

KRON TEKNOLOJİ A.Ş.
Corporate Governance Information Form
2025 - 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 | Five 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) | https://www.kap.org.tr/tr/Bildirim/1420064 |
| 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 | https://www.kap.org.tr/tr/Bildirim/1024080 |
| 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 1. |

| | |
|---|--|
| | SHAREHOLDERS 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 |
| | It was determined that the proposal of the Board of Directors not to distribute dividends, dated 08.04.2025 and numbered 2025-05, had been made available for the review of the shareholders at least three weeks prior to the date of the General Assembly meeting (excluding the dates of announcement and meeting), at the Company's headquarters, on the Public Disclosure Platform (KAP), on the Electronic General Assembly System of the Central Securities Depository (MKK), and on the Company's website. Thereafter, the Board resolution dated 08.04.2025 and numbered 2025-05 regarding the non-distribution of dividends, the full text of which is provided below, was read: Motion Regarding the Dividend |

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.

Distribution Proposal:
According to the Company's financial statements for the accounting period 01.01.2024 - 31.12.2024, prepared in accordance with the Capital Markets regulations and audited by Kavram Independent Audit and Consultancy Joint Stock Company, it has been determined that, after deducting taxes and other statutory obligations from the profit generated from operations for the 2024 fiscal year, the Company incurred a total net period loss amounting to TRY 42,728,466 (this amount is TRY 17,882,683 in the financial statements prepared in accordance with the Tax Procedure Law). Since a loss was recorded in the independently audited financial statements for the accounting period 01.01.2024 - 31.12.2024 prepared in compliance with the Capital Markets Law and the regulations of the Capital Markets Board, the Board of Directors has resolved to inform the shareholders that no dividend distribution will be made and to submit this matter to the approval of the General Assembly. The above-mentioned resolution of the Board of Directors regarding the non-distribution of dividends was opened for discussion. Following the discussions, the proposal of the Board of Directors regarding the non-distribution of dividends for the 2024 fiscal year was submitted to the approval of the General Assembly. The proposal of the Board of Directors not to distribute dividends for

the 2024 fiscal year was unanimously approved by the shareholders present at the meeting.

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/1433985>

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 |
|----------------------|---|---|--|---|--|---|---|---|---|
| 06/05/2025 | 0 | % 39,31 | % 38,95 | % 0,36 | Yatırımcı İlişkileri / Genel Kurull | Yatırımcı İlişkileri / Genel Kurull | This type of transaction has not been conducted | 0 | https://www.kap.org.tr/tr/Bildirim/1420064 |

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

| | |
|---|---|
| 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 | 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 https://krontech.com/contact |
| 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 | 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. |
| 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 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 |
| 3.5. Ethical Rules and Social Responsibility | |
| 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 | https://krontech.com/tr/Kadin-Yonetim-Kuruluuyelerinin-Oranini-Artirmaya-Yonelik-cesitlilik - Politikamiz |
| The number and ratio of female directors within the Board of Directors | 3 / %50 |

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 |
|-------------------------------|--------------------------------------|---|----------------------------------|---|---|--|--|
| 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 | https://www.kap.org.tr/Bildirim/1214442 | Değerlendirildi (Considered) | Hayır (No) | Hayır (No) |
| Yavuz Suat Bengür | İcrada Görevli Değil (Non-executive) | Bağımsız üye (Independent director) | 28/12/2021 | https://www.kap.org.tr/Bildirim/986781 | 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 | 18 |
| Director average attendance rate at board meetings | % 69 |
| 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 | https://krontech.com/tr/yonetim-kurulu-toplanti-usulve-esaslari |
| The name of the section on the corporate website that demonstrates information about the board charter | None |
| Number of maximum external commitments for board members as per the policy covering the number of external duties held by directors | 02 Board of Directors / Committees |
| 4.5. Board Committees | |
| 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 | https://www.kap.org.tr/tr/Bildirim/1132020 |

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. | https://kron.com.tr/ucret-politikasi |
| 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 | 6 | 6 |
| Kurumsal Yönetim Komitesi (Corporate Governance Committee) | % 100 | % 33 | 4 | 4 |
| Riskin Erken Saptanması Komitesi (Committee of Early Detection of Risk) | % 100 | % 50 | 6 | 6 |