



## KAMUYU AYDINLATMA PLATFORMU

# KRON TEKNOLOJİ A.Ş. Corporate Governance Information Form 2024 - Annual Notification

### Summary

The Corporate Governance Information Form



# 1. SHAREHOLDERS

Related Companies

Related Funds

1. SHAREHOLDERS	
1.1. Facilitating the Exercise of Shareholders Rights	
The number of investor meetings (conference, seminar/etc. ) organised by the company during the year	Four meetings were held throughout the year.
1.2. Right to Obtain and Examine Information	
The number of special audit request(s)	There has been no request for a special auditor.
The number of special audit requests that were accepted at the General Shareholders' Meeting	-
1.3. General Assembly	
Link to the PDP announcement that demonstrates the information requested by Principle 1.3.1. (a-d)	<a href="https://www.kap.org.tr/tr/Bildirim/1284148">https://www.kap.org.tr/tr/Bildirim/1284148</a>
Whether the company provides materials for the General Shareholders' Meeting in English and Turkish at the same time	The documents related to the general assembly have been presented 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	Within the scope of the mentioned item, no transaction has occurred in the company.
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)	Within the scope of the mentioned item, no transaction has occurred in the company.
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)	Within the scope of the mentioned item, no transaction has occurred in the company.
The name of the section on the corporate website that demonstrates the donation policy of the company	Yatırımcı İlişkileri/ Kurumsal Yönetim/ Politikalar/Bağış ve Yardım Politikası
The relevant link to the PDP with minute of the General Shareholders' Meeting where the donation policy has been approved	<a href="https://www.kap.org.tr/tr/Bildirim/1024080">https://www.kap.org.tr/tr/Bildirim/1024080</a>
The number of the provisions of the articles of association that discuss the participation of stakeholders to the General Shareholders' Meeting	The articles of association do not contain any provisions regarding the participation of stakeholders in the general assembly. There are no restrictions

	applied in our company regarding this matter.
Identified stakeholder groups that participated in the General Shareholders' Meeting, if any	The general assembly has not received any requests for participation from shareholders other than the owners of shares.
1.4. Voting Rights	
Whether the shares of the company have differential voting rights	Hayır (No)
In case that there are voting privileges, indicate the owner and percentage of the voting majority of shares.	None
The percentage of ownership of the largest shareholder	% 17,62
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.	None
1.6. Dividend Right	
The name of the section on the corporate website that describes the dividend distribution policy	Yatırımcı İlişkileri / Kurumsal Yönetim / Politikalar / Kar Dağıtım Politikası
	The Board of Directors' proposal regarding the non-distribution of dividends was made available for shareholders? review at the Company?s headquarters, on the Public Disclosure Platform, in the Central Securities Depository?s Electronic General Meeting system, and on the Company?s website at least three weeks prior to the meeting date, excluding the announcement and meeting days, as per the Board decision dated 09.05.2024 and numbered 2024-11. The following proposal was submitted in this decision: According to our financial statements prepared in accordance with Capital Markets regulations and audited by Kavram Independent Audit and Consulting Inc., the net profit for the period, after deducting taxes and other legal

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.	liabilities from the profit generated from the Company?s activities for the 2023 fiscal year, amounts to TRY 46,370,299 (whereas, according to financial statements prepared in accordance with the Tax Procedure Law, this figure is TRY 86,225,992.42). The Board of Directors has decided to inform shareholders and submit for the approval of the General Assembly that the net profit for the 2023 fiscal year will not be distributed and will instead be retained in the Company?s accounts to be used for Company investments. The Board of Directors? decision regarding the non-distribution of dividends was opened for discussion. Following the discussions, the Board of Directors? proposal to refrain from distributing dividends for the 2023 fiscal year was submitted for the approval of the General Assembly. The proposal was unanimously approved by the General Assembly.
PDP link to the related general shareholder meeting minutes in case the board of directors proposed to the general assembly not to distribute dividends	<a href="https://www.kap.org.tr/tr/Bildirim/1294914">https://www.kap.org.tr/tr/Bildirim/1294914</a>

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
05/06/2024	0	% 40	% 40	% 0	Yatırımcı İlişkileri / Genel Kurullar	Yatırımcı İlişkileri / Genel Kurullar	This type of transaction has not been conducted.	0	<a href="https://www.kap.org.tr/tr/Bildirim/1284148">https://www.kap.org.tr/tr/Bildirim/1284148</a>

## 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.	Yatırımcı İlişkileri / Kurumsal Yönetim
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.	Yatırımcı İlişkileri / Kurumsal Yönetim / Ortaklık Yapısı
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	02 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	02 Board of Directors / Committees
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	06 Corporate Governance - Principles of Board of Directors' Activities
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	06 Corporate Governance - Legislation Changes That Could Significantly Impact Company Activities
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	06 Corporate Governance - Information on Lawsuits Filed Against the Company and Their Potential Impact on the Company's Financial Situation 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	06 Corporate Governance - Information regarding conflicts of interest between the company and institutions

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	providing services such as investment consultancy and rating, and measures taken to prevent them.
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%	06 Corporate Governance - Information regarding mutual participations where the direct participation in 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	06 Corporate Governance - Ethics Rules and Social Responsibility.

### 3. STAKEHOLDERS

<b>3. STAKEHOLDERS</b>	
<b>3.1. Corporation's Policy on Stakeholders</b>	
The name of the section on the corporate website that demonstrates the employee remedy or severance policy	Yatırımcı İlişkileri / Kurumsal Yönetim / Politikalar / Tazminat Politikası
The number of definitive convictions the company was subject to in relation to breach of employee rights	None
The position of the person responsible for the alert mechanism (i.e. whistleblowing mechanism)	CFO
The contact detail of the company alert mechanism	yatirimci@krontech.com <a href="https://krontech.com/contact">https://krontech.com/contact</a>
<b>3.2. Supporting the Participation of the Stakeholders in the Corporation's Management</b>	
Name of the section on the corporate website that demonstrates the internal regulation addressing the participation of employees on management bodies	There is no internal regulation regarding employee participation in management.
Corporate bodies where employees are actually represented	There is no management body representing the employees.
<b>3.3. Human Resources Policy</b>	
The role of the board on developing and ensuring that the company has a succession plan for the key management positions	The board of directors takes all necessary measures to ensure the company's healthy continuity.
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.	Yatırımcı İlişkileri / Kurumsal Yönetim / Politikalar / İnsan Kaynakları Politikası
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.	Yatırımcı İlişkileri / Kurumsal Yönetim / Politikalar / İnsan Kaynakları Politikası

The number of definitive convictions the company is subject to in relation to health and safety measures	None
<b>3.5. Ethical Rules and Social Responsibility</b>	
The name of the section on the corporate website that demonstrates the code of ethics	Yatırımcı İlişkileri/ Kurumsal Yönetim/ Etik Kurallar
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.	Our company prioritizes environmental awareness in all of its activities. By leveraging the technologies it develops to optimize performance, productivity is enhanced, leading to a natural reduction in energy consumption and contributing to the fight against global warming. Kron designs its technologies aiming for green energy. Additionally, support is provided for social responsibility projects to foster the development of more qualified young individuals in the field of technology.
Any measures combating any kind of corruption including embezzlement and bribery	All company employees adhere to our company's code of ethics.

## 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	The performance evaluation has not been conducted.
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	Ayşe Yenel - Zeynep Yenel Onursal / Under Article 367 of the Turkish Commercial Code, they are responsible and authorized for matters outside of those requiring decisions by the Board of Directors or General Assembly, in accordance with the Law, Capital Markets legislation, Articles of Association, and the provisions of this Internal Directive, which are listed in Article 7.
Number of reports presented by internal auditors to the audit committee or any relevant committee to the board	None
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	06 Corporate Governance - Risk Management and Internal Control Mechanism
Name of the Chairman	Lütfi Yenel
Name of the CEO	Ayşe Yenel / Zeynep Yenel Onursal
If the CEO and Chair functions are combined: provide the link to the relevant PDP announcement providing the rationale for such combined roles	The distinction between the chairman of the board and the general manager has been made.
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	There is an insurance policy with a premium exceeding 25% of the company's capital.
The name of the section on the corporate website that demonstrates current diversity policy targeting women directors	<a href="https://krontech.com/tr/Kadin-Yonetim-Kuruluuyelerinin-Oranini-Artirmaya-Yonelik-cesitlilik-Politikamiz">https://krontech.com/tr/Kadin-Yonetim-Kuruluuyelerinin-Oranini-Artirmaya-Yonelik-cesitlilik-Politikamiz</a>
The number and ratio of female directors within the Board of Directors	3 / %50

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
Lütfi Yenel	İcrada Görevli Değil (Non-executive)	Bağımsız üye değil (Not independent director)	14/05/2007	-	İlgisiz (Not applicable)	İlgisiz (Not applicable)	Evet (Yes)
Ayşe Yenel	İcrada görevli (Executive)	Bağımsız üye değil (Not independent director)	29/04/2022	-	İlgisiz (Not applicable)	İlgisiz (Not applicable)	Evet (Yes)
Zeynep Yenel Onursal	İcrada görevli (Executive)	Bağımsız üye değil (Not independent director)	15/05/2023	-	İlgisiz (Not applicable)	İlgisiz (Not applicable)	Evet (Yes)
Emre Yavuz Baran	İcrada Görevli Değil (Non-executive)	Bağımsız üye değil (Not independent director)	29/04/2022	-	İlgisiz (Not applicable)	İlgisiz (Not applicable)	Evet (Yes)
Zeynep Tokman Cesur	İcrada Görevli Değil (Non-executive)	Bağımsız üye (Independent director)	02/11/2023	<a href="https://www.kap.org.tr/Bildirim/1214442">https://www.kap.org.tr/Bildirim/1214442</a>	Değerlendirildi (Considered)	Hayır (No)	Hayır (No)
Yavuz Suat Bengür	İcrada Görevli Değil (Non-executive)	Bağımsız üye (Independent director)	28/12/2021	<a href="https://www.kap.org.tr/Bildirim/986781">https://www.kap.org.tr/Bildirim/986781</a>	Değerlendirildi (Considered)	Hayır (No)	Evet (Yes)

## 4. BOARD OF DIRECTORS-II

<b>4. BOARD OF DIRECTORS-II</b>	
<b>4.4. Meeting Procedures of the Board of Directors</b>	
Number of physical or electronic board meetings in the reporting period	21
Director average attendance rate at board meetings	% 71
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	2 Days
The name of the section on the corporate website that demonstrates information about the board charter	<a href="https://krontech.com/tr/yonetim-kurulu-toplanti-usulve-esaslari">https://krontech.com/tr/yonetim-kurulu-toplanti-usulve-esaslari</a>
Number of maximum external commitments for board members as per the policy covering the number of external duties held by directors	None
<b>4.5. Board Committees</b>	
Page numbers or section names of the annual report where information about the board committees are presented	02 Board of Directors / Committees
Link(s) to the PDP announcement(s) with the board committee charters	<a href="https://www.kap.org.tr/tr/Bildirim/1132020">https://www.kap.org.tr/tr/Bildirim/1132020</a>

### Composition of Board Committees-I

Names Of The Board Committees	Name Of Committees Defined As "Other" In The First Column	Name-Surname of Committee Members	Whether Committee Chair Or Not	Whether Board Member Or Not
Kurumsal Yönetim Komitesi (Corporate Governance Committee)		Yavuz Suat Bengür	Evet (Yes)	Yönetim kurulu üyesi (Board member)
Kurumsal Yönetim Komitesi (Corporate Governance Committee)		Lütfi Yenel	Hayır (No)	Yönetim kurulu üyesi (Board member)
Kurumsal Yönetim Komitesi (Corporate Governance Committee)		Onur Çelik	Hayır (No)	Yönetim kurulu üyesi değil (Not board member)

Denetim Komitesi ( Audit Committee)		Zeynep Tokman Cesur	Hayır (No)	Yönetim kurulu üyesi (Board member)
Denetim Komitesi ( Audit Committee)		Yavuz Suat Bengür	Evet (Yes)	Yönetim kurulu üyesi (Board member)
Riskin Erken Saptanması Komitesi ( Committee of Early Detection of Risk)		Zeynep Tokman Cesur	Evet (Yes)	Yönetim kurulu üyesi (Board member)
Riskin Erken Saptanması Komitesi ( Committee of Early Detection of Risk)		Lütfi Yenel	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)	02 Board of Directors / Committees
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 )	02 Board of Directors / Committees
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)	It is fulfilled by the Corporate Governance Committee. 02 Board of Directors / Committees.
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 )	02 Board of Directors / Committees
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)	It is fulfilled by the Corporate Governance Committee. 02 Board of Directors / Committees.
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)	06 Corporate Governance / Company's Strategic Objectives
Specify the section of website where remuneration policy for executive and non-executive directors are presented.	<a href="https://kron.com.tr/ucret-politikasi">https://kron.com.tr/ucret-politikasi</a>
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)	06 Corporate Governance / Financial Rights Provided to the Board of Directors and Senior Management

### 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	8	8
Kurumsal Yönetim Komitesi (Corporate Governance Committee)	% 100	% 33	1	1
Riskin Erken Saptanması Komitesi (Committee of Early Detection of Risk)	% 100	% 50	6	6