it has cross-ownership, in case such cross-ownership provides management control.	X						
<b>1.5. MINORITY RIGHTS</b>							
1.5.1 - The company pays maximum diligence to the exercise of minority rights.	X						
1.5.2 - The Articles of Association extend the use of minority rights to those who own less than one twentieth of the outstanding shares, and expand the scope of the minority rights.					X		Minority rights are not granted to those who have less than one-twentieth of the capital regarding Articles of Association, and maximum attention is paid to minority rights within the framework of the general regulations in the legislation. No request has been received from the investors in this regard.
<b>1.6. DIVIDEND RIGHT</b>							
1.6.1 - The dividend policy approved by the General Shareholders' Meeting is posted on the company website.	X						
1.6.2 - The dividend distribution policy comprises the minimum information to ensure that the shareholders can have an opinion on the procedure and principles of dividend distributions in the future.	X						
1.6.3 - The reasons for retaining earnings, and their allocations, are stated in the relevant agenda item.	X						
1.6.4 - The board reviewed whether the dividend policy balances the benefits of the shareholders and those of the company.	X						
<b>1.7. TRANSFER OF SHARES</b>							
1.7.1 - There are no restrictions preventing shares from being transferred.	X						
<b>2.1. CORPORATE WEBSITE</b>							
2.1.1. - The company website includes all elements listed in Corporate Governance Principle 2.1.1.	X						
2.1.2 - The shareholding structure (names, privileges, number and ratio of shares, and beneficial owners of more than 5% of the issued share capital) is updated on the website at least every 6 months.	X						



2.1.4 - The company website is prepared in other selected foreign languages, in a way to present exactly the same information with the Turkish content.	X					Minority rights are not granted to those who have less than one-twentieth of the capital regarding Articles of Association, and maximum attention is paid to minority rights within the framework of the general regulations in the legislation. No request has been received from the investors in this regard.
<b>2.2. ANNUAL REPORT</b>						
2.2.1 - The board of directors ensures that the annual report represents a true and complete view of the company's activities.	X					
2.2.2 - The annual report includes all elements listed in Corporate Governance Principle 2.2.2.	X					
<b>3.1. CORPORATION'S POLICY ON STAKEHOLDERS</b>						
3.1.1- The rights of the stakeholders are protected pursuant to the relevant regulations, contracts and within the framework of bona fides principles.	X					
3.1.3 - Policies or procedures addressing stakeholders' rights are published on the company's website.	X					
3.1.4 - A whistleblowing programme is in place for reporting legal and ethical issues.	X					
3.1.5 - The company addresses conflicts of interest among stakeholders in a balanced manner.	X					
<b>3.2. SUPPORTING THE PARTICIPATION OF THE STAKEHOLDERS IN THE CORPORATION'S MANAGEMENT</b>						
3.2.1 - The Articles of Association, or the internal regulations (terms of reference/manuals), regulate the participation of employees in management.			X			Employees' participation in management is not regulated by the Articles of Association, but is determined by various practices within the company.
3.2.2 - Surveys/other research techniques, consultation, interviews, observation method etc. were conducted to obtain opinions from stakeholders on decisions that significantly affect them.	X					
<b>3.3. HUMAN RESOURCES POLICY</b>						
3.3.1 - The company has adopted an employment policy ensuring equal opportunities, and a succession plan for all key managerial positions.	X					
3.3.2 - Recruitment criteria are documented.	X					
3.3.3 - The company has a policy on human resources development, and organises trainings for employees.	X					
3.3.4 - Meetings have been organised to inform employees on the financial status of the company, remuneration, career planning, education and health.	X					
3.3.5 - Employees, or their representatives, were notified of decisions impacting them. The opinion of the related trade unions was also taken.	X					Utmost care is taken to inform the employees and their representatives of the decisions that may affect the employees. However, due to the nature of the informatics sector in which our company operates, no opinion was received from any union.



3.3.6 - Job descriptions and performance criteria have been prepared for all employees, announced to them and taken into account to determine employee remuneration.	X						
3.3.7 - Measures (procedures, trainings, raising awareness, goals, monitoring, complaint mechanisms) have been taken to prevent discrimination, and to protect employees against any physical, mental, and emotional mistreatment.	X						
3.3.8 - The company ensures freedom of association and supports the right for collective bargaining.	X						
3.3.9 - A safe working environment for employees is maintained.	X						
<b>3.4. RELATIONS WITH CUSTOMERS AND SUPPLIERS</b>							
3.4.1-The company measured its customer satisfaction, and operated to ensure full customer satisfaction.	X						
3.4.2 - Customers are notified of any delays in handling their requests.	X						
3.4.3 - The company complied with the quality standards with respect to its products and services.	X						
3.4.4 - The company has in place adequate controls to protect the confidentiality of sensitive information and business secrets of its customers and suppliers.	X						
<b>3.5. ETHICAL RULES AND SOCIAL RESPONSIBILITY</b>							
3.5.1 - The board of the corporation has adopted a code of ethics, disclosed on the corporate website.	X						
3.5.2-The company has been mindful of its social responsibility and has adopted measures to prevent corruption and bribery.	X						
<b>4.1. ROLE OF THE BOARD OF DIRECTORS</b>							
4.1.1 - The board of directors has ensured strategy and risks do not threaten the long-term interests of the company, and that effective risk management is in place.	X						
4.1.2 - The agenda and minutes of board meetings indicate that the board of directors discussed and approved strategy, ensured resources were adequately allocated, and monitored company and management performance.	X						
<b>4.2. ACTIVITIES OF THE BOARD OF DIRECTORS</b>							
4.2.1-The board of directors documented its meetings and reported its activities to the shareholders.	X						
4.2.2 - Duties and authorities of the members of the board of directors are disclosed in the annual report.	X						
4.2.3-The board has ensured the company has an internal control framework adequate for its activities, size and complexity.	X						There are practices that establish internal control within the working principles of our company. In the future, it will be considered to establish a separate Internal Control unit in line with the growth of our Company's scale
4.2.4 - Information on the functioning and effectiveness of the internal control system is provided in the annual report.	X						Detailed information about the audit committee responsible for the functioning of the internal control system ( number of meetings, etc.) is included in the annual report.
4.2.5 - The roles of the Chairman and Chief Executive Officer are separated and defined.	X						
4.2.7-The board of directors ensures that the Investor Relations department and the corporate governance committee work effectively. The board works closely with them when communicating and settling disputes with shareholders.	X						
4.2.8 - The company has subscribed to a Directors and Officers liability insurance covering more than 25% of the capital.				X			



4.3. STRUCTURE OF THE BOARD OF DIRECTORS						Detailed information about the audit
4.3.9 - The board of directors has approved the policy on its own composition, setting a minimal target of 25% for female directors. The board annually evaluates its composition and nominates directors so as to be compliant with the policy.	X					committee responsible for the functioning of the internal control system ( number of meetings, etc.) is included in the annual report.
4.3.10 - At least one member of the audit committee has 5 years of experience in audit/accounting and finance.	X					
4.4. BOARD MEETING PROCEDURES						
4.4.1-Each board member attend the majority of the board meetings in person or via an electronic board meeting system	X					Since one of our members of the Board of Directors resides abroad, he cannot physically attend the meetings.
4.4.2 - The board has formally approved a minimum time by which information and documents relevant to the agenda items should be supplied to all board members.	X					The Board of Directors meetings are held in accordance with the Company's Articles of Association and the working principles of the Board of Directors. Although the mentioned regulations do not define a minimum period for sending documents related to the meetings, it is ensured that information and documents are sent to all members within a sufficient period of time.
4.4.3 - The opinions of board members that could not attend the meeting, but did submit their opinion in written format, were presented to other members.	X					
4.4.4 - Each member of the board has one vote.	X					
4.4.5 - The board has a charter/written internal rules defining the meeting procedures of the board.	X					
4.4.6 - Board minutes document that all items on the agenda are discussed, and board resolutions include director's dissenting opinions if any.	X					
4.4.7-There are limits to external commitments of board members. Shareholders are informed of board members' external commitments at the General Shareholders' Meeting.			X			The Board of Directors meetings are held in accordance with the Company's Articles of Association and the working principles of the Board of Directors. Although the mentioned regulations do not define a minimum period for sending documents related to the meetings, it is ensured that information and documents are sent to all members within a sufficient period of time.



4.5. BOARD COMMITTEES					
4.5.5 - Board members serve in only one of the Board's committees.			X		Assignments to committees are made in accordance with the relevant regulations, taking into account the knowledge and experience of our Board Members. Our Board Members can take part in more than one committee due to their experience level. This member provides communication and increases cooperation opportunities between committees dealing with related issues.
4.5.6 - Committees have invited persons to the meetings as deemed necessary to obtain their views.			X		There has not been any such situation in 2022.
4.5.7 - If external consultancy services are used, the independence of the provider is stated in the annual report.				X	Counseling service has not been received.
4.5.8 - Minutes of all committee meetings are kept and reported to board members.	X				
4.6. FINANCIAL RIGHTS					
					The necessary evaluation has been made in the
4.6.1-The board of directors has conducted a board performance evaluation to review whether it has discharged all its responsibilities effectively.			X		message of the Chairman of the Board of Directors of the annual report, and no special work has been conducted at the Board level for performance evaluation.
4.6.4-The company did not extend any loans to its board directors or executives, nor extended their lending period or enhanced the amount of those loans, or improve conditions thereon, and did not extend loans under a personal credit title by third parties or provided guarantees such as surety in favour of them.	X				
4.6.5 - The individual remuneration of board members and executives is disclosed in the annual report.		X			Remuneration for the members of the Board of Directors and executives with administrative responsibilities is generally explained in the Independent Audit Report published in the Annual Report.



## Corporate Governance Information Form

1. SHAREHOLDERS	
<b>1.1. Facilitating the Exercise of Shareholders Rights</b>	
The number of investor meetings (conference, seminar/etc.) organised by the company during the year	7 Piece
<b>1.2. Right to Obtain and Examine Information</b>	
The number of special audit request(s)	There has not been any such situtaion.
The number of special audit requests that were accepted at the General Shareholders' Meeting	There has not been any such situtaion.
<b>1.3. General Assembly</b>	
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/1006963">https://www.kap.org.tr/tr/Bildirim/1006963</a>
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 situtaion.
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 situtaion.
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 situtaion.
The name of the section on the corporate website that demonstrates the donation policy of the company	Investor Relations / Policies / Donation and Aid Polic
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/1013791">https://www.kap.org.tr/tr/Bildirim/1013791</a>
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	<a href="https://www.kap.org.tr/tr/Bildirim/1013791">https://www.kap.org.tr/tr/Bildirim/1013791</a>
<b>1.4. Voting Rights</b>	
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.	(A) group shareholders have 15 voting rights for each share, and (B) group 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
<b>1.5. Minority Rights</b>	
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.	-
<b>1.6. Dividend Right</b>	
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 2021. Decision No. 2022/05 dated 03.03.2022 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 01.01.2021 - 31.12.2021, the remaining profit after allocating general legal reserves from the profit obtained as a result of the activities of 2021, giving the information that a total of 37.543.277,00 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, It was accepted with 22,914,590,10 affirmative votes and a majority of votes against 1 rejection vote.



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/tr/Bildirim/1013791>

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
29/03/2022	0	% 57,28	% 38,38	% 18,9	Investor Relations / General Assembly / Meeting Minutes of 2021	Investor Relations / General Assembly / Meeting Minutes of 2021	Agenda no: 14	29	<a href="https://www.kap.org.tr/tr/Bildirim/1013791">https://www.kap.org.tr/tr/Bildirim/1013791</a>
04/07/2022	0	% 54,7	% 38,35	% 16,35	Investor Relations / General Assembly / Extraordinary General Assembly Meeting Minute of 2022	Investor Relations / General Assembly / Extraordinary General Assembly Meeting Minute of 2022	-	29	<a href="https://www.kap.org.tr/tr/Bildirim/1041305">https://www.kap.org.tr/tr/Bildirim/1041305</a>

## 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 situtaion.
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

<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	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.
<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	Investor Relations / Policies / Stakeholder Policy
Corporate bodies where employees are actually represented	NA
<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	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
<b>3.5. Ethical Rules and Social Responsibility</b>	
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

<b>4. BOARD OF DIRECTORS-I</b>	
<b>4.2. Activity of the Board of Directors</b>	
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
If the CEO and Chair functions are combined: provide the link to the relevant PDP announcement 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: 25%



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)
İLKER SALTOĞLU	İcrada Görevli Değil (Non-executive)	Bağımsız üye (Independent director)	20/09/2017	<a href="https://www.kap.org.tr/tr/Bildirim/838452">https://www.kap.org.tr/tr/Bildirim/838452</a>	Değerlendirildi (Considered)	Hayır (No)	Hayır (No)
YUSUF SERDAR GÜRBÜZ	İcrada Görevli Değil (Non-executive)	Bağımsız üye (Independent director)	20/09/2017	<a href="https://www.kap.org.tr/tr/Bildirim/838452">https://www.kap.org.tr/tr/Bildirim/838452</a>	Değerlendirildi (Considered)	Hayır (No)	Evet (Yes)
MAHMUT İBİŞ	İcrada Görevli Değil (Non-executive)	Bağımsız üye değil (Not independent director)	06/12/2016		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)

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	18
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
<b>4.5. Board Committees</b>	
Page numbers or section names of the annual report where information about the board committees are presented	Committees Established within the Board of Directors
Link(s) to the PDP announcement(s) with the board committee charters	<a href="https://www.kap.org.tr/tr/Bildirim/1014125">https://www.kap.org.tr/tr/Bildirim/1014125</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)		Yusuf Serdar GÜRBÜZ	Evet (Yes)	Yönetim kurulu üyesi (Board member)
Denetim Komitesi (Audit Committee)		İlker SALTOĞLU	Hayır (No)	Yönetim kurulu üyesi (Board member)
Kurumsal Yönetim Komitesi (Corporate Governance Committee)		İlker SALTOĞLU	Evet (Yes)	Yönetim kurulu üyesi (Board member)
Kurumsal Yönetim Komitesi (Corporate Governance Committee)		Dr. 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)		Yusuf Serdar GÜRBÜZ	Evet (Yes)	Yönetim kurulu üyesi (Board member)
Riskin Erken Saptanması Komitesi (Committee of Early Detection of Risk)		Dr. Emre SEZGİN	Hayır (No)	Yönetim kurulu üyesi (Board member)



<b>4. BOARD OF DIRECTORS-III</b>		
<b>4.5. Board Committees-II</b>		
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 Established 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 Established 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 Established 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.
<b>4.6. Financial Rights</b>		
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	Six	Six
Kurumsal Yönetim Komitesi ( Corporate Governance Committee)		% 67	% 33	One	One
Riskin Erken Saptanması Komitesi ( Committee of Early Detection of Risk)		% 50	% 50	Six	Six



	If the compliance with the principles is determined as "Yes" or "Partial", the report information/link regarding the information disclosed to the public should be included  Information on compliance with the principles are included in the "Description" column.  The extent to which the requested information is presented as consolidated or solo should be stated in the "Description" column.	COMPLIANCE STATUS				DESCRIPTION	REPORT INFORMATION (Including the page number)/ LINK ON PUBLIC DISCLOSURE
		YES	NO	PARTIAL	NOT APPLICABLE		
<b>A. General Principles</b>							
<b>A1. Strategy, Policy and Targets</b>							
A1.1	The Board of Directors determines environmental, social and governance (ESG) priority issues, risks and opportunities			X		Corporate Governance Committee has been formed and working principles have been disclosed to the public.	<a href="https://www.kap.org.tr/en/Bildirim/1014125">https://www.kap.org.tr/en/Bildirim/1014125</a>
	The Board of Directors establishes ESG policies (For example: Environmental Policy, Energy Policy, Human Rights and Employee Policy etc.) and declares to the public			X		ESG policies are declared to the public on the website.	<a href="https://www.fonetbt.com/language/en/policy/">https://www.fonetbt.com/language/en/policy/</a>
A1.2	The short and long term goals in line with ESG policies are declared to the public.		X				
<b>A2. Implementation/Monitoring</b>							
A2.1	The committees and/or units responsible for the implementation of ESG policies as well as the highest level person in charge of ESG issues and their duties are determined and publicly disclosed.			X		Relevant committees are shared in detail.	<a href="https://www.kap.org.tr/en/Bildirim/1014125">https://www.kap.org.tr/en/Bildirim/1014125</a>
	The responsible committee / unit reports the activities carried out within the scope of the policies to the Board of Directors at least once a year.	X					2022 Annual Report
A2.2	Implementation and action plans in line with the ESG targets are formed and declared to the public.		X				
A2.3	The scope of ESG Key Performance Indicators (KPI) and relevant indicators are announced on a yearly basis."		X				
A2.4	Announces the innovation activities that improve the sustainability performance for business processes or products and services.		X				
<b>A3. Reporting</b>							
A3.1	Information regarding the performance of the Incorporation in terms of sustainability performance, targets and activities are included correctly and adequately in the annual report.			X		Sustainability Principles Compliance Policy	<a href="https://www.fonetbt.com/language/en/policy/">https://www.fonetbt.com/language/en/policy/</a>
A3.2	Information about its activities on which of the United Nations (UN) 2030 Sustainable Development Goals are related to has been disclosed to the public by the Incorporation.		X				
A3.3	Information about the important lawsuits filed and/or concluded in ESG issues, which are important in terms of ESG policies and/or will significantly affect activities, have been disclosed to the public.		X				
<b>A4. Verification</b>							
A4.1	ESG Key Performance metrics of the Incorporation have been verified and publicly disclosed by an independent third party organization.		X				
<b>B. Environmental Principles</b>							
B1	Announces the policies and practices, action plans, environmental management systems (known as the ISO 14001 standard) and programs in the field of environmental management.		X				
B2	The scope of the report, the reporting period, the reporting date, and the limitations regarding the reporting conditions were		X				



B3	Stated in A2.1.						
B4	Environmental targets included in the rewarding criteria within the scope of performance incentive systems based on stakeholders (such as members of the Board of Directors, managers and employees) have been disclosed to the public.		X				
B5	How environmental issues are integrated into business targets and strategies has been disclosed to the public.		X				
B6	Stated in A2.4.						
B7	How environmental issues are managed and integrated into business targets and strategies throughout the company's value chain, including the operational process, suppliers and customers has been disclosed to the public.		X				
B8	Whether the environment organizations and non-governmental organizations are involved in the policy-making processes or not, and the collaborations with these institutions and organizations have been disclosed to the public.		X				
B9	In the light of environmental indicators (Greenhouse gas emissions (Scope-1 (Direct), Scope-2 (Energy indirect), Scope-3 (Other indirect) 1), air quality, energy management, water and wastewater management, waste management, biodiversity impacts) reports periodically comparable information on its environmental impacts				X		
B10	Describes the standard, protocol, methodology and base year details used to collect and calculate its data.		X				
B11	The status of the environmental indicators for the reporting year (increase or decrease) in comparison with previous years has been described.		X				
B12	Short and long-term targets to reduce environmental impact are set and these targets are announced together with information on their progress in relation to the goals set in the past years.		X				
B13	The strategy and actions to combat the climate crisis are announced.		X				
B14	In order to prevent or minimize the potential negative impact of products and/or services on the environment, programs or procedures have been established and disclosed to the public.				X		
	In order to prevent or minimize the potential negative impact of products and/or services on the environment, programs or procedures have been established and disclosed to the public.				X		
B15	The environmental benefits / profits and cost savings provided by projects and initiatives carried out to reduce environmental impact are announced.		X				
B16	The total energy consumption (natural gas, diesel, gasoline, LPG, coal, electricity, heating, cooling) data are announced as Scope-1 and Scope-2		X				
B17	Information on electricity, heat, steam and cooling generated and consumed in the reporting year is provided.				X		
B18	Conducts studies on increasing the use of renewable energy, transition to zero or low carbon electricity and explains these studies.				X		
B19	The renewable generation of energy and the usage data are announced.				X		
B20	Energy efficiency projects are realized and the amount of energy consumption and emission reduction gained by means of these studies are announced.						X
					X		
B21	The amount of water withdrawn, used, recycled and discharged from underground or above ground, its sources and procedures are reported.		X				



B22	Announces whether the operations or activities are included in any carbon pricing system (Emission Trading System, Cap & Trade or Carbon Tax).				X	
B23	The carbon credit information accumulated or purchased during the reporting period is announced.				X	
B24	The details if carbon pricing is applied within the Incorporation are announced.				X	
B25	Platforms where the Incorporation discloses environmental information is announced.		X			
<b>C. Social Principles</b>						
<b>C1. Human Rights and Employee Rights</b>						
C1.1	Corporate Human Rights and Labor Rights Policy is established in which full compliance with the legal framework and legislation regulating the human rights and business life in Turkey, ILO Conventions that are ratified by Turkey and the Universal Declaration of Human Rights is committed. Roles and responsibilities associated with the implementation of the policy are determined and announced.		X			
C1.2	Considering the supply and value chain effects, the Company includes fair workforce, improvement of labor standards, women's employment and inclusion (such as nondiscrimination on women, men, gender, religious belief, language, ethnicity, race, age, disability, refugee etc.) in its policy regarding the labor rights.	X				<a href="https://www.fonetbt.com/language/en/policy/">https://www.fonetbt.com/language/en/policy/</a>
C1.3			X			
	Announces the measures taken along the value chain for the protection of groups vulnerable to certain economic, environmental, social factors (low-income groups, women, etc.) or minority rights/ equality of opportunity.					
C1.4	Developments regarding preventive and corrective practices against discrimination, inequality, human rights violations, forced labor and child labor are reported.		X			
C1.5	Investment in employees (training, improvement policies), compensation, vested benefits, right to unionize, work/life balance solutions and talent management issues are included in employee rights policy.	X				<a href="https://www.fonetbt.com/language/en/policy/">https://www.fonetbt.com/language/en/policy/</a>
	Dispute resolution processes are determined by creating mechanisms for employee complaints and dispute.	X				<a href="https://www.fonetbt.com/language/en/policy/">https://www.fonetbt.com/language/en/policy/</a>
	The activities carried out to ensure employee satisfaction during the reporting period are announced.		X			
C1.6	Occupational health and safety policies are established and declared to the public.			X		<a href="https://www.fonetbt.com/language/en/policy/">https://www.fonetbt.com/language/en/policy/</a>
	The occupational accidents, measures taken to maintain health, and accident statistics are announced		X			
C1.7	Protection of personal data and data security policies are established and disclosed to the public.	X				<a href="https://www.fonetbt.com/language/en/information-security-policy/">https://www.fonetbt.com/language/en/information-security-policy/</a>
C1.8	Ethical policy is established and declared to the public.	X				<a href="https://www.fonetbt.com/language/en/policy/">https://www.fonetbt.com/language/en/policy/</a>
C1.9						
C1.10	Information meetings and training programs for employees on ESG policies and practices are organized.		X			



C2. Stakeholders, International Standards and Initiatives						
C2.1	A customer satisfaction policy regarding the management and resolution of customer complaints is established and announced.	X				<a href="https://www.fonetbt.com/language/en/policy/">https://www.fonetbt.com/language/en/policy/</a>
C2.2	Information on stakeholders communication (with which stakeholders, on what issue and how often) is announced.		X			
C2.3	International reporting standards adopted for the <u>reportings</u> are disclosed.		X			
C2.4	Principles, signatory and member international organizations, committees and principles on <u>sustainability</u> and adopted by the Company are disclosed.		X			
C2.5	Improvements and activities are conducted in order to be listed in the sustainability indices of <u>Borsa Istanbul</u> and/or international index providers.		X			
D. Corporate Governance Principles						
D1	Applies to the opinions of stakeholders in determining measures and strategies in the field of sustainability.		X			
D2	Works on raising awareness about sustainability and its importance through social responsibility projects, awareness activities and trainings.		X			