



FONeT
INFORMATION TECHNOLOGIES

**ANNUAL
REPORT
2023**

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 2023 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 3 May 2024 on the full set financial statements for the 1 January – 31 December 2023 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") Communique Serial II, No: 14.1, "Principles of Financial Reporting in Capital Markets" (the "Communique") 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 Communique 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

Dear stakeholders, valued business partners and dear colleagues,

Last year, in addition to geopolitical developments and challenges around the world, we also experienced the most devastating earthquake disaster in our country of recent years. We all worked together to heal the wounds of this painful disaster that affected thousands of our people. While we tried to support our health facilities serving in the earthquake region as much as we could, we also tried to support our personnel living in the region.

The technology sector, especially IT and artificial intelligence, continues to develop at a dazzling pace. Resources allocated to digital transformation in the public and private sectors are increasing, and companies operating in this sector need more qualified human resources as their importance and growth trends increase. Recently, the increasing popularity of remote working and especially the increase in the number of personnel working remotely on behalf of companies based in abroad has created an imbalance in supply and demand. Together with the economic conditions in our country, this situation has caused various difficulties in IT companies.

As Fonet Information Technologies, we are happy to leave the challenging year 2023 behind successfully. In addition to our main areas of activity, we have continued to develop nationwide end-to-end health and associated insurance systems and enterprise digital transformation projects, which we started in the past years, with our strong management principles, qualified personnel and the know-how we have accumulated to this day. We carried out activities to create solutions for large-scale enterprise projects in different branches of business. We accelerated our efforts to develop new and innovative products by increasing our R&D investments.

We witness that health technologies, which is one of our main areas of activity, is growing in strength and influence in both the global and domestic markets. In addition to technological developments, new opportunities have emerged in the world parallel with requirements such as the increase in demand for remote health services and the emergence of the need for artificial intelligence-supported decision support systems.

After 27 successful years since our establishment, we will continue our innovative approaches and investments in new technologies as we have done until today. In the coming year, we will maximize our strength and service quality in the local market, as well as accelerate our efforts to expand our presence in global markets, especially in the near geography.

With the happiness we feel on the occasion of the 100th anniversary of our Republic, we will continue to work with our employees and business partners to protect these values in the second century of our country's glorious history.

I would like to thank all of our colleagues, business partners and stakeholders who have believed in us and strengthened us on this path that we have successfully pursued to this day and will continue to gain momentum in the future.

Sincerely yours,

Abdülkerim Gazen
Chair

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ABOUT US

Fonet Bilgi Teknolojileri A.Ş. is an IT company established in 1997 to provide services in the field of health informatics.

In addition to its high-level hospital automation group solutions offered in the field of health informatics, FONET is in a leading position in the sector with turnkey projects such as system integration and consultancy through product groups such as digital health transformation solutions, social security solutions, family and social assistance solutions.

With hundreds of projects completed, FONET has built its sector-leading position on a strong foundation. In this success, it stands out with its competence to offer special and effective solutions to every stakeholder of the healthcare ecosystem by focusing on hospitals of all segmentation, scope and size in the healthcare field.

Product groups, all of which are designed and developed by Fonet Information Technologies, are actively operating in over 230 healthcare facilities in 7 different countries.

Business Name	Fonet Bilgi Teknolojileri Anonim Şirketi
Establishment Date	January 10th, 2001
Area of Activity	Software/IT
Paid in Capital	144.000.000 TL
Address	Kızılırmak Mahallesi 1445. Sokak No: 2B/1 The Paragon Tower Çankaya / ANKARA
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Fax	+90 312 440 36 52
Registration Number	350735
E-mail address	fonet@fonetbt.com
Web-site	www.fonetbt.com

OUR PRINCIPLES

OUR MISSION

To enhance and develop by developing advanced technology. In this way, we aim to contribute to the Turkish economy and strengthen our country's position in the global market.

OUR VISION

As well as being a leader in the IT sector by providing development and transformation with advanced technologies, continuously increasing the value created for its customers, offering quality service with its up-to-date knowledge of technology, its competent staff and entrepreneurial and customer-oriented approach, we aim to steer the field of health informatics in the international arena.

PiData Information Technologies Inc. was established in 2018 to develop sectoral ERP solutions.



PiData's Areas of Activity:

- ◆ Carrying out R&D studies,
- ◆ Research and development of value-added products seen as a need in the market,
- ◆ Development of products other than HIS (Expert system, hardware components, etc.) that can create added value in health informatics,
- ◆ Development of IT solutions for the private sector,
- ◆ Developing e-Government projects.

OUR OFFICES

ANKARA GENERAL DIRECTORATE

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SANLIURFA BRANCH OFFICE

İpekyol Cad. No: 12/1 SANLIURFA Phone: + 90 414 312 72 52

EUROPE OFFICE IN STOCKHOLM

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

MILESTONES

- 1997** Foundation, Software Development in DOS Environment
- 1998** Regional Expansion in DOS Payroll Accounting Programs
- 1999** First State Hospital HIS Implementation
- 2000** Software Development in Windows Environment
- 2003** The First HIS Developed in Turkey with .Net and Oracle DB
- 2004** Use of Kiosk, Card and Biometric Systems in Health Informatics
- 2005** Vaccine Tracking and SMS Notification Project
- 2006** First e-Hospital Portal
- 2007** First n-Tier 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 International HIS Project
- 2011** IT 500 Sector Leader
- 2012** Mobile Home Healthcare Project
- 2013** Province Based HIS Projects
- 2014** TUBITAK Patient-Centered e-Health R&D Project
- 2015** TSE-SPICE Organizational Maturity Certificate
- 2015** Platform Independent Web Based Java HIS Project
- 2016** First HIS Compatible with Pardus Operating System
- 2017** Listed on Istanbul Stock Exchange, Public Offering
- 2017** Centralized Web HIS
- 2018** PPP City Hospitals HIS Projects
- 2019** STAGE 6 in 32 Hospitals within HIMSS
- 2019** Europe Office: Stockholm
- 2020** International HIS project with JCI (Joint Commission International) Accreditation
- 2021** End-to-End Platform Independent Solutions Fully Compatible with Open Source Systems and Applications
- 2022** Artificial Intelligence Supported Systems
- 2023** HIMSS Level 7 Digital Hospital Accreditation



As Fonet Information Technologies, our presence is spread across seven different countries. With our commitment to the fundamentals of health informatics, our efforts continue uninterrupted across geographical borders. As representatives of technological progress, we operate in the international market with precision and determination, promoting collaborations that bridge cultures. In every country we touch, we leave an innovative impact that improves healthcare services and makes people's lives easier with the potential of information technologies.



In recent years, as the intersection of technology and healthcare has rapidly increased, we have witnessed remarkable transformations in many areas addressed by health informatics, including patient care, medical research and data management. From artificial intelligence to blockchain and telemedicine, several key trends are reshaping health informatics worldwide.



As the sector leader in Turkey, FONET continuously improves its existing competencies and expands its competency portfolio thanks to its more than 27 years of deep-rooted experience in Turkey and abroad and in the light of global technology trends.

Through strategic partnerships and collaborations, we contribute to developments in health informatics on a global scale by sharing our expertise and technology with healthcare organizations and authorities around the world. While closely following global events in the area of Health Informatics, we participate in exhibitions and organizations for promotional purposes in order to promote our products internationally. We took part in the exhibition in Samarkand, Uzbekistan, organized jointly by the Ministries of Health of Uzbekistan and the Republic of Turkey. We will increase our participation in these events in the coming years.



Started in 2021, we are developing an e-Health platform that provides end-to-end management for health authorities, healthcare organizations, healthcare professionals, patients and healthcare processes across the country with the Turkish Republic of Northern Cyprus digital health transformation projects. The platform we are developing consists of more than 10 solutions, all developed by FONET, such as personnel and facility management system, medicine management system, personal health record system and public health management system. We signed a 3-year maintenance contract with the hospital we are already operating in Moldova, along with evaluating future collaborations and new areas where we can offer services.

Leveraging our 27 years of experience and expertise in health informatics, we will remain focused on driving innovation, delivering value to our customers and improving the quality of healthcare around the world.

Our strategic plan for the next years is built on four pillars:

1 We will continue to invest in research and development to ensure that our solutions are at the forefront of technological progress and aligned with the evolving needs of the healthcare industry. We aim to expand our product portfolio with a focus on artificial intelligence, improve interoperability and data security features, and implement emerging technologies such as blockchain and remote patient monitoring.

2 We are committed to strengthening partnerships and collaborations with healthcare providers, technology partners and regulatory bodies to foster a collaborative ecosystem for innovation. By building strategic alliances and engaging in co-creative initiatives, we aim to accelerate the development and adoption of transformative solutions that address key challenges in healthcare delivery and improve patient outcomes.

3 We will prioritize focusing on our customers by placing their needs and preferences at the center of our products and solutions. We will continue to be mindful of improving the user experience, providing comprehensive training and support services, and proactively seeking feedback.

4 We recognize the importance of maintaining operational excellence and financial sustainability to ensure long-term growth and success. We will continue to optimize our internal processes, organize workflows and invest in talent development to foster a culture of innovation, collaboration and continuous improvement.



By adhering to these strategic priorities and remaining agile and responsive to market dynamics, we are confident in our ability to achieve our goals, make a positive impact on the healthcare ecosystem and maintain our position as a trusted leader in health informatics for years to come.

In recent years, initiatives in the name of digitalization together with the latest developments in the world have increased the interest of investors in the technology sector. This investors' interest can be clearly observed when it comes to the transactions in the markets.

Despite many negative factors such as geopolitical tensions, wars, supply and demand imbalances due to global inflation, interest in the technology sector continues to increase in our country and in foreign markets. We clearly see that Health Informatics is also at the top of the focus points. We anticipate that demand and interest will increase even more in the coming years as the negative developments are overcome, and we believe that investments in this area will continue to increase.



Considering the popular branches of the technology sector, artificial intelligence, health informatics, virtual reality, gaming and financial technologies continue to attract the investment community both globally and in Turkey. In addition, blockchain, cybersecurity and cloud technologies, which have been gaining increasing awareness in the last few years, have the potential to drive innovation, growth and change in different industries and could attract investors on a large scale in the future.

The technology sector in Turkey has been increasing its significance in recent years. The technology sector contributes greatly to Turkey's economic growth and the creation of new areas of employment. By keeping up with the emerging technology trends in the world, our country reveals its potential in terms of innovation and advanced technology.



One of the challenges brought about by technological developments is the availability of adequately trained professionals to meet the demands of a rapidly evolving world and to be employed according to their competencies and qualifications. Especially our Human Resources department, which works diligently on this issue, we are aware of the importance of the uninterrupted services we offer as FONET to our customers. Therefore, we pay attention to skill-role mapping in our recruitment processes and ensure that the highest efficiency is obtained. While we are aware that it is difficult to find competent and qualified personnel, we are also aware that it is more important to ensure employee engagement. For this reason, we organize many activities such as private health insurance, apparel vouchers, birthday leave, travel allowance, meal tickets, gifts for special occasions and training support, as well as happy-hour activities every week in order to increase employee engagement. Recognizing the importance of self-improvement for our employees, we established Fonet Academy. Fonet Academy is a training and information exchange platform where our employees participate to keep their skills up to date and bring them to the next level.



One of the cornerstones that can carry Information Technology companies forward is their project management approach. Based on the processes and standards set by our Enterprise Project Management and Business Development Directorate, we monitor our project management activities end-to-end using our corporate CRM applications. With our attention to detail and commitment to excellence, we organize the lifecycle of our projects from start to finish within the framework of PMI standards and by seamlessly integrating agile methodologies. Our approach blends innovation and attention to detail, ensuring that every stage of the project is executed with precision and efficiency. From initial planning and scoping, through execution, monitoring and deployment, we use agile methodologies to deliver superior results and rapid response to all deliverables. By adhering to PMI standards, with our qualified and adequately certified personnel, we support the highest principles of project management, increase success and exceed expectations at every opportunity.

We emphasize quality standards, its processes and management. Since we have built our corporate culture around our quality standards, we have TSE-ISO 9001 and TSE-ISO 27001 certifications and we regularly renew them. As an Information Technologies company, we rigorously apply quality management principles and maintain our commitment to excellence by continuously improving our processes. We continue on our way as a company operating at TSE-ISO 15504 SPICE 3 level with the goal of constantly raising our organizational maturity level.



With a focus on delivering unparalleled value to our customers, we integrate quality assurance methods into every phase of our operations and ensure that every project is executed with precision and integrity. We constantly strive to reach higher standards and set a benchmark for excellence in the dynamic world of Information Technologies.

Another one of the most important aspects in the Information Technologies sector is data security and confidentiality. IT companies have a great responsibility to secure and maintain the confidentiality of customer data. Data breaches and vulnerabilities can damage companies' reputations and have severe consequences. Especially our Information Technologies Directorate and all our personnel work with extraordinary sensitivity and caution since our services contain critical data and have an impact on human health. Data confidentiality and access authorizations of all our customers that we provide services to are managed by our Information Technologies Directorate.



The Information Technology sector is a highly competitive area, and the marketing of new products and services can be challenging. With increased competition, it is important for companies to develop innovative marketing strategies and gain a competitive advantage in gaining customers. As FONET, we emphasize participating in events and organizations, especially fairs and symposiums, both in Turkey and abroad, where we can establish new collaborations and partnerships. Our Project Management and Business Development Directorates effectively promote our company through both digital and printed communication channels.



In the ever-evolving landscape of Turkey's IT sector, our presence remains consistent and unwavering, a testament to our commitment to innovation and excellence. Since our establishment, we have been at the leading edge of technological progress, shaping the sector with our vision and stability. As we look to the future, we will continue to embrace the challenges and opportunities ahead, continue our journey as a pioneer in health informatics and leave an everlasting mark in the world of IT for generations to come.

OUR VALUES

At Fonet Information Technologies, our values form the foundation of our work, guiding our actions, decisions and interactions.

Integrity, innovation and collaboration are at the core of our identity and drive us to deliver attentive solutions and services to our customers. Based on these fundamental principles, our profile is strengthened by the dedicated contribution of each and every employee, expanding the boundaries of our innovative solutions. We aim to create a transformative impact in the Health Informatics and Information Technologies sectors and deliver superior results to all our stakeholders by strictly adhering to our values and glorifying our principles at every step.

By approaching our work sincerely, we aim to meet the needs of our customers and partners in the best possible way. While maintaining our pioneering role in the sector by constantly pushing our boundaries and exceeding current standards, we will continue to move our services forward in the spirit of innovation and cooperation.

HUMAN RESOURCES

In the broadest terms, Human Resources is defined as the department that organizes the processes between the employer and the employee and ensures that employees in enterprises establish their working environment, business and social communication with their colleagues in the appropriate way.

Ensuring that the human capital required for businesses is provided in the most appropriate way, planning trainings to improve the development and performance of existing human capital, communicating employee needs, suggestions and complaints to senior management through suitable policies, and communicating all policies, procedures and instructions put into effect by executive management to all employees are among the main duties and responsibilities.



Human resources are responsible for conducting job analysis and creating job descriptions that are appropriate for the position. In this context, human resources, which determines the position and hierarchical order of company employees in the organization, stands out as the most adoptive and implementing structure of the right person for the right job policy.

What is essential for businesses is people-structure-purpose. Human capital with the right structure, which can fulfill the objectives of the business, is provided by the human resources department and thus provides a great added value to businesses.

“Human Resources” is the most important unit that emphasizes “human” in all company structures and is a crucial unit for companies.

The fact that, unlike other company departments, its name starts with “Human” can be presented as a proof of this view.

Fonet Bilgi Teknolojileri A.Ş. is a leading company working in the most important subject of human life, health. It has a strong team that realizes that it impacts people’s lives with the software they develop. Fonet is on its way to becoming a big family that has social consciousness, loves its job, keeps team spirit ahead of individual achievements, and achieves new successes every day with a constantly developing team.

FONET, adopting the principle of working with a dynamic team that can be an example with its character, determination and diligence, has a knowledgeable, professionally advanced and experienced Human Resources with the above-mentioned characteristics.

As of December 31, 2023, the number of our personnel is 437 and their distribution is as follows:



FONET, which adopts respect for people as a company principle, has adopted the aim of acting without discriminating religion, language, race and sect among its employees with the “Human Resources Policy” created as a result of this value..

Thanks to the principle of equality, Fonet creates a fair and correct structure among employees in the fields of wages, legal rights, job security and training, ensuring equal pay for equal work, taking the necessary measures to protect the fundamental constitutional rights of employees, providing a safe working environment and conditions, and emphasizing personnel training and programs.

Our Human Capital, working with the awareness and responsibility of being part of a structure that provides 24/7 uninterrupted service where human health is considered, always works with the understanding of producing better quality and more rapid work, taking into account the dynamics specific to the sector, and manages to capture team spirit with a principled, fair, development and success-rewarding management approach.

Code of Ethics and Social Responsibility

The Code of Ethics, which regulates the Company’s relations with its suppliers, customers, internal and other beneficiaries and defines the rules to be followed in these relations, has been established and disclosed on the corporate website.

Our Social Responsibilities

Social responsibility is the obligation of the public, private sector and civil organizations to protect and improve their environment by gathering around a purpose without any intention to make a profit. There is only one goal in social responsibility, and that is social benefit. By acting sensitively and ethically towards cultural, social, economic and environmental problems and needs, it helps to achieve the goal.



FONET ACADEMY

Fonet Academy ensures that the communication and technical skills of our in-house employees are improved and the training requests from the organizations that we are solution partners are met, and training plans are prepared and implemented.

Fonet Academy, which aims to enable Fonet employees to use their existing skills at the maximum level, to improve their technical knowledge and communication skills through theoretical courses, and to increase their qualifications and service quality by organizing trainings on current legislation and technologies with internal and external resources, increased its activities in 2023.

In hospitals where we are a solution partner, training requests from other administrative and technical personnel, especially doctors, nurses and medical secretaries working in the hospitals where services are provided, are also met by Fonet Academy. In the trainings implemented in this context, plans are made according to content and user roles. The number of participants is divided into small classes according to their specialization, theoretical and practical trainings are provided on the basis of user groups. In the hands-on laboratories, theoretical trainings are reinforced by planning practical sessions where the personnel can practice at any time they want and receive one-to-one support where they get stuck.



Our objectives as Fonet Academy;

- ▶ Raising the leaders of the future,
- ▶ Ensuring that our employees can represent both themselves and our company effectively,
- ▶ Building team spirit by supporting teamwork,
- ▶ Developing our employees' sense of responsibility and belonging.
- ▶ Acting with the principle of "continuous improvement".



QUALITY MANAGEMENT SYSTEMS

Quality is suitability to customer requirements. Customer requirements not only cover the quality of the product, but also the service we provide while presenting the product.

Quality management system is necessary to manage and control an organization in a systematic and transparent manner in terms of quality. With this system to be built and continuously implemented, it is aimed to meet expectations and ensure continuous improvement. It is not sufficient to fulfill the technical specifications of the product alone. At the same time, it must also meet the customer's requirements.

ISO-EN-9001 Quality Management System Certificate

The implementation of the Quality Management System, which covers all stages from the design stage to post-sales service and aims for continuous improvement, is crucial for Fonet.



ISO 9001 certification provides the assurance that the Company's products and services are produced in accordance with internationally recognized standards and therefore that the quality is maintained for the products and services we produce. With this certificate, we can state that our company has an effective quality management system.

ISO 9001 certification ensures customer satisfaction as well as sustainability and efficiency, establishes the infrastructure to standardize the company's activities and ensures that historical records are kept in an orderly manner. Errors and defects are reduced and eliminated, to minimize the possibility of their occurrence in the future.

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 the works are carried out successfully in line with this goal.

ISO IEC 15504 Organizational Maturity Certificate

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



ISO/IEC 15504 SPICE

The Organizational Maturity Certificate provides great convenience for Fonet as it helps to evaluate software processes and helps those working in the software to understand and use the processes more easily.

TSE Service Qualification Certificate (SQC)

Our company has a certificate confirming that the adequacy of the services provided by businesses, institutions or organizations in the service sectors complies with the relevant Turkish Standard or specified criteria. The scope of services provided;

- ▶ TSE 12498 - Authorized services for computers and peripheral units-Rules,
- ▶ TSE 13149 - Work places - Software providers - General rules.

PACS CE Production Quality Assurance Certificate

The CE Mark (certificate) is a mark indicating that the products, if used in accordance with their purpose, will not harm human life and property safety, plant and animal existence as well as the environment, in other words, that the product is a safe product. Therefore, Fonet PACS, which has CE Production Quality Assurance Certificate, proves to the necessary authorities that the product manufactured is a safe product.



With this certificate, the free circulation and marketing of the product is ensured also in EU countries and the conformity of the product with the EU Technical legislation is proved.

TSE Information Security Management System Certificate (ISMS)

The TS EN ISO/IEC 27001 certification promotes the effective management of sensitive corporate information by emphasizing the importance of vulnerabilities to effectively manage risks to our company's information security and provide protection against potential threats.



With this certificate, we support the identification and management of risks to our company's information assets and ensure business sustainability. At the same time, in order to prevent unauthorized or unauthorized access, use, modification, disclosure, elimination, damage and exchange of information, necessary security analyzes are performed and measures are taken to protect against unwanted threats and dangers.



HEALTH INFORMATICS SOLUTIONS

HOSPITAL INFORMATION SYSTEM (HIS, EMR)

SMART DESIGN AND MODELLING TOOL (BUILDER)

PICTURE ARCHIVING AND COMMUNICATION SYSTEM (PACS)

OPERATIONAL BUSINESS INTELLIGENCE (OPIZ)

LABORATORY INFORMATION SYSTEM (LIS)

RADIOLOGY INFORMATION SYSTEM (RIS)

HOSPITAL-TO-HOSPITAL INTEGRATION (H2H)

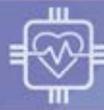
SYSTEM MANAGEMENT ASSISTANT (AGENT)

RADIOLOGICAL AI DECISION SUPPORT SYSTEM (RAI)

INTENSIVE CARE INFORMATION MANAGEMENT SYSTEM (LIFELINE)

MOBILE CLINICAL ASSISTANT (MCA)

BLOOD BANK INFORMATION SYSTEM



DIGITAL HEALTH TRANSFORMATION SOLUTIONS

HEALTHCARE PERSONNEL AND FACILITY MANAGEMENT SYSTEM

PUBLIC HEALTH MANAGEMENT SYSTEM

ASSET MANAGEMENT SYSTEM

EMERGENCY HEALTH MANAGEMENT SYSTEM

MEDICINE MANAGEMENT PLATFORM

ORGAN AND TISSUE INFORMATION SYSTEM

E-PRESCRIPTION & E-PHARMACY

NATIONAL LABORATORY MANAGEMENT SYSTEM

DOCTOR APPOINTMENT SYSTEM

ASSISTED REPRODUCTION INFORMATION SYSTEM

PERSONAL HEALTH RECORD SYSTEM

E-REFERRAL



SOCIAL SECURITY SOLUTIONS

PROCESS MANAGEMENT INFORMATION SYSTEM

WORKFORCE MANAGEMENT SYSTEM

CONTRACT MANAGEMENT INFORMATION SYSTEM

EMPLOYMENT INFORMATION SYSTEM

INSPECTION MANAGEMENT INFORMATION SYSTEM

DENUNCIATION MANAGEMENT SYSTEM



FAMILY AND SOCIAL AID SOLUTIONS

SOCIAL AID INFORMATION SYSTEM

SOCIAL SERVICES INFORMATION SYSTEM

INFORMATION SYSTEM FOR DISADVANTAGED CHILDREN





Innovations in healthcare service delivery and technologies have led to advanced software needs. In the rapidly developing healthcare sector, the need for healthcare professionals to access information from different dimensions and quickly to evaluate data to make the most appropriate decision has increased.

At this point, FONET HIS offers all the medical, financial and administrative needs of the patient's life cycle in the hospital, starting with demographic registration and until discharge, to the service of healthcare professionals and administrators in real time with a high technology, reliable and fast infrastructure. FONET HIS carries out all administrative and financial processes of the hospital such as human resources, accounting, purchasing, inventory and stock tracking, as well as all transactions and workflow processes of departments providing health services such as clinics, laboratories, radiology, operating rooms.

HEALTH INFORMATICS SOLUTIONS

FONET HIS, which is fully developed by our company's 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-induced errors and sharing the data instantly with the relevant units. With its advanced decision support and business intelligence systems, FONET HIS ensures that all medical, administrative and financial processes of hospitals work efficiently and in coordination within the digital hospital concept.

The digital hospital concept contributes to the achievement of HIMSS EMRAM processes, which are among the prioritized policies of the Ministry of Health, increasing healthcare service quality, efficiency and ensuring that citizens receive a comfortable healthcare service

- With our more than 27 years of know-how and strong technical staff, we continue to develop and enhance ourselves and our products by adapting to new technologies.
- More than 60 systems are fully integrated with each other and operate with the vision of efficiency and process management in all units of our hospitals.
- We manage all medical, administrative and financial processes of hospitals end-to-end with our products.



HEALTH INFORMATICS SOLUTIONS

OUR SOFTWARE WITHIN THE SCOPE OF FONET HIS,

- ❑ Consultation Management System
- ❑ Appointment Management System
- ❑ Patient Registration/Admission M. S.
- ❑ Emergency Management System
- ❑ Polyclinic Management System
- ❑ Clinic Management System
- ❑ Nursing Management System
- ❑ Operating Room Information System
- ❑ Pharmacy Information System
- ❑ Ketem (Cancer) Management System
- ❑ Oral and Dental Health Information System
- ❑ Physical Therapy and Rehabilitation M.S.
- ❑ Hemodialysis Management System
- ❑ Pathology Management System
- ❑ Psychologist Management System
- ❑ Oncology Management System
- ❑ Device Tracking Management System
- ❑ Medical Device Calibration and Quality Control M.S.
- ❑ Quality Management System
- ❑ Quality Indicator Management System
- ❑ Dietical Management System
- ❑ Blood Centre Information System
- ❑ Sterilisation Information System
- ❑ Laundry Management System
- ❑ Occupational Health and Safety M.S.
- ❑ LCD / Screen Information and Queue M.S.
- ❑ Mobile Physician Practice Management System
- ❑ Online Examination System (Displayed)
- ❑ Health Board Management System
- ❑ Organ and Tissue Donation M.S.
- ❑ Clinical Engineering Information System
- ❑ Information Management Statistics and R.S.
- ❑ Medical Research Management System
- ❑ Pregnancy Education Management System
- ❑ Diabetes Education Management System
- ❑ Social Services Management System
- ❑ Home Health Care Services M.S.
- ❑ Entegre Servis Yönetim Sistemi
- ❑ Decision Support Management System
- ❑ Material Resource and Inventory M.S.
- ❑ Inventory and Asset Management System
- ❑ Financial Information Management System
- ❑ Purchase Information System
- ❑ Human Resources/Payroll Information System
- ❑ Personnel Attendance Control M.S.
- ❑ Document Management System
- ❑ Medical Record Archive Management System
- ❑ Mobile Patient Management System
- ❑ Kiosk Management System
- ❑ SMS Management System
- ❑ Technical Service Management System
- ❑ Central Computer Management System
- ❑ Process Management System
- ❑ Medical Waste Management System
- ❑ Dynamic Medical/Administrative Module D.S.
- ❑ Subscription and Meter Tracking System

HEALTH INFORMATICS SOLUTIONS



PICTURE ARCHIVING AND COMMUNICATION SYSTEM



OPERATIONAL BUSINESS INTELLIGENCE



LABORATORY INFORMATION SYSTEM



RADIOLOGY INFORMATION SYSTEM



HOSPITAL-TO-HOSPITAL INTEGRATION



SYSTEM ADMINISTRATION ASSISTANT



RADIOLOGICAL ARTIFICIAL INTELLIGENCE DECISION SUPPORT SYSTEM*i*



INTENSIVE CARE MANAGEMENT SYSTEM



SMART DESIGN and MODELLING TOOL

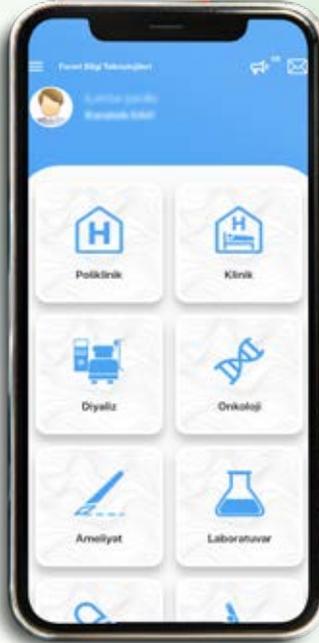


MOBILE CLINICAL ASSISTANT

MOBILE APPLICATION SOLUTIONS

MCA

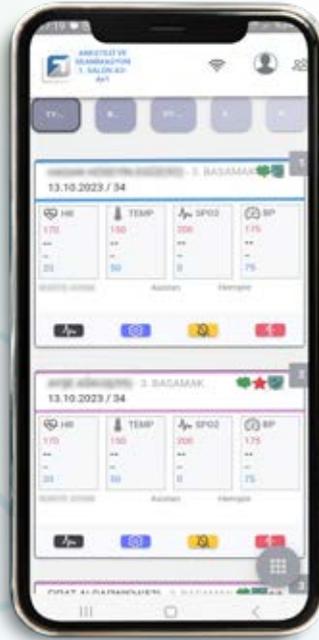
MOBILE CLINICAL ASSISTANT



MOBILE APPLICATION SOLUTIONS

LIFELINE MOBILE

INTENSIVE CARE MANAGEMENT SYSTEM



HIS IN NUMBERS



230+

HOSPITALS



120.000+

USERS



30.000+

BEDS



% 20+

PUBLIC MARKET SHARE



500.000+

DAILY OUTPATIENTS



9.000.000+

LABORATORY TESTS



10.000.000+

RADIOLOGY EXAMINATIONS



18.000.000+

REGISTERED PATIENTS



60+

PRODUCTS

DIGITAL HEALTH TRANSFORMATION SOLUTIONS

An e-Health platform that provides end-to-end management for health authorities, healthcare organisations, healthcare professionals, patients and healthcare processes across the entire country using information technologies.

E-Health platform has a fully web-based, platform and database independent, extensible and scalable infrastructure in microservice architecture

With Digital Health Transformation Solutions;

- ☑ Health services are optimised to be accessible all around the country in an uninterrupted and fast manner.
- ☑ It is ensured that the quality of Health Services provided to citizens is maximised.
- ☑ It ensures the management and control of the supply, inventory processes of pharmaceuticals, medical supplies and consumables and contributes to the national economy.
- ☑ It ensures that the right decisions are swiftly taken by sharing information between health stakeholders in a fast and secure manner.
- ☑ It can be easily integrated with the systems used in other institutions.



FAMILY AND SOCIAL AID SOLUTIONS

- ✔ Enables the acceptance and assessment of applications for social assistance from financially disadvantaged persons and the granting of social assistance.
- ✔ By ensuring the tracing of the processes of orphaned and disadvantaged children, it receives the applications of families who want to become foster families or adopt children and pursues the relevant legal processes.
- ✔ It directs the applications of citizens to social service centres and enables the management of the centres.

SOCIAL SECURITY SOLUTIONS

- ✔ Our Social Security solutions provide services in the field of health and social security for citizens and their beneficiaries.
- ✔ By carrying out insurance services through the system, bureaucracy is reduced, which saves time, labour and resources.
- ✔ They have been developed to regulate and supervise working life and monitors, analyses and audits the labour market and reports..

SOME OF OUR HIS REFERENCES

ANKARA

SBU GULHANE 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



İSTANBUL

KOŞUYOLU HIGH SPECIALIZATION TRAINING AND RESEARCH HOSPITAL



465 Beds



2.000+ Daily Patients



1.500+ Users



HARRAN UNIVERSITY

FACULTY OF MEDICINE RESEARCH and APPLICATION HOSPITAL



680 Beds



2.500+ Daily Patients



1.400+ Users



HATAY

PUBLIC HOSPITALS



14 Hospitals



2.400 Beds



32.000+ Daily Patients



8.500+ Users



GULHANE FACULTY of DENTAL MEDICINE

DENTAL HEALTH PRACTICE AND RESEARCH CENTER



135 Dental Units



1000+ Daily Patients



500+ Users



SOME OF OUR HIS REFERENCES

SANLIURFA

PUBLIC HOSPITALS

H 16 Hospitals

B 2.800 Beds

P 45.000+ Daily Patients

U 10.000+ Users



SAMSUN

PUBLIC HOSPITALS

H 25 Hospitals

B 2.800 Beds

P 35.000+ Daily Patients

U 12.500+ Users



SIVAS

PUBLIC HOSPITALS

H 9 Hospitals

B 1.250 Beds

P 13.000+ Daily Patients

U 4.000+ Users



AYDIN

PUBLIC HOSPITALS

H 15 Hospitals

B 2.300 Beds

P 20.000+ Daily Patients

U 10.000+ Users



KAHRAMANMARAS

PUBLIC HOSPITALS

H 13 Hospitals

B 1.840 Beds

P 17.500+ Daily Patients

U 9.000+ Users



ORDU

PUBLIC HOSPITALS

H 13 Hospitals

B 1.610 Beds

P 15.000+ Daily Patients

U 12.500+ Users



SOME OF OUR HIS REFERENCES

ESKSEHIR

PUBLIC HOSPITALS

 3 Hospitals

 900 Beds

 5.000+ Daily Patients

 3.500+ Users



DENIZLI

PUBLIC HOSPITALS

 13 Hospitals

 1.650 Beds

 18.500+ Daily Patients

 7.000+ Users



DIYARBAKIR

PUBLIC HOSPITALS

 18 Hospitals and ODCH

 2.678 Beds

 41.000+ Daily Patients

 14.500+ Users



DUZCE

PUBLIC HOSPITALS

 7 Hospitals

 420 Beds

 6.000+ Daily Patients

 1.500+ Users



USAK

PUBLIC HOSPITALS

 4 Hospitals

 950 Beds

 8.000+ Daily Patients

 6.500+ Users



BATMAN

PUBLIC HOSPITALS

 8 Hospitals

 1.155 Beds

 16.000+ Daily Patients

 3.000+ Users



HOSPITAL COMPLEX PROJECTS



Our references of hospital complexes managed end-to-end with our Hospital Information Management system;

ANTALYA CITY HOSPITAL



1.400 Beds



12.000+ Daily Patients



5.000+ Users

BURSA CITY HOSPITAL



1.355 Beds



10.000+ Daily Patients



4.000+ Users



SOME OF OUR OVERSEAS HIS PROJECTS

AZERBAIJAN
DTX HOSPITAL

-  300 Beds
-  300+ Daily Patients
-  290+ Users



AZERBAIJAN
BAKU MEDICAL PLAZA

-  250 Beds
-  950+ Daily Patients
-  400+ Users



MOLDOVA
MEDPARK INTERNATIONAL HOSPITAL

-  110 Beds
-  300+ Daily Patients
-  500+ Users



SOMALIA
MOGADISHU TRAINING AND RESEARCH HOSPITAL

-  300 Beds
-  300+ Daily Patients
-  290+ Users



NIGER
NIGER-TURKIYE
FRIENDSHIP HOSPITAL

-  44 Beds
-  200+ Daily Patients
-  80+ Users



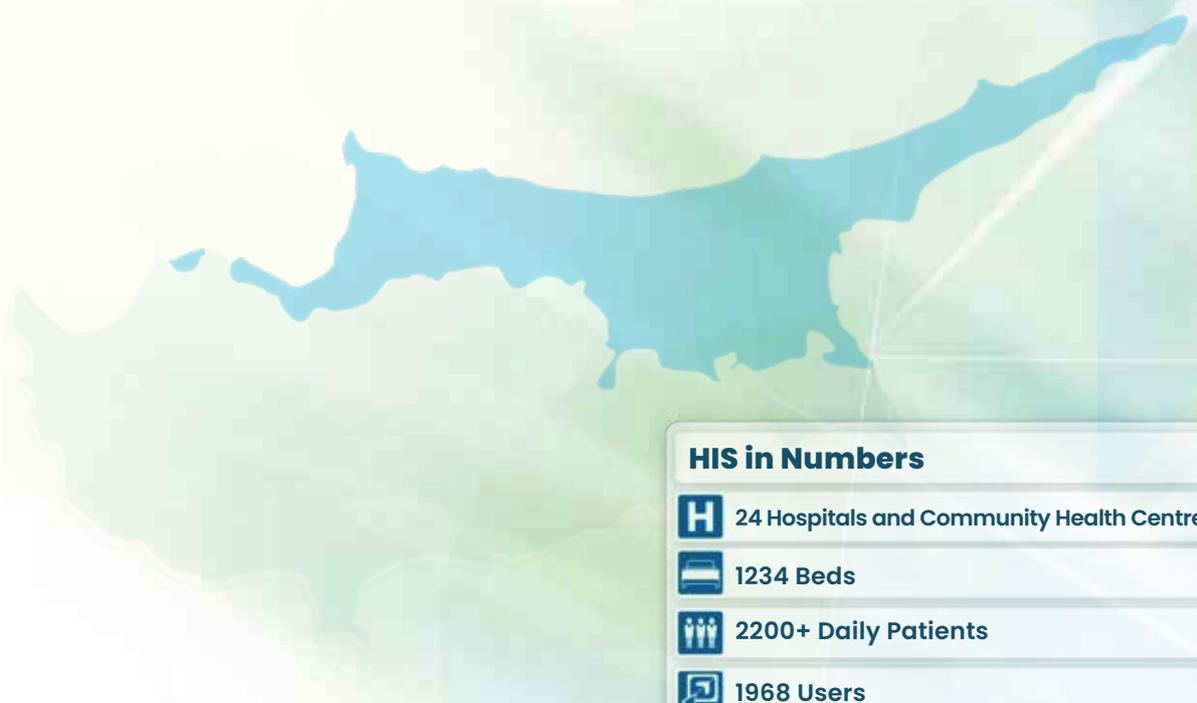
**TURKISH REPUBLIC OF NORTHERN
CYPRUS**

-  24 Hospitals
-  1234 Beds
-  2200+ Daily Patients
-  1968+ Users



TURKISH REPUBLIC OF NORTHERN CYPRUS

In the TRNC, thanks to our Digital Transformation Solutions, which include more than 35 software systems, we provide end-to-end service for the healthcare, social security and social assistance needs of all citizens across the country.



Our Digital Health Transformation Solutions:

- Healthcare Personnel and Facility M.S.
- Asset Management System
- Medicine Management Platform
- e-Prescription & e-Pharmacy
- Doctor Appointment System
- Personal Health Record System
- Public Health Management System
- Emergency Health M.S.
- Organ and Tissue Information System
- National Laboratory M.S.
- Assisted Reproduction I.S.
- e-Referral



Our Social Security, Family and Social Aid Solutions:

- Process Management System
- Contract Management System
- Inspection Information System
- Workforce Management System
- Employment Information System
- Denunciation Management System
- Social Aid System
- Information System for Disadvantaged Children
- Social Service Centres System

POLICIES

Donation & Aid Policy

Fonet Bilgi Teknolojileri A.Ş. aims to support the realization of projects that will contribute to social development by making assistance and donations to non-governmental organizations, associations or foundations, universities, public institutions and organizations operating in the fields of culture, arts, education, sports and the environment in order to create awareness of responsibility and to meet humanitarian and social needs in line with the regulations of the Capital Markets Law.

Disclosure Policy

Based on the principle of transparency, we aimed to carry out an disclosure policy that aims to assist our investors in getting to know and analyze the company at the decision-making stage for their investments. We help potential investors, authorized institutions and organizations to evaluate the Company accurately by sharing information that is not a trade secret and legally permitted to be disclosed, reflecting our past performance and future expectations in a complete, fair, accurate, timely and understandable manner.

Disclosure Methods and Tools Used in Relations with Stakeholders

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

Methods used to ensure the confidentiality of information to be disclosed to the public

- ▶ List of Access to Internal Information
- ▶ Silent Period & Prohibition Period Implementation

Dividend Policy

Fonet Information Technologies Inc., the purpose of the profit dividend 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 January 2014 with the number of 28891.

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

The proposal of the Board of Directors regarding dividend distribution, together with the dividend distribution table, the format and content of which are determined by the Board, is announced to the public within the framework of the CMB's regulations on the public disclosure of material events. It shall be submitted for the information and approval of the shareholders as a separate item at the first ordinary General Assembly meeting to be held

Wage Policy

The purpose of the Wage Policy is to establish the principles for determining the wages of the Company's Board Members and senior executives within the framework of the Capital Markets Board's (CMB) "Corporate Governance Communiqué" Serial: IV No: 17.1 "Corporate Governance Communiqué" of the Capital Markets Board (CMB), published in the Official Gazette dated 01. March 2014 and numbered 28871, is to establish the principles regarding the determination of the remuneration of the Company's Board Members and senior executives.

Since there is no separate "Remuneration Committee", the principles of remuneration of the members of the Board of Directors and senior executives are put in a written document by the "Corporate Governance Committee", taking into account the long-term goals of the Company, and submitted to the Board of Directors for approval. The remuneration principles approved by the Board of Directors are presented to the shareholders as a separate item at the General Assembly meeting and shareholders are given the opportunity to express their opinions on this matter.

Sustainability Principles Cohesion Policy

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

While carrying out sustainability activities, our Company takes care to support economic development in order to improve the life quality of the society, to follow policies that respect the environment in all its activities, to support various projects prepared for social and cultural purposes in this direction, to provide valuable services in the fields of education, health, environment, culture, etc. by internalizing transparency, fairness, accountability and responsibility, which are the basic principles of corporate governance, to support social development in all business processes, to take part in social responsibility projects with its employees and to encourage activities to increase employee sensitivity.

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 registered capital ceiling 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 registered capital ceiling.

Our Company's Articles of Association, article 6 titled 'The Capital of the Company and the Type of Shares' that increasing the ceiling of the Registered 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 registered capital ceiling of 100,000,000.00 TL. Registration of shares with a nominal value of 22,000,000.00 in total, of which 11,496,200.00 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 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 Registry of Commerce on March 31, 2022.

The registration process regarding the increase of our Company's issued capital from TL 40,000,000.00 to TL 144,000,000.00 within the registered capital ceiling of TL 400,000,000.00, and the registration process regarding the shares with a nominal value of TL 104,000,000.00 in total, all of the increased capital being from retained earnings, was made on 26. December 2023 and published in the Turkish Trade Registry Gazette No. 10988 dated 27. December 2023.

Details of the shares that constitute the capital of our company are as shown in the table below;

Shareholder's Name and Surname / Trade Name	Share in Capital (TL)	Ratio in Capital (%)	Voting Right Ratio (%)
Abdülkerim GAZEN	55.217.999,16	38,35	65,32
Diğer	88.782.000,84	61,65	34,68
Total	144.000.000,00	100	100

INFORMATION ON PRIVILEGED SHARES

Privileged Share Amount (Number) : 8.000.000 A grubu pay

Privileged Share Amount (TL) : 8.000.000 TL

Explanation on Rights to Vote of Preferential 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.

Article 6 of the Articles of Incorporation:

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

Group [B] shares have no privileges.

Article 10 of the Articles of Incorporation:

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 2023 is 21.

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 on the Board	Dates of Role
Abdülkerim GAZEN	Chair	03.04.2022 – 29.03.2025
Yasemin ŞAH	Vice Chair	03.04.2022 – 29.03.2025
Dr. Emre SEZGİN	Member	03.04.2022 – 29.03.2025
Daniel Anders Henrik WERNER	Member	03.04.2022 – 29.03.2025
Mahmut İBİŞ	Member	03.04.2022 – 29.03.2025
Nisabeyim GAZEN	Member	03.04.2022 – 29.03.2025
Prof. Dr. Muhammet Ali AKCAYOL	Independent Member	10.05.2023 – 10.05.2026
Dr. Ali ÖZÖN	Independent Member	10.05.2023 – 10.05.2026

Abdülkerim GAZEN (Chair)

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 Chair)

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 (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 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 (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 is currently the Chief Executive Officer of 24 Solutions, an international IT company, and has also held board positions at various companies.

Mahmut İBİŞ (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 (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.

Prof. Dr. Muhammet Ali AKCAYOL (Independent Member)

Prof. Dr. Muhammet Ali Akcayol was born in 1969. He graduated from Gazi University, Department of Computer Systems. He received his master's and doctorate degrees from Gazi University Graduate School of Natural and Applied Sciences. He worked at Michigan State University in the United States of America for postdoctoral research. He worked as a lecturer, assistant professor and associate professor at Gazi University, Faculty of Engineering, the Department of Computer Engineering. Since 2011, he has been working as a professor in the same department. He served as Vice Dean and Faculty Board Member at the Faculty of Engineering for various periods of time, and as Head of the Department of Computer Science, Vice Director and Board Member at the Informatics Institute. He has published 91 articles in international journals and 56 papers in international and national conferences on Artificial Intelligence, Deep Learning, Big Data Analytics, Web Mining, Suggestion Systems, and Intelligent Optimization Techniques. He is the author, chapter author, translator and editor of 5 books. He supervised 12 PhD students and 35 master's students. He is a field editor and reviewer for many international journals. He has worked as an executive, researcher and consultant in 30 projects supported by TÜBİTAK, TAI, HAVELSAN, Ministry of Science, Industry and Technology, KOSGEB, HUAWEI, International Development Bank, KoçSistem A.Ş. He is fluent in English.

Dr. Ali ÖZÖN (Independent Member)

Dr. Ali Özön was born in 1976. He graduated from Gazi University Faculty of Medicine. Following his medical education between 1993-1999, he completed his specialization in Infectious Diseases and Clinical Microbiology between 2000-2004. After working as a laboratory officer at Gazi State Hospital in 2005-2006, he started to work in the private health sector since 2007. He worked in JCI Accreditation, hospital automation, infection control and patient safety at Mesa Private Hospital. Between 2009-2014, he worked as an assistant director at TOBB ETU hospital, SSI reconciliation officer, JCI accreditation representative, Hospital automation systems integration committee member, DRC ICD10-AM Clinical codes training and certification and other administrative roles. In 2014, he started to work as Assistant General Manager at Koru Health Group and worked as a lecturer in the Department of Health Management at the Yüksek ihtisas University between 2017-2019 and as the Director of the Research and Application Center for Non-Governmental Organizations between 2018-2019. Since 2020, he has been the General Manager of Koru Health Group. He has studies and experience in Lean hospital management, Health systems accreditation, Payment systems and integration. He is fluent in 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 sıhrî 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 ilişkisinin bulunmadığımı,

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 İle 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 akı 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.

07.04.2023

Prof. Dr. Muhammet Ali AKCAYOL

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 sıhrî 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 ilişkisinin bulunmadığımı,

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 akı 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.

07.04.2023

Dr. Ali ÖZÖN

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 his 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 2023, the audit committee held 5 meetings and submitted the minutes of the meeting to the board of directors.

Name Surname	Title	Nature of the B.M.
Prof. Dr. Muhammet Ali AKCAYOL	Head of the Audit Committee	Independent Member
Dr. Ali ÖZÖN	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 2023, 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.
Dr. Ali ÖZÖN	Head of the Risk Committee	Independent Member
Dr. Emre SEZGİN	Member of the Risk Committee	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 2023, the corporate governance committee held 2 meeting and submitted the minutes of the meeting to the board of directors.

Name Surname	Title	Nature of the B.M.
Prof. Dr. Muhammet Ali AKCAYOL	Head of the Corporate Governance Committee	Independent Member
Dr. Emre SEZGİN	Member of the Corporate Governance Committee	Board Member
Meltem KAVAK	Member of the Corporate Governance Committee	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.

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, 2023- 31th December, 2023 is 148.707.767 Turkish Liras, the size of assets is 733.124.436 Turkish Liras and the total equity is 673.482.767 Turkish Liras.

The financial statements of our company showing the activities for the period of 01 January 2023 -31 December 2023 are given below.

FINANCIAL RESOURCES

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

BALANCE

ASSETS	December 31,2023	December 31,2022
Current Assets	42.310.994	198.363.321
Non-Current Assets	690.813.442	557.658.837
TOTAL ASSETS	733.124.436	756.022.158
LIABILITIES	December 31,2023	December 31,2022
Current Liabilities	51.316.545	125.421.398
Non-Current Liabilities	8.325.124	98.957.510
Equity	673.482.767	531.643.250
TOTAL LIABILITIES	733.124.436	756.022.158

STATEMENT OF INCOME

CONTINUING OPERATIONS	January 01,2023 December 31,2023	January 01,2022 December 31,2022
Revenue	249.814.426	237.106.076
Cost of Sales (-)	-185.079.707	-148.620.915
Gross Profit (Loss) From Commercial Ops.	64.734.719	88.485.161
General Administrative Expenses (-)	-43.131.589	-30.301.957
Marketing Expenses (-)	-6.308.881	-4.326.044
Research and Development Expense (-)	-2.414.478	-365.175
Other Income from Operating Activities	23.108.800	14.736.634
Other Expenses from Operating Activities (-)	-11.011.528	-2.466.122
OPERATING PROFIT / LOSS	24.977.043	65.762.497

STATEMENT OF INCOME

Investment Activity Income	1.360.204	1.851.324
Investment Activity Costs	-1.244.627	-
ACTIVITY BEFORE FINANCE EXPENSES PROFIT / LOSS	25.092.620	67.613.821
Finance Incomes	942.893	5.165.792
Finance Costs (-)	-1.780.817	-1.776.417
Monetary Loss / Gain due to Inflation	-4.661.748	-30.640.287
PROFIT / LOSS FROM CONTINUING OPS., BEFORE TAX	19.592.948	40.362.909
Tax (Expense) Income, Continuing Ops. (-)	129.114.819	-16.402.579
Current Income Tax Expense	-	-
Deferred Tax [Expense] Income (-)	129.114.819	-16.402.579
PROFIT / LOSS FROM CONTINUING OPS., TERM PROFIT / LOSS	148.707.767	23.960.330

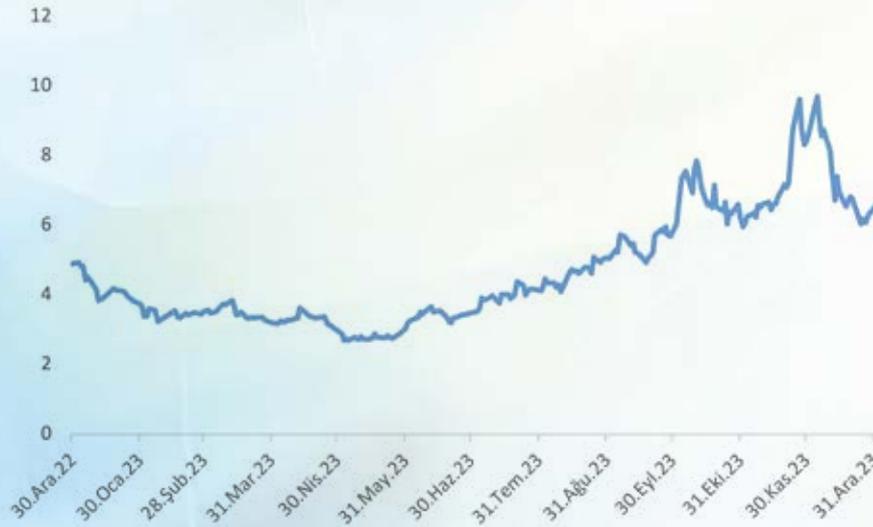
RATIOS

LIQUIDITY RATIOS	31.12.2021	31.12.2022	31.12.2023
Current Ratio	2,72	1,58	0,82
Liquid Ratio	2,69	1,56	0,78
Cash Ratio	0,59	0,31	0,23
FINANCIAL STRUCTURE RATIOS	31.12.2021	31.12.2022	31.12.2023
Leverage Ratio	0,31	0,30	0,08
Financing Ratio	2,25	2,37	11,29
Debt Equity Ratio	0,45	0,42	0,09
PROFITABILITY RATIOS	31.12.2021	31.12.2022	31.12.2023
Asset Profitability	0,20	0,03	0,20
Return on Equity	0,28	0,05	0,22

STOCK EXCHANGE INFORMATION

IPO (Initial Public Offering) Date	27-28 April 2017
Number of Shares	144.000.000,00 TL [The nominal value of each share is 1 TL
Free Float Rate	% 61,65
Stock Exchange Code	FONET
ISIN Code	TREFONT00028
Group Included In The Stock Exchange	Main Market
Included Indices of Company	BIST ALL SHARES-100/ BIST ALL SHARES/ BIST INFORMATION/BIST TECHNOLOGY/ BIST PARTICIPATION ALL SHARE/ BIST ANKARA/ BIST MAIN MARKET/ BIST BUYBACK/ BIST 500

History of Company's Shares
01.01.2023 - 31.12.2023



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 6,36 TL as of 31.12.2023. It is observed that an increase of 29% in the market price of our company shares occurred between 01.01.2023 and 31.12.2023.

CHANGES TO THE MAIN CONTRACT IN THE PERIOD

The issued capital of our Company, which was 40,000,000.00 TL within the registered capital ceiling of 400,000,000.00 TL, has been increased by 104,000,000.00 TL from 40,000,000.00 TL to 144,000,000.00 TL, all of which is covered from retained earnings, and the amendment of Article 6 titled "The Capital of the Company and Shares" of the Articles of Association of our Company was registered on 26.12.2023 and announced in the Trade Registry Gazette No. 10988 dated 27.12.2023

CURRENT VERSION	AMENDMENT VERSION
<p>Company's Capital and Type of Shares</p> <p>Article 6</p> <p><i>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.</i></p> <p><i>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.</i></p> <p><i>Group A: 2.222.222,22 Turkish Liras against 2.222.222,22 shares,</i></p> <p><i>Group B: 37.777.777,78 Turkish Liras against 37.777.777,78 shares,</i></p> <p><i>Total: 40.000.000 Turkish Liras against 40.000.000 shares,</i></p> <p><i>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.</i></p>	<p>Company's Capital and Type of Shares</p> <p>Article 6</p> <p><i>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.</i></p> <p><i>The registered capital of the Company is 144.000.000 Turkish Liras which is divided into 144.000.000 shares, each with a nominal value of 1 Turkish Lira. The capital is divided into A and B group shares.</i></p> <p><i>Group A: 8.000.000 Turkish Liras against 8.000.000 shares,</i></p> <p><i>Group B: 136.000.000 Turkish Liras against 136.000.000 shares,</i></p> <p><i>Total: 144.000.000 Turkish Liras against 144.000.000 shares,</i></p> <p><i>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.</i></p>

CURRENT VERSION	AMENDMENT VERSION
<p>Article 6 Continued</p> <p><i>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.</i></p> <p><i>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.</i></p> <p><i>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 2.222.222,22 (Two million two hundred twenty-two thousand two hundred twenty-two point twenty-two) A Group registered shares and 37.778.777,78 (Thirty-seven million seven hundred seventy-seven thousand seven hundred and seventy-seven point seventy-eight) B Group bearer shares, each with a nominal value of 1 TL.</i></p> <p><i>No new shares may be issued unless and until all the issued shares are fully sold and paid or unsold shares are cancelled.</i></p> <p><i>The shares representing the capital shall be monitored within the framework of the dematerialization principles.</i></p> <p><i>The capital of the company, can be increased or decreased in accordance with Capital Market Legislation and Turkish Commercial Code in case of need.</i></p> <p><i>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.</i></p>	<p>Article 6 Continued</p> <p><i>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.</i></p> <p><i>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.</i></p> <p><i>The paid capital of the company is 144.000.000 (One hundred forty-four million) and all of the capital has been paid free of collusion. The capital is divided into 144.000.000 (One hundred forty-four million) shares consisting of 8.000.000 (Eight million) A Group registered shares and 136.000.000 (One hundred thirty-six million) B Group bearer shares, each with a nominal value of 1 TL.</i></p> <p><i>No new shares may be issued unless and until all the issued shares are fully sold and paid or unsold shares are cancelled.</i></p> <p><i>The shares representing the capital shall be monitored within the framework of the dematerialization principles.</i></p> <p><i>The capital of the company, can be increased or decreased in accordance with Capital Market Legislation and Turkish Commercial Code in case of need.</i></p> <p><i>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.</i></p>

CURRENT VERSION	AMENDMENT VERSION
<p>Article 6 Continued</p> <p><i>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.</i></p> <p><i>Any non-paid up shares shall be distributed to the current shareholders while increasing the share capital of the Company.</i></p> <p><i>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.</i></p> <p><i>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.</i></p> <p><i>Explanation on preferential shares:</i></p> <p><i>There are total 2222222 preferential shares.</i></p> <p><i>Group (A) shareholders have 15 voting rights for each share and Group (B) shareholders have 1 voting right for each share in the ordinary and extraordinary general assembly meetings of the company.</i></p>	<p>Article 6 Continued</p> <p><i>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.</i></p> <p><i>Any non-paid up shares shall be distributed to the current shareholders while increasing the share capital of the Company.</i></p> <p><i>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.</i></p> <p><i>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.</i></p> <p><i>Explanation on preferential shares:</i></p> <p><i>There are total 8000000 preferential shares.</i></p> <p><i>Group (A) shareholders have 15 voting rights for each share and Group (B) shareholders have 1 voting right for each share in the ordinary and extraordinary general assembly meetings of the company.</i></p>

OTHER ISSUES

Events of special importance that may affect the rights of partners, creditors and other relevant persons and organizations that occurred during the 2023 operating period are presented below for your information;

- ▶ 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 14.02.2023 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.
- ▶ Between 16th February 2023 – 16th February 2024, a total of 900,790 shares were repurchased and the FONET shares owned by our Company reached a total of 2,012,290 shares (1.40% of the Company's capital) together with the shares acquired due to the 260% bonus issue made during this period.
- ▶ Our Company's Ordinary General Assembly Meeting for 2022 was held on May 9, 2023 at the address of Kızılırmak Mahallesi 1445. Sokak No: 2B/18 The Paragon Tower Çankaya / ANKARA.
- ▶ The issued capital of our Company, which was 40,000,000.00 TL within the registered capital ceiling of 400,000,000.00 TL, has been increased by 104,000,000.00 TL from 40,000,000.00 TL to 144,000,000.00 TL, all of which is covered from retained earnings, and the amendment of Article 6 titled "Company Capital and Types of Shares" of the Articles of Association of our Company was registered on 26.12.2023 and announced in the Trade Registry Gazette No. 10988 dated 27.12.2023.

Events After the Balance sheet

- ▶ 11.01.2024: The contract that "36 months Health Information Management System (HIMS) Service Procurement" has been signed with Denizli Provincial Health Directorate on the date of 11.01.2024 with the amount of 48.171.783,00 Turkish Liras.
- ▶ 16.01.2024: The tender for the "36 Months Health Information Management System (HIMS) Service Procurement" that was held by the Sakarya Provincial Health Directorate, for which we participated on 05.12.2023, has not been concluded in our favor.
- ▶ 05.02.2024: The tender is concluded that "36 months Health Information Management System (HIMS) Service Procurement" that was made from 'Mardin Provincial Health Directorate' on the date of 18.12.2023 which has been given to the most appropriate second offer by our company with the amount of 55.980.390,00 Turkish Liras. Our company won related tender. The legal objection process is expected and then the contract signing phase will be started.
- ▶ 13.02.2024: Based on the letter of Borsa İstanbul A.Ş. dated 13th February 2024 and numbered E-18454353-100.06-23847, In accordance with Article 8 titled " Extraordinary Price and Quantity Movements" of the Capital Markets Board's Communiqué on Material Events (II-15.1) regarding the extraordinary price and quantity movements realized on our Company's shares, our Company does not have any special condition that has not been disclosed to the public.

- ▶ 16.02.2024: The one-year Share Buyback Program initiated with the decision of our Board of Directors dated 16th February 2023 has ended as of today.

Between 16th February 2023 – 16th February 2024, a total of 900,790 shares were repurchased and the FONET shares owned by our Company reached a total of 2,012,290 shares (1.40% of the Company's capital) together with the shares acquired due to the 260% bonus issue made during this period. The details of the shares repurchased during the program are available in the table above. The transactions carried out within the scope of the 'Buy-Back Program' will be presented to the shareholders at the first General Assembly Meeting of our Company.

(Amount of shares acquired through bonus issue: 1,111,500 shares)

Adjustments have been made in the table of termination of repurchase transaction regarding the bonus issue of 260% made on 11th December 2023.

- ▶ 23.02.2024: Our Company participated in a tender of "KKTC e- Notification System Service Procurement" that was made by "Türksat Uydu Haberleşme Kablo TV ve İşletme A.Ş." on the date of 23.02.2024. There were 5 (five) companies participated in regarding tender that the best offer has been given by our company with the amount of 655.000 USD.

- ▶ 07.03.2024: Within the scope of the 1-year share repurchase transactions initiated with the decision of our Company's Board of Directors dated 16.02.2023,

A total of 2,012,290 shares were repurchased and the process ended on 16.02.2024. The ratio of total repurchased shares to the capital is 1.40%. (The total amount of repurchased shares is specified by taking into account the amount of shares obtained due to the bonus issue).

Of these repurchased shares, 350,000 shares representing 0.24% of our Company's capital were sold on Istanbul Stock Exchange on 07.03.2024 at an average price of 58.60 TRY per share.

- ▶ 28.03.2024: Our Company won the tender of "36-months Health Information Management System (HIMS) Service Procurement" that was made by Mardin Provincial Health Directorate 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 55.980.390,00 Turkish Liras.

- ▶ 29.03.2024: Mr. Abdulkerim GAZEN has been elected as the Chairman of the Board of Directors of our company and Mrs. Yasemin ŞAH has been elected as the Deputy Chairman of the Board of Directors.

- ▶ 03.04.2024: The contract that "36 months Health Information Management System (HIMS) Service Procurement" has been signed with Mardin Provincial Health Directorate on the date of 03.04.2024 with the amount of 55.980.390,00 Turkish Liras.

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 01.01.2023 - 31.12.2023 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.

	Company Compliance Status					Explanation
	Yes	Partial	No	Exempted	Not Applicable	
Corporate Governance Compliance Report						
1.1. FACILITATING THE EXERCISE OF SHAREHOLDER RIGHTS						
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					
1.2. RIGHT TO OBTAIN AND REVIEW INFORMATION						
1.2.1 - Management did not enter into any transaction that would complicate the conduct of special audit.	X					
1.3. GENERAL ASSEMBLY						
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					
1.4. VOTING RIGHTS						
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.			X			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					

1.5. MINORITY RIGHTS

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.
1.6. DIVIDEND RIGHT						
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					
1.7. TRANSFER OF SHARES						
1.7.1 - There are no restrictions preventing shares from being transferred.	X					
2.1. CORPORATE WEBSITE						
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					Most of the content on our corporate website is in Turkish, and some documents are in English . In the coming years, it is planned to share the documents on the corporate website in English, with the same content as Turkish.
2.2. ANNUAL REPORT						
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					
3.1. CORPORATION'S POLICY ON STAKEHOLDERS						
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					
3.2. SUPPORTING THE PARTICIPATION OF THE STAKEHOLDERS IN THE CORPORATION'S MANAGEMENT						
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					
3.3. HUMAN RESOURCES POLICY						
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					
3.4. RELATIONS WITH CUSTOMERS AND SUPPLIERS						
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					

3.5. ETHICAL RULES AND SOCIAL RESPONSIBILITY

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

4.1. ROLE OF THE BOARD OF DIRECTORS

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

4.2. ACTIVITIES OF THE BOARD OF DIRECTORS

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

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.

The rate of female members in our Board of Directors is 25%. Maximum care is taken to maintain this ratio even if a written policy has not been established.

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			Due to the experience of our Board Members, there is no need for such a restriction. The duties taken by the members of the Board of Directors outside the company were presented to the shareholders at the General Assembly meeting.
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 2023.
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

<p>4.6.1-The board of directors has conducted a board performance evaluation to review whether it has discharged all its responsibilities effectively.</p>			X		<p>The necessary evaluation has been made in the 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.</p>
<p>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.</p>	X				
<p>4.6.5 - The individual remuneration of board members and executives is disclosed in the annual report.</p>		X			<p>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.</p>



CORPORATE GOVERNANCE INFORMATION FORM

1. SHAREHOLDERS

1.1. Facilitating the Exercise of Shareholders Rights

The number of investor meetings (conference, seminar/etc.) organised by the company during the year

2 Piece

1.2. Right to Obtain and Examine Information

The number of special audit request(s)

There has not been any such situation.

The number of special audit requests that were accepted at the General Shareholders' Meeting

There has not been any such situation.

1.3. General Assembly

Link to the PDP announcement that demonstrates the information requested by Principle 1.3.1. (a-d)

<https://www.kap.org.tr/en/Bildirim/1138874>

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 situation.
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 situation.
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 situation
The name of the section on the corporate website that demonstrates the donation policy of the company	Investor Relations / Policies / Donation and Aid Policy
The relevant link to the PDP with minute of the General Shareholders' Meeting where the donation policy has been approved	https://www.kap.org.tr/tr/Bildirim/1149115
The number of the provisions of the articles of association that discuss the participation of stakeholders to the General Shareholders' Meeting	NA
Identified stakeholder groups that participated in the General Shareholders' Meeting, if any	https://www.kap.org.tr/tr/Bildirim/1149115
1.4. Voting Rights	
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
1.5. Minority Rights	
Whether the scope of minority rights enlarged (in terms of content or the ratio) in the articles of the association	Hayır (No)
If yes, specify the relevant provision of the articles of association.	-

1.6. Dividend Right

The name of the section on the corporate website that describes the dividend distribution policy

Investor Relations /
Policies / Profit
Distribution Policy

Minutes of the relevant agenda item in case the board of directors proposed to the general assembly not to distribute dividends, the reason for such proposal and information as to use of the dividend.

It proceeded to item number 10 of the agenda regarding the discussion and decision of the Board's proposal not to distribute the profits for the year 2022. Decision No. 2023/08 dated 14.04.2023 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 01.01.2022 - 31.12.2022, the remaining profit after allocating general legal reserves from the profit obtained as a result of the activities of 2022, giving the information that a total of 56.364.960,00 Turkish Liras has been obtained. The proposal to keep the company in the account of previous years' profits was presented to the approval of the General Assembly, and it was unanimously accepted with votes.

PDP link to the related general shareholder meeting minutes in case the board of directors proposed to the general assembly not to distribute dividends

<https://www.kap.org.tr/tr/Bildirim/1149115>

General Assembly Meetings

General Meeting Date	The number of information requests received by the company regarding the clarification of the agenda of the General Shareholders' Meeting	Shareholder participation rate to the General Shareholders' Meeting	Percentage of shares directly present at the GSM	Percentage of shares represented by proxy	Specify the name of the page of the corporate website that contains the General Shareholders' Meeting minutes, and also indicates for each resolution the voting levels for or against	Specify the name of the page of the corporate website that contains all questions asked in the general assembly meeting and all responses to them	The number of the relevant item or paragraph of General Shareholders' Meeting minutes in relation to related party transactions	The number of declarations by insiders received by the board of directors	The link to the related PDP general shareholder meeting notification
09/05/2023	0	% 38,52	% 38,52	% 0	Investor Relations / General Assembly / Meeting Minutes of 2022	Investor Relations / General Assembly / Meeting Minutes of 2022	Agenda no: 14	27	https://www.kap.org.tr/tr/Bildirim/1149115



2.DISCLOSURE AND TRANSPARENCY

2. DISCLOSURE AND TRANSPARENCY

2.1. Corporate Website

Specify the name of the sections of the website providing the information requested by the Principle 2.1.1.

Investor Relations

If applicable, specify the name of the sections of the website providing the list of shareholders (ultimate beneficiaries) who directly or indirectly own more than 5% of the shares.

Investor Relations /
Corporate Management /
Capital Structure

List of languages for which the website is available

Turkish -English

2.2. Annual Report

The page numbers and/or name of the sections in the Annual Report that demonstrate the information requested by principle 2.2.2.

a) The page numbers and/or name of the sections in the Annual Report that demonstrate the information on the duties of the members of the board of directors and executives conducted out of the company and declarations on independence of board members

Board of Directors

b) The page numbers and/or name of the sections in the Annual Report that demonstrate the information on committees formed within the board structure

Committees Established
within the Board of
Directors

c) The page numbers and/or name of the sections in the Annual Report that demonstrate the information on the number of board meetings in a year and the attendance of the members to these meetings

Board of Directors

ç) The page numbers and/or name of the sections in the Annual Report that demonstrate the information on amendments in the legislation which may significantly affect the activities of the corporation

Financial Condition of the Company

d) The page numbers and/or name of the sections in the Annual Report that demonstrate the information on significant lawsuits filed against the corporation and the possible results thereof

There are no significant lawsuits filed against our company that could affect our company's financial status and activities.

e) The page numbers and/or name of the sections in the Annual Report that demonstrate the information on the conflicts of interest of the corporation among the institutions that it purchases services on matters such as investment consulting and rating and the measures taken by the corporation in order to avoid from these conflicts of interest

There has not been any such situation.

f) The page numbers and/or name of the sections in the Annual Report that demonstrate the information on the cross ownership subsidiaries that the direct contribution to the capital exceeds 5%

-

g) The page numbers and/or name of the sections in the Annual Report that demonstrate the information on social rights and professional training of the employees and activities of corporate social responsibility in respect of the corporate activities that arises social and environmental results

Human Resources



3.STAKEHOLDERS

3. STAKEHOLDERS

3.1. Corporation's Policy on Stakeholders

The name of the section on the corporate website that demonstrates the employee remedy or severance policy

The company does not have any compensation policy.

The number of definitive convictions the company was subject to in relation to breach of employee rights

NA

The position of the person responsible for the alert mechanism (i.e. whistleblowing mechanism)

Manager of Human Resources

The contact detail of the company alert mechanism	The Human Resources Department can be reached by calling 312 438 49 19.
3.2. Supporting the Participation of the Stakeholders in the Corporation's Management	
Name of the section on the corporate website that demonstrates the internal regulation addressing the participation of employees on management bodies	Investor Relations / Policies / Stakeholder Policy
Corporate bodies where employees are actually represented	NA
3.3. Human Resources Policy	
The role of the board on developing and ensuring that the company has a succession plan for the key management positions	The board makes suggestions and recommendations in developing a succession plan for key management positions.
The name of the section on the corporate website that demonstrates the human resource policy covering equal opportunities and hiring principles. Also provide a summary of relevant parts of the human resource policy.	Human Resources / HR Policy
Whether the company provides an employee stock ownership programme	Pay edindirme planı bulunmuyor (There isn't an employee stock ownership programme)
The name of the section on the corporate website that demonstrates the human resource policy covering discrimination and mistreatments and the measures to prevent them. Also provide a summary of relevant parts of the human resource policy.	Human Resources / HR Policy
The number of definitive convictions the company is subject to in relation to health and safety measures	NA
3.5. Ethical Rules and Social Responsibility	
The name of the section on the corporate website that demonstrates the code of ethics	Investor Relations / Policies
The name of the section on the company website that demonstrates the corporate social responsibility report. If such a report does not exist, provide the information about any measures taken on environmental, social and corporate governance issues.	Investor Relations / Policies / Stakeholder Policy
Any measures combating any kind of corruption including embezzlement and bribery	Investor Relations / Policies / Ethics Policy

4. BOARD OF DIRECTORS-I

4. BOARD OF DIRECTORS-I	
4.2. Activity of the Board of Directors	
Date of the last board evaluation conducted	NA
Whether the board evaluation was externally facilitated	Hayır (No)
Whether all board members released from their duties at the GSM	Evet (Yes)
Name(s) of the board member(s) with specific delegated duties and authorities, and descriptions of such duties	Board of Directors President - Abdülkerim GAZEN
Number of reports presented by internal auditors to the audit committee or any relevant committee to the board	In the organizational structure of our company , a separate Internal Control Unit has not been established as the Committee's work is considered sufficient in terms of Internal Control System. In addition, although there are practices to establish internal control within the working principles of our company; in the future, it will be evaluated to establish a separate Internal Control unit in line with the growth of our company scale.
Specify the name of the section or page number of the annual report that provides the summary of the review of the effectiveness of internal controls	NA
Name of the Chairman	Abdülkerim GAZEN
Name of the CEO	Mehmet GAZEN / Şahin AYDIN
If the CEO and Chair functions are combined: provide the link to the relevant PDP 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)
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)
MUHAMMET ALİ AKCAYOL	İcrada Görevli Değil (Non-executive)	Bağımsız üye (Independent director)	10/05/2023	https://www.kap.org.tr/en/Bildirim/1137018	Değerlendirildi (Considered)	Hayır (No)	Evet (Yes)
ALİ ÖZÖN	İcrada Görevli Değil (Non-executive)	Bağımsız üye (Independent director)	10/05/2023	https://www.kap.org.tr/en/Bildirim/1137018	Değerlendirildi (Considered)	Hayır (No)	Evet (Yes)

4. BOARD OF DIRECTORS-II

4. BOARD OF DIRECTORS-II	
4.4. Meeting Procedures of the Board of Directors	
Number of physical or electronic board meetings in the reporting period	21
Director average attendance rate at board meetings	% 90
Whether the board uses an electronic portal to support its work or not	Hayır (No)
Number of minimum days ahead of the board meeting to provide information to directors, as per the board charter	It is ensured that information and documents are sent to all members within a reasonable time.
The name of the section on the corporate website that demonstrates information about the board charter	There are internal rules that determine how the Board of Directors meetings will be held. However, these are not available on the corporate website.
Number of maximum external commitments for board members as per the policy covering the number of external duties held by directors	NA
4.5. Board Committees	
Page numbers or section names of the annual report where information about the board committees are presented	Committees Established within the Board of Directors
Link(s) to the PDP announcement(s) with the board committee charters	https://www.kap.org.tr/en/Bildirim/1150490

Composition of Board Committees-I

Names Of The Board Committees	Name Of Committees Defined As "Other" In The First Column	Name-Surname of Committee Members	Whether Committee Chair Or Not	Whether Board Member Or Not
Denetim Komitesi (Audit Committee)		Muhammet Ali AKCAYOL	Evet (Yes)	Yönetim kurulu üyesi (Board member)
Denetim Komitesi (Audit Committee)		Ali ÖZÖN	Hayır (No)	Yönetim kurulu üyesi (Board member)
Kurumsal Yönetim Komitesi (Corporate Governance Committee)		Muhammet Ali AKCAYOL	Evet (Yes)	Yönetim kurulu üyesi (Board member)

Kurumsal Yönetim Komitesi (Corporate Governance Committee)		Emre SEZGİN	Hayır (No)	Yönetim kurulu üyesi (Board member)
Kurumsal Yönetim Komitesi (Corporate Governance Committee)		Meltem KAVAK	Hayır (No)	Yönetim kurulu üyesi değil (Not board member)
Riskin Erken Saptanması Komitesi (Committee of Early Detection of Risk)		Ali ÖZÖN	Evet (Yes)	Yönetim kurulu üyesi (Board member)
Riskin Erken Saptanması Komitesi (Committee of Early Detection of Risk)		Emre SEZGİN	Hayır (No)	Yönetim kurulu üyesi (Board member)



4. BOARD OF DIRECTORS-III

4. BOARD OF DIRECTORS-III

4.5. Board Committees-II

Specify where the activities of the audit committee are presented in your annual report or website (Page number or section name in the annual report/website)

Committees 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.

4.6. Financial Rights

Specify where the operational and financial targets and their achievement are presented in your annual report (Page number or section name in the annual report)

Financial Condition of the Company

Specify the section of website where remuneration policy for executive and non-executive directors are presented.

Investor Relations / Policies

Specify where the individual remuneration for board members and senior executives are presented in your annual report (Page number or section name in the annual report)

Policies

Composition of Board Committees-II

Names Of The Board Committees	Name of committees defined as "Other" in the first column	The Percentage Of Non-executive Directors	The Percentage Of Independent Directors In The Committee	The Number Of Meetings Held In Person	The Number Of Reports On Its Activities Submitted To The Board
Denetim Komitesi (Audit Committee)		% 100	% 100	5	5
Kurumsal Yönetim Komitesi (Corporate Governance Committee)		% 67	% 33	2	2
Riskin Erken Saptanması Komitesi (Committee of Early Detection of Risk)		% 50	% 50	6	6



Sustainability Compliance Report

Sustainability Compliance Report	Company Compliance Status				Explanation	Report Information on Publicly Disclosed Information (Page number, menu name on the website)
	Yes	Partial	No	Not Applicable		
A. GENERAL PRINCIPLES						
A1. Strategy, Policy and Goals						
A1.1. The prioritised environmental, social and corporate governance (ESG) issues, risks and opportunities have been determined by the Company's Board of Directors.		X			Corporate Governance Committee was established and its working principles were disclosed to the public.	https://www.kap.org.tr/en/Bildirim/1150054
A1.1. The ESG policies (Environmental Policy, Energy Policy, Human Rights and Employee Policy etc.) have been created and disclosed to the public by the Company's Board of Directors.		X			Ethical Rules Policy and Stakeholder Disclosure Policy are available	https://www.fonetbt.com/language/en/policy/

A1.2. The short and long-term targets set within the scope of ESG policies have been disclosed to the public.		X		No explanation has been given in this context	
A2. Implementation/Monitoring					
A2.1. The responsible committees and/or business units for the implementation of ESG policies and the senior officials related to ESG issues in the Company and their duties have been identified and disclosed to the public.		X		Corporate Governance Committee was established and its working principles were disclosed to the public.	https://www.kap.org.tr/en/Bildirim/1150054
A2.1. The activities carried out within the scope of policies by the responsible committee and/or unit have been reported to the Board of Directors at least once a year.	X				2023 Annual Report
A2.2. In line with the ESG targets, the implementation and action plans have been formed and disclosed to the public.			X	No explanation has been given in this context	
A2.3. The Key ESG Performance Indicators (KPI) and the level of reaching these indicators have been disclosed to the public on yearly basis.			X	No explanation has been given in this context	
A2.4. The activities for improving the sustainability performance of the business processes or products and services have been disclosed to the public.			X	No explanation has been given in this context	
A3. Reporting					
A3.1. The information about the sustainability performance, targets and actions have been given in annual reports of the Company an understandable, accurate and sufficient manner.		X		Sustainability Principles Compliance Policy is available	https://www.fonetbt.com/language/en/policy/
A3.2. The information about activities which are related to the United Nations (UN) 2030 Sustainable Development Goals have been disclosed to the public.			X	No explanation has been given in this context	
A3.3. The lawsuits filed and/or concluded against the Company about ESG issues which are material in terms of ESG policies and/or will significantly affect the Company's activities, have been disclosed to the public.			X	There is no case opened.	
A4. Verification					
A4.1. The Company's Key ESG Performance metrics have been verified by an independent third party and publicly disclosed.			X	No explanation has been given in this context	
B. ENVIRONMENTAL PRINCIPLES					
B1. The policies and practices, action plans, environmental management systems (known by the ISO 14001 standard) and programs have been disclosed.			X	No explanation has been given in this context	
B2. The environmental reports prepared to provide information on environmental management have been disclosed to the public which is including the scope, reporting period, reporting date and limitations about the reporting conditions.			X	No explanation has been given in this context	
B4. The environmental targets within the scope of performance incentive systems which included in the rewarding criteria have been disclosed to the public on the basis of stakeholders (such as members of the Board of Directors, managers and employees).			X	No explanation has been given in this context	
B5. How the prioritised environmental issues have been integrated into business objectives and strategies has been disclosed.			X	No explanation has been given in this context	
B7. The way of how environmental issues has been managed and integrated into business objectives and strategies throughout the Company's value chain, including the operational process, suppliers and customers has been disclosed.			X	No explanation has been given in this context	
B8. Whether the Company have been involved to environmental related organizations and non-governmental organizations' policy making processes and collaborations with these organizations has been disclosed.			X	No explanation has been given in this context	
B9. In the light of environmental indicators (Greenhouse gas emissions (Scope-1 (Direct), Scope-2 (Energy indirect), Scope-3 (Other indirect), air quality, energy management, water and wastewater management, waste management, biodiversity impacts)), information on environmental impacts is periodically disclosed to the public in a comparable manner.			X		
B10. Details of the standard, protocol, methodology, and baseline year used to collect and calculate data has been disclosed.			X	No explanation has been given in this context	

B11. The increase or decrease in Company's environmental indicators as of the reporting year has been comparatively disclosed with previous years.			X	No explanation has been given in this context	
B12. The short and long-term targets for reducing the environmental impacts have been determined and the progress compared to previous years' targets has been disclosed.			X	No explanation has been given in this context	
B13. A strategy to combat the climate crisis has been created and the planned actions have been publicly disclosed.			X	No explanation has been given in this context	
B14. The programs/procedures to prevent or minimize the potential negative impact of products and/or services on the environment have been established and disclosed.			X		
B14. The actions to reduce greenhouse gas emissions of third parties (suppliers, subcontractors, dealers, etc.) have been carried out and disclosed.			X		
B15. The environmental benefits/gains and cost savings of initiatives/projects that aims reducing environmental impacts have been disclosed.			X	No explanation has been given in this context	
B16. The data related to energy consumption (natural gas, diesel, gasoline, LPG, coal, electricity, heating, cooling, etc.) has been disclosed as Scope-1 and Scope-2.			X	No explanation has been given in this context	
B17. The information related to production of electricity, heat, steam and cooling as of the reporting year has been disclosed.			X		
B18. The studies related to increase the use of renewable energy and transition to zero/low carbon electricity have been conducted and disclosed.			X		
B19. The renewable energy production and usage data has been publicly disclosed.			X		
B20. The Company conducted projects about energy efficiency and the amount of reduction on energy consumption and emission achieved through these projects have been disclosed.			X		
B21. The water consumption, the amount, procedures and sources of recycled and discharged water from underground or above ground (if any), have been disclosed.			X	No explanation has been given in this context	
B22. The information related to whether Company's operations or activities are included in any carbon pricing system (Emissions Trading System, Cap & Trade or Carbon Tax).			X		
B23. The information related to accumulated or purchased carbon credits within the reporting period has been disclosed.			X		
B24. If carbon pricing is applied within the Company, the details have been disclosed.			X		
B25. The platforms where the Company discloses its environmental information have been disclosed.			X	No explanation has been given in this context	
C. SOCIAL PRINCIPLES					
C1. Human Rights and Employee Rights					
C1.1. The Institutional Human Rights and Employee Rights Policy has been established in the light of the Universal Declaration of Human Rights, ILO Conventions ratified by Turkey and other relevant legislation. The policy and the officials that responsible for the implementation of it have been determined and disclosed.		X		Human Resources Policy is available	https://www.fonetbt.com/language/en/policy/
C1.2. Considering the effects of supply and value chain, fair workforce, improvement of labor standards, women's employment and inclusion issues (gender, race, religion, language, marital status, ethnic identity, sexual orientation, gender identity, family responsibilities, union activities, political opinion, disability, social and cultural differences, etc., such as non-discrimination) are included in its policy on employee rights.		X		Stakeholder Disclosure Policy is available.	https://www.fonetbt.com/language/en/policy/
C1.3. The measures taken for the minority rights/equality of opportunity or the ones who are sensitive about certain economic, environmental, social factors (low income groups, women, etc.) along the supply chain have been disclosed.			X	No explanation has been given in this context	
C1.4. The developments regarding preventive and corrective practices against discrimination, inequality, human rights violations, forced and child labor have been disclosed.			X	No explanation has been given in this context	
C1.5. Investments in employees (education, development policies), compensation, fringe benefits, right to unionize, work/life balance solutions and talent management are included in the employee rights policy.		X		Ethical Rules Policy and Stakeholder Disclosure Policy are available	https://www.fonetbt.com/language/en/policy/

C1.5. The mechanism for employee complaints and resolution of disputes have been established and related solution processes have been determined.	X			Ethical Rules Policy and Stakeholder Disclosure Policy are available	https://www.fonetbt.com/language/en/policy/
C1.5. The activities carried out within the reporting period which related to ensure employee satisfaction have been disclosed.			X	No explanation has been given in this context	
C1.6. The occupational health and safety policies have been established and disclosed.	X			Activities regarding occupational health and safety practices are carried out in accordance with the legislation and the Company structure.	https://www.fonetbt.com/language/en/policy/
C1.6. The measures taken for protecting health, preventing occupational accidents and related statistics have been disclosed.			X	Maximum effort is made to take measures to prevent occupational accidents and protect health and to comply with the rules completely.	
C1.7. The personal data protection and data security policies have been established and disclosed.	X			Information Security Policy is available.	https://www.fonetbt.com/bilgi-guvenligi-politikasi/
C1.8. The ethics policy have been established and disclosed.	X			Ethical Rules Policy is available	https://www.fonetbt.com/language/en/policy/
C1.9. The studies related to social investment, social responsibility, finansal inclusivity and access to finance have been explained.			X	No explanation has been given in this context	
C1.10. The informative meetings and training programs related to ESG policies and practices have been organized for employees.			X	It is planned to organize informative meetings and training programs for employees on ESG policies and practices in the future.	
C2. Stakeholders, International Standards and Initiatives					
C2.1. The customer satisfaction policy regarding the management and resolution of customer complaints has been prepared and disclosed.	X			Ethical Rules Policy is available	https://www.fonetbt.com/language/en/policy/
C2.2. The information about the communication with stakeholders (which stakeholder, subject and frequency) have been disclosed.			X	All developments regarding the company are instantly shared on the websites www.kap.org.tr and www.fonetbt.com	
C2.3. The international reporting standards that adopted in reporting have been explained.			X	No explanation has been given in this context	
C2.4. The principles adopted regarding sustainability, the signatory or member international organizations, committees and principles have been disclosed.			X	No explanation has been given in this context	
C2.5. The improvements have been made and studies have been carried out in order to be included in the Borsa Istanbul sustainability indices and/or international index providers.			X	Efforts to comply with the Sustainability Principle are ongoing and no action has been taken to be included in the sustainability index.	
D. CORPORATE GOVERNANCE PRINCIPLES					
D1. The opinions of stakeholders have been sought in the determination of measures and strategies related to sustainability field.			X	It is planned to carry out studies on this subject in the future.	
D2. The social responsibility projects, awareness activities and trainings have been carried out to raise awareness about sustainability and its importance.			X	It is planned to carry out studies on this subject in the future.	



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