

KAMUYU AYDINLATMA PLATFORMU

FONET BİLGİ TEKNOLOJİLERİ A.Ş. Corporate Governance Compliance Report 2019 - Annual Notification

Summary Corporate Governance Compliance Report 2019





Corporate Governance Compliance Report

ed Funds						
		Com	pan			
	Yes	Partial	No	Exempted	Not Applicable	Explanation
Corporate Governance Compliance Report	Т					
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.	х					
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.	х					
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.	х					
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.					х	
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.	х					
1.3.10 - The agenda of the General Shareholders' Meeting included a separate item detailing the amounts and beneficiaries of all donations and contributions.	х					
1.3.11 - The General Shareholders' Meeting was held open to the public, including the stakeholders, without having the right to speak.	х					
1.4. VOTING RIGHTS						
1.4.1 - There is no restriction preventing shareholders from exercising their shareholder rights.	х					
1.4.2 - The company does not have shares that carry privileged voting rights.			X			A) group shares have privileges to determi the members of the Board of Directors an exercise voting rights the General Assembly meeting. (B) Group shares have no privile In the ordinary and Extraordinary Genera Assembly meetings of company, (a) group shareholders have 15 voting rights for each share and (B) Group shareholders have 1 voting rights for each share.
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.	х					
1.5. MINORITY RIGHTS						
1.5.1 - The company pays maximum diligence to the exercise of minority rights.	Х					
1.5.2 - The Articles of Association extend the use of minority rights to those who own less than one twenthieth of the outstanding shares, and expand the scope of the minority rights.			x			Although minority rig are subject to the provisions of the Tur commercial code and CMB legislation, maximum care is give minority rights in accordance with the Corporate Governand

1.6. DIVIDEND RIGHT					
1.6.1 - The dividend policy approved by the General					
Shareholders' Meeting is posted on the company website.	Х				
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.	х				
1.6.3 - The reasons for retaining earnings, and their allocations, are stated in the relevant agenda item.	х				
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.	Х				
2.1. CORPORATE WEBSITE					
2.1.1 The company website includes all elements listed in Corporate Governance Principle 2.1.1.	х				
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.	х				
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			It Is Only 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.	х				
2.2.2 - The annual report includes all elements listed in Corporate Governance Principle 2.2.2.	х				
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	x				
framework of bona fides principles.	^				
3.1.3 - Policies or procedures addressing stakeholders' rights are published on the company's website.	х				
3.1.4 - A whistleblowing programme is in place for reporting	х				
legal and ethical issues.					
3.1.5 - The company addresses conflicts of interest among	х				
stakeholders in a balanced manner.	x				
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stakeholders in a balanced manner. 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		x		Not regulated.
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4.5.7 - If external consultancy services are used, the independence of the provider is stated in the annual report.				х	Consultancy Service was not received.
4.5.8 - Minutes of all committee meetings are kept and reported to board members.	х				
4.6. FINANCIAL RIGHTS					
4.6.1-The board of directors has conducted a board performance evaluation to review whether it has discharged all its responsibilities effectively.			х		No performance evaluation has been made.
4.6.4-The company did not extend any loans to its board directors or executives, nor extended their lending period or enhanced the amount of those loans, or improve conditions thereon, and did not extend loans under a personal credit title by third parties or provided guarantees such as surety in favour of them.	x				
4.6.5 - The individual remuneration of board members and executives is disclosed in the annual report.		x			It is generally stated in the Independent Audit Report published in the Activity Report.