

## Corporate Information

### PRIVILEGED SHARES, VOTING RIGHTS

According to the Company's Articles of Association, each share is entitled to one vote at the General Assembly and there are no voting privileges. There are no companies with which the Company has mutual shareholding interests. The Articles of Association does not contain any provision that restricts the transfer of shares.

Share transfers between the shareholders are performed as per the provisions of the Turkish Commercial Code and Capital Markets Law.

### INFORMATION ON COMPANY SHARES REDEEMED BY THE COMPANY

There are no redeemed shares of Teknosa.

### CAPITAL EXPENDITURES

The Company has made capital expenditures of TL 863 million in its infrastructure and customer outreach channels, including online channels.

### DONATIONS AND CHARITABLE CONTRIBUTIONS MADE BY THE COMPANY DURING THE YEAR

In 2024, Teknosa donated TL 1.2 million in total to charitable organizations.

### INFORMATION ON THE REPORT EXPLAINING RELATIONS WITH CONTROLLING SHAREHOLDERS AND SUBSIDIARIES WITHIN THE SCOPE OF ARTICLE 199 OF THE TURKISH COMMERCIAL CODE

In the report, our Company evaluated the following transactions conducted with the controlling company and its subsidiaries during the 1 January 2024-31 December 2024 operating year in accordance with honest and fair accounting principles under the circumstances and conditions known to us, all legal transactions carried out for the benefit of the controlling company or a subsidiary of the controlling company under the direction of the controlling company, as well as all measures taken or refrained from being taken in favor of the controlling company or one of its subsidiaries in the 2024 operating year.

The report issued by the Board of Directors of Teknosa on 21 February 2025 has revealed that in all transactions performed by Teknosa with the controlling company and its subsidiaries in 2024, all necessary legal transactions were performed, and all measures were taken as set forth in Article 199 of the Turkish Commercial Code No. 6102 and as required by the responsibilities assigned to the Board.

The transactions carried out are at arm's length as stipulated in the related articles of the TCC No. 6102 governing the disclosures of controlling companies, and there is no loss incurred as a result of the participation by Teknosa in a group of companies.

## Corporate Governance and Sustainability Principles Compliance Report

### CORPORATE GOVERNANCE AND SUSTAINABILITY PRINCIPLES COMPLIANCE REPORT

#### SECTION I - CORPORATE GOVERNANCE

##### 1. Corporate Governance Approach

Teknosa commits to comply with the four key principles of Transparency, Fairness, Responsibility and Accountability of Corporate Governance, and recognizes that good corporate governance practices are essential for sustainable growth in today's economies.

Traded on BIST Stars, Teknosa shapes its management approach based on these principles and takes best practices in the world as a reference while developing its corporate governance practices every year.

##### 2. Corporate Governance Principles Compliance Status

Teknosa is in full compliance with all of the 24 mandatory principles for publicly traded companies as set out in the Corporate Governance Communiqué No. II.171 ("Communiqué") of the Capital Markets Board, which is responsible for regulating and supervising the corporate governance practices in Türkiye. Teknosa has observed the interests of all the stakeholders, shareholders in particular, and continued its efforts to further its compliance with such mandatory principles in 2024.

Meanwhile, Teknosa has reached full compliance with 62 of 73 non-mandatory principles of the Communiqué, while it achieved partial compliance with 4 non-mandatory principles and no compliance with 2 non-mandatory principles this year. Transactions falling under the remaining 5 principles have not been performed in 2024, and therefore compliance has not been evaluated for these principles that have been determined to be nonapplicable.

**2.1.** Principles with which the Company has reached partial compliance are summarized below together with the reasons behind the lack of full compliance:

**3.1.2.** *An effective and prompt compensation policy is in place in cases where stakeholders' rights protected by laws and contracts are violated. The Company provides guidance and convenience to stakeholders on the applicable laws and mechanisms available to them such as compensation. In addition, it establishes a compensation policy for employees and discloses the policy via the corporate website.*

It is a priority for Teknosa to protect all stakeholders' rights at all times and embrace a business model based on creating value together. Currently, no written compensation policy is in place for employees; however, the Company has faced no legal proceedings in relation to this matter up to date.

Corporate Governance and Sustainability Principles Compliance Report

**4.4.7.** *Members of the Board of Directors shall allocate sufficient time for the business affairs of the Company. If the member becomes a manager or a member of the board of directors of another corporation or provides consulting services to another corporation, said service should not cause conflict of interest nor prevent fulfillment of the member's duty. Within this scope, certain rules apply to or restrict the board member's assumption of roles and duties outside the company. Roles a board member assumes outside the company, the grounds for such role, and whether such role is assumed within or outside the group are presented to the information of the shareholders under the agenda item for elections during the general assembly meeting.*

Utmost attention is paid to ensure that board members dedicate sufficient time for the Company's affairs and avoid any transaction that may lead to a conflict of interest in their activities outside the Company. However, board members' roles outside Teknosa are not governed or restricted by a written instrument. Accordingly, resumes of board members are provided to shareholders in annual reports.

**4.5.5.** *It is important for a board member not to take part in more than one committee.*

Utmost attention is paid to the experience and expertise of independent members in the composition of committees. Due to the limited number of independent board members and obligations stipulated in the capital market regulations, however, members may be assigned to more than one committee.

**4.6.5.** *Wages and other benefits granted to board members and executives with administrative responsibilities are disclosed to the public in the annual report. Disclosures should be made on an individual basis.*

Wages for the board members are determined by the General Assembly and therefore disclosed on the basis of each board member. Wages paid to senior executives are disclosed collectively in the footnotes of our financial statements. Payments to executives were made in accordance with the remuneration policies on the basis of performance criteria. Such information is not disclosed on an individual basis as it constitutes confidential information.

**2.2.** Principles which the Company has not complied with are summarized below together with the grounds for such non-compliance.

**1.3.11.** *General Assembly meetings may be held publicly, including stakeholders and the press with no right to ask for the floor, and a provision may be added to the Articles of Association on this matter.*

As specified in the Articles of Association, General Assembly meetings were held openly to the stakeholders but in a manner to be closed to the public including the press. Minutes of the Annual General Assembly Meetings are provided for the information of all stakeholders on the Public Disclosure Platform (PDP) and the Company's corporate website.

**1.5.2.** *Minority rights may be granted to those who hold less than one-twentieth of the capital pursuant to the Articles of Association. The scope of minority rights may be expanded subject to the Articles of Association.*

Minority rights are determined as per the provisions of the applicable legislation, and there is no specific provision on the expansion of minority rights in the Articles of Association.

**2.3.** The following principles are determined to be non-applicable as no transaction falling under such scope was performed in 2024:

**1.3.7.** *Individuals who have privileged access to company information shall inform the board of directors about the actions they performed on their own behalf within the scope of the field of activity of the company in order to ensure provision of information during the General Assembly Meeting.*

**1.4.3.** *The Company has not exercised the voting rights at the General Assembly of a corporation with which it has an affiliate relationship that involves controlling rights.*

**4.4.3.** *The opinion of the members who failed to attend the meeting but served their opinion in writing to the Board of Director shall be submitted for the information of the other members.*

**4.5.7.** *The Committees may benefit from independent expert opinion on the issues it deems necessary in relation to their activities. The cost of the consultancy services required by the committees shall be covered by the company. However, information on the persons/entities providing such services and whether such persons/entities have a relation with the company is explained in the annual report.*

**4.6.4.** *The company is not entitled in any way to lend money, to extend any credits, to prolong the terms of existing loans and credits, to improve the conditions thereof, and to extend credit under the name of any personal credit means through a third person or to provide warranties to a member of the board or the executives with administrative responsibility. Only those institutions which offer personal credits to individuals may be entitled to offer loans or other services under the terms applied to every individual beneficiary.*

Teknosa's compliance status with the Corporate Governance Principles in 2024 is summarized in the table below.

Status	Full Compliance	Partial Compliance	Non-compliant	Non-applicable
Mandatory	24	-	-	-
Voluntary	62	4	2	5
<b>Total</b>	<b>86</b>	<b>4</b>	<b>2</b>	<b>5</b>

## Corporate Governance and Sustainability Principles Compliance Report

In 2024, full compliance has not been reached with the relevant voluntary principles due to the difficulties in their implementation, ongoing discussions in Türkiye and on international platforms regarding their implementation, the contradiction between the Company's interests and the implementation of such principles as per the practices of the Company and the market. Thanks to the value and importance Teknosa attributes to corporate governance, developments on this matter are monitored closely, and efforts towards full compliance with these principles are ongoing at full speed.

The 2024 Corporate Governance Compliance Report (CRF) and Corporate Governance Information Form (CGIF), prepared pursuant to the Capital Markets Board's Decision No. 2/49 and dated 10 January 2019 and approved by our Company's Board of Directors are publicly accessible at <https://www.kap.org.tr/en/Bildirim/1394960> and <https://www.kap.org.tr/en/Bildirim/1394961>.

### 3. Investor Relations Activities

In an attempt to assist investors and analysts in their decision-making processes as per applicable laws, Teknosa paid ultimate attention in 2024 to inform them as necessary, transparently, timely, accurately, thoroughly, legibly, directly, sufficiently, regularly and concurrently with all market participants, on the developments that might affect their investment decisions.

For this purpose, both the Public Disclosure Platform (KAP) and the Investor Relations page on the official website [www.teknosa.com](http://www.teknosa.com) have been regularly updated, providing continuous and ideal communication with investors and analysts. The Investor Relations page is prepared in both Turkish and English, and quarterly financial results are available on the website in both English and Turkish. The company presentations used in domestic and international informative meetings are also available on the website.

In 2024, the Company held negotiations with domestic and foreign existing/ potential institutional investors and analysts regarding the company's operational results, performance, and other developments during the period. In addition, queries from individual and institutional investors are responded via e-mail or phone.

The Company also organizes investor teleconferences every financial quarter following the announcement of its financial results. In 2024, the Company held 4 teleconferences with institutional investors and analysts and shared the meeting recordings on its website. During 2024, the Company participated in 9 roadshows, conferences, and site visits and held one-on-one or group meetings with a total of 170 institutional investors and analysts from Türkiye and abroad.

### 4. Monitoring the Changes in Legislation and Legal Procedures

No amendment that could impact Teknosa's operations substantially was introduced to

applicable laws in 2024. However, the potential effects of the 2024 amendments to the Capital Markets Law, Turkish Commercial Code and tax regulations on Teknosa as a whole were analyzed in detail.

Teknosa closely monitored the legislative developments concerning the company in 2024, as in every year, and the necessary actions were taken in a timely manner.

Finally, no lawsuit was filed against the Company that may impact the financial position or operations of Teknosa in 2024. In addition, no administrative or judicial sanctions were imposed on Teknosa legal entity, members of its Board of Directors and Company Management due to practices in violation of the provisions of the legislation.

## SECTION II – BOARD OF DIRECTORS

### 1. Structure and Composition of the Board of Directors

The procedures and principles concerning the company's Board of Directors' structure, duties, management rights and representation authorities, etc. are decided upon in accordance with the provisions stipulated in the company's Articles of Association.

Teknosa is governed and represented by a Board of Directors that consists of at least six members elected by the General Assembly within the framework of the provisions of the Turkish Commercial Code and the Capital Markets Legislation.

Teknosa's Board of Directors shall have six members in accordance with Article 4.3.1 of the Communiqué and two independent members in

accordance with the exception set forth in the first paragraph of Article 6 of the Communiqué.

The nomination process for the Board of Directors is carried out in accordance with the Turkish Commercial Code, Capital Markets Law, Corporate Governance Principles and other applicable regulations, and in particular the provisions of the Company's Articles of Association. When nominating candidates for the Board of Directors, the Company's culture, areas of investment and operation, financial size, and strategic goals are considered, and candidates are chosen based on their knowledge, experience, and competence, as well as their qualifications to protect the interests of all stakeholders. These candidates are selected from among those who have gained professional experience at national and/or international level in the sector in which Teknosa operates. The candidate pool is designed in a manner to incorporate both technical and strategic experience, such as auditing, risk management, and digital technologies, as well as industry knowledge.

Diversity and inclusion are also prioritized during the process of nominating Board member candidates in accordance with the Company's [Equality, Diversity and Inclusion Policy](#). The Board of Directors aims to ensure diversity in terms of age, race, nationality, ethnic origin, language, disability, political and religious beliefs, sect, gender and sex, cultural background and professional experience.

Inclusion is promoted in the composition of the Board of Directors, taking into account the foregoing factors. Within this

framework, the Company always aims to maintain at least 30% female representation on the Board of Directors.

Currently, there are two female members on the Board of Directors and the ratio of female members is 33%.

There is no Executive Board Member in the Company's Board of Directors.

The Members of the Board of Directors may be elected for a maximum term of office of three years members whose term of office has expired may be reelected. In the event there is a vacancy in the Board of Directors due to any reason whatsoever, the remaining members of the Board of Directors shall appoint new members and submit such members for the approval of the General Assembly at the first General Assembly meeting. Such newly elected member shall complete the term of office of his/ her predecessor.

The Company is insured against any damages that Members of the Board of Directors may cause to the Company due to their faults during the execution of their duties. The total annual liability limit of the aforementioned insurance covers the amount specified in the Corporate Governance Principles.

Each of the Independent Members of the Board of Directors is paid a monthly gross salary of TL 90,000 (Ninety thousand Turkish liras) until the end of their term of office. No remuneration is paid to other members of the Board of Directors.

Members of the Board of Directors have been granted the right to carry out transactions in accordance with Articles 395 and 396 of the Turkish Commercial Code by a resolution of the General Assembly.



Corporate Governance and Sustainability Principles Compliance Report

2. Operating Principles of the Board of Directors

The Board of Directors convenes as often as it can effectively fulfill its duties and conducts its activities in a transparent, accountable, fair and responsible manner, while taking into account the long-term interests of the Company.

Members of the Board of Directors shall elect a chair and a deputy chair to act as the chair in his/her absence from among themselves. The Chair shall determine the agenda of the Board Meetings upon consulting the other Members of the Board of Directors and the CEO.

The items on the agenda of the meetings of the board of directors shall be clearly discussed in every aspect. The Chair of the Board of Directors shall use his/her best efforts to ensure effective attendance of non-executive members to the meetings of the board of directors.

The meeting dates and the agenda shall be arranged by the Chair or Deputy Chair.

The Board of Directors is required to meet at least four (4) times a year.

The resolutions of the Board of Directors may be issued upon receipt of written approval of the other members of the board of directors regarding any proposal made by one of the members, provided that no member has called for an in-person meeting for such proposal.

The Board of Directors of the Company held four physical meetings between 1 January 2024 and 31 December 2024.

At the Board meetings, each member had one vote, and unanimous consent was sought while resolving matters, and the Board always complied with Corporate Governance Principles. The actual attendance of the members was ensured at the meetings of the Board of Directors unless they had an excuse. No dissenting opinion was expressed against the decisions made by the Members of the Board of Directors at the meetings held in 2024, and no dissenting opinion annotations were attached to the meeting minutes. Since Board Members did not have any questions and requested no additional information, no such requests or questions were not entered into the minutes of the meeting.

Members of the Company's Board of Directors did not enter into any transactions with the Company in 2024 and did not participate in any ventures that would compete with the Company in the same fields of activity.

3. Number, Structure and Independence of the Committees Established in the Board of Directors

According to the Company's Articles of Association, the Board of Directors establishes a sufficient number of Committees ("Committee") to fulfill the required tasks and responsibilities properly.

The duties of the "Nomination Committee" and the "Remuneration Committee" set forth in Article 4.5.1 of the Communiqué have also been assumed by the "Corporate Governance Committee." Although attention was paid to the recommendation on "not taking part in more than

one committee for a board member" under Article 4.5.5 of the Communiqué, a Board Member may serve multiple committees as a member due to the expertise required for such committees.

Corporate Governance Committee

The Corporate Governance Committee aims to ensure the continuity of the management process which is based on the Company's ethical values, which observes the interests of its stakeholders, who are internally and externally responsible, risk-conscious, transparent and accountable in their decisions, and which aims to ensure sustainable success.

The Committee makes proposals and recommendations to the Board of Directors in line with the CMB's Corporate Governance Principles and other internationally recognized corporate governance principles.

The Corporate Governance Committee consists of a maximum of three members, including the chair and two rapporteurs appointed by the Company Board of Directors in line with the Corporate Governance Principles. The Chair of the Corporate Governance Committee is appointed by the Company Board of Directors from among the independent members.

Should the position of Chair of the Committee become vacant for any reason, the Chair of the Board assigns one of the Committee Members as a temporary Chair until the new Chair is appointed at the next Board meeting.

The Corporate Governance Committee ensures the implementation of the Corporate Governance Principles in the

Company, and in the case of failure to implement such principles, it makes remedial suggestions to the Board of Directors in this regard. The Committee also oversees the activities of the Investor Relations Department. It evaluates the performance and principles of remuneration for Board Members and Senior Executives and examines and presents to the Board the nominations of independent members, including the nominees proposed by the management and shareholders, and their qualifications for independence. The Independent Board Member Candidate submits

a written declaration to the Corporate Governance Committee at the time of nomination.

The Committee, which shall convene at least four times a year pursuant to the bylaws, convened 4 times in total in 2024.

The members of the Corporate Governance Committee determined in accordance with the decision of the Board of Directors of the company are as follows:

Name and Last Name	Position	Nature of Board Membership/ Position
Kamuran Uçar	Committee Chair	Independent Member of the Board of Directors
Nevgöl Bilsel Safkan	Committee Member	Independent Member of the Board of Directors
Sibel Turhan	Committee Member	Teknosa Investor Relations Manager

Early Risk Detection Committee

Early Detection of Risk Committee was established in a manner to be in charge and authorized in accordance with Article 378 of the Turkish Commercial Code No. 6102 and the provisions of the Capital Markets Board's Communiqué on the Corporate Governance Principles.

The Committee operates for the purpose of early detection of strategic, operational, financial, compliance and any other risks that may jeopardize the existence, development and continuity of the Company, implementing the necessary measures and remedies in this regard and managing the risks. Decisions taken by the Committee are reported to the Board of Directors as recommendations.

The Committee members are elected by the Company's Board of Directors and are disclosed to the public. The Chair of the Committee is appointed from among the independent members by the Board of Directors. In addition to the Chair, there is a maximum one Member elected by the Board in the Committee. The members of the Committee are preferably elected from among the non-executive Board Members.

Meetings shall be held at least six times a year at a location to be deemed appropriate by the Chair. At the beginning of each year, the annual meeting schedule of the Committee is determined by the Committee Chair and be announced to all members.

The term of office for Committee Members is the same as the term of the Members of the Company's Board of Directors. The Committee is re-established upon the election of the Members of the Board of Directors.

The Early Detection of Risk Committee convened 6 times in 2024. During these meetings, topics such as identifying risks that could threaten the continuity of our company, developing detection and prevention models and management systems for these risks have been discussed.

In this context, the Early Detection of Risk Committee strengthens our company's risk management strategy and systems, enabling proactive measures against potential risks, thereby contributing to our company's sustainable growth.

Name and Last Name	Position	Nature of Board Membership / Position
Kamuran Uçar	Committee Chair	Independent Member of the Board of Directors
Nevgül Bilsel Safkan	Committee Member	Independent Member of the Board of Directors

Audit Committee

The duty of the Audit Committee is to oversee the Company's accounting system, financial reporting, disclosure of financial statements, and the functioning and effectiveness of the independent auditing and internal control system on behalf of the Company's Board of Directors. The Audit Committee submits to the Company Board of Directors, in writing, its activities and the findings and recommendations it has reached in relation to its duties and responsibilities.

The Chair and the Members of the Audit Committee are appointed by the Board of Directors from among the Independent Members.

The Audit Committee held 4 meetings in 2024 and the main agenda items were the review of the independent audit report and examination of the presentations of the Internal Audit Department.

The members of the Audit Committee determined in accordance with the decision of the Board of Directors of the company are as follows:

Name and Last Name	Position	Nature of Board Membership / Position
Nevgül Bilsel Safkan	Committee Chair	Independent Member of the Board of Directors
Kamuran Uçar	Committee Member	Independent Member of the Board of Directors

4. Risk Management and Internal Control Mechanism

Teknosa embraces the notion that each risk brings along an opportunity and recognizes that "sustainable growth" can be achieved by effectively identifying, measuring, and managing risks. The Company places great importance on risk management to "create value for its stakeholders," which is a crucial part of its mission.

At Teknosa, the risk is seen as a concept that incorporates opportunities as well as threats, and corporate risk management is handled as a continuous and systematic process to manage these risks in the most effective manner. Efforts are made to expand the risk culture throughout the Teknosa, and assurance is provided to ensure that the right work is carried out by taking the right amount of risk.

Teknosa's **Risk Management Policy** establishes the principles guiding risk management processes and approaches, expressing the company's commitment to effectively managing risks. The policy is fully supported by senior management and is shaped around six core principles: proactive approach, holistic management, value creation, continuous improvement, culture and awareness, and effective measurement and evaluation. Teknosa aims to address risks not only reactively but also proactively, by detecting potential threats in the early stages and responding to opportunities in a timely manner. Risk management is considered an integral part of the organization's overall strategy and business processes. Additionally, Teknosa adopts a dynamic and evolving structure in its risk management processes and policies, making continuous improvements based on measurement and evaluation results. Creating a corporate culture that promotes risk management awareness and positive behaviors is supported through open communication channels

and training programs. These principles allow Teknosa to sustainably grow, innovate, and maintain strong relationships with stakeholders.

Teknosa's **Risk Management Procedure**, on the other hand, regulates the principles and procedures to be followed in the process of identifying, evaluating, prioritizing, monitoring and reporting risks and determining and implementing measures and strategies for such risks encountered in the company's operations.

In 2024, Teknosa continued to create value for shareholders and delivered a sustainable growth performance thanks to the importance it attributes to risk management.

Risk management is carried out by the Risk, Compliance, and Business Continuity under the supervision of the Early Detection of Risk Committee on behalf of the Board of Directors. Given the significant emphasis placed on risk management, the Risk, Compliance, and Business Continuity Department directly reports to the CEO.

The risk exposure of Teknosa is tracked through the Key Risk Indicators (KRI) determined. These indicators are used to detect early signals of risks and are regularly evaluated to ensure that the company remains within tolerance limits. Risk indicators are designed in accordance with sectoral and economic dynamics and their effectiveness is regularly assessed. Risk assessment is

## Corporate Governance and Sustainability Principles Compliance Report

conducted through probability and impact analysis to determine the potential effects of risks on the company. This process is completed with the identification and implementation of risk mitigation strategies. Thus, various strategies such as elimination, reduction, or transfer of risks are employed to manage them effectively. Effective risk monitoring and reporting activities ensure that risks and measures are continuously reviewed. These dynamic processes allow Teknosa to continuously improve its risk management practices, identify areas for development, and quickly adapt to the dynamic business environment.

### Risk Categories

**Financial Risk:** Teknosa comprehensively addresses currency, investment portfolio, credit, interest rate, liquidity, and insurance risks, and carefully monitors the impact of these risks on its financials.

The company develops proactive solutions against potential risks resulting from macroeconomic variables, making use of profitability analyses, continuous monitoring of cash flow, and managing expenses with a focus on efficiency. Implementing balanced financing strategies plays a significant role in maintaining Teknosa's sound financial structure and minimizing the adverse consequences of these risks for Teknosa. In addition, the use of hedge instruments against fluctuations in exchange rates and interest

rates strengthens the company's financial resilience and provides protection against volatile market conditions.

This comprehensive approach allows Teknosa to maintain its financial stability and progress in line with its growth targets.

**Operational Risk:** Teknosa comprehensively addresses various risks that may affect its operational processes, such as supply chain management, productivity, capacity utilization, pricing, sales, customer satisfaction, product and service development, information security, employee engagement and business continuity. Performance management, information security measures and occupational health and environmental safety policies constitute the basic elements of operational risk management.

To minimize these risks, Teknosa strengthens information exchange between departments, regularly monitors business processes and invests in employee training. Teknosa Academy aims to ensure operational continuity in critical roles through digitalization-focused trainings, leadership programs and succession plans. In addition, strong data protection practices and information security management systems that meet ISO standards ensure uninterrupted operational processes and customer confidence. Teknosa's awareness-raising practices and proactive approaches allow for effective management of operational risks.

**Strategic Risk:** Teknosa's strategic risk management comprehensively addresses the potential negative impacts of internal and external risks such as corporate and sectoral risks, economic fluctuations, regulatory amendments, reputation and sustainability risks on our strategic goals. The Company constantly monitors economic and sectoral developments and develops proactive and flexible strategies in order to maintain its strategic priorities and maintain its competitive edge.

The 3 and 5-year strategic plans, which are prepared regularly every year, aim to adapt to changing market conditions and to consider sustainability as a fundamental priority. Teknosa positions digitalization, omnichannel integration and customer-focused solutions as key elements of strategic growth. Furthermore, thanks to the use of strong data analytics and approaches based on operational efficiency, the Company rapidly adapts to market conditions and creates both financial performance and social value through environmentally friendly energy solutions and innovative products and services. This comprehensive and forward-looking approach supports Teknosa in achieving its strategic goals and ensuring sustainable growth.

**Compliance Risk:** Teknosa considers strict compliance with national and international legislation, sectoral standards and company

policies as a critical priority for the sustainability of its operations and the protection of its reputation. Effective compliance management is a key factor that supports not only compliance with legal requirements, but also the adoption of the company's ethical values and the creation of a sustainable business model.

Teknosa continuously monitors compliance processes together with Legal and Compliance teams and analyzes compliance risks. Regular trainings are provided to raise employees' awareness of ethical principles and legal requirements. Besides, reliable communication channels for reporting ethical violations contribute to strengthening the culture of transparency and accountability. This holistic approach strengthens Teknosa's reputation in the sector and ensures that the culture of compliance is spread throughout the organization.

Internal Control Mechanism is also in place. Upon the formation of the Audit Committee, this mechanism effectively carries out the duties assigned by the Board of Directors in compliance with the existing Bylaws of the Audit Committee.

### 5. Strategic Objectives of the Company

Having determined the vision and the mission of the Company, the Board of Directors has incorporated them in writing in the Annual Report and announced to the public

on the company's website, [www.teknosa.com](http://www.teknosa.com), and the Company's long-term strategies are built on these principles.

The Board of Directors, together with the CEO and Assistant General Managers, sets three-year strategic goals which are updated each year. Whether the targets are achieved or not are monitored by executive reports prepared at the end of each month. Whether the Company achieved its targets or not constitutes the basis for performance evaluation at the end of the year.

### 6. Financial Rights

The terms and conditions of any right, fee and benefit granted to the company's Board Members are laid down in detail in the Articles of Association. The General Assembly determines the payments to be made to the Chair and Members of the Board of Directors as well as the attendance fee. The payments made to the senior executives are disclosed to the public in the footnotes of our financial statements.

In 2024, the Company did not lend any funds or extend any loans or credits to any member of the Board of Directors, extend the terms of any loans or credits already granted, improve the conditions of such loans or credits, extend any credit under the name of personal loan through a third party, or provide any guarantees such as sureties in their favor.



Corporate Governance and Sustainability Principles Compliance Report

SECTION III-SUSTAINABILITY

1. Sustainability Approach

Teknosa places the utmost importance on sustainability and assesses the potential impact of its operations on sustainability. It carries out several activities such as combating the climate crisis, enhancing employee development and performance, ensuring equality and diversity, increasing digitalization applications, and establishing powerful communication with stakeholders by focusing on sustainability at the core of its operations, and endeavors to create a positive impact for all stakeholders.

In 2024, Teknosa shared the survey of prioritized topics including environmental, social, governance and economic topics, and ensured the inclusion of key stakeholders in the process. It determined the priorities of topics in accordance with its stakeholders’ opinions and created a prioritization matrix.

It prepared its sustainability strategy in parallel to these prioritized topics and with the participation of relevant departments, identified the contributions to Sustainable Development Goals and the value created as a result of activities, and built the Teknosa Value Creation Model.

Additionally, recognizing the significance of effectively managing risks and opportunities, Teknosa has also identified the risks and opportunities it faces across key areas: environmental, social, economic, policy and legal, technological, and operational risks. This identification process involved conducting workshops with active participation from the relevant departments. It also explained its industry position, trends and future prospects, revealing its responses to megatrends in relation to society, the world, employees and the future.

2. Sustainability Principles Compliance Status

Teknosa aims at 100% compliance with the Sustainability Principles Compliance Framework. In parallel with this aim and protecting the benefit of all stakeholders -especially shareholders- it continued works to improve its compliance status with these mandatory principles in 2024 and increased the number of fully compliant articles. It will continue improvement works also in 2025.

A world-class sustainability compliance standard has been adopted in Türkiye thanks to the Sustainability Principles Compliance Framework established by the Capital Markets Board.

The compliance status of Teknosa compliance standard in 2024 is summarized in the table below:

Type	Full Compliance	Partial Compliance	Non-compliant	Non-applicable
General	12	-	-	-
Environment	20	1	-	3
Social	17	1	-	-
Governance	2	-	-	-
Total	51	2	-	3

The Sustainability Principles Compliance Report, which demonstrates the Company's compliance with the CMB's Sustainability Principles Compliance Framework, is available at: <https://yatirimci.teknosa.com/sustainability-compliance-reports>.



## Board of Directors' Discussion and Analysis

### Management's Discussion and Analysis on Financial Results

Teknosa has made remarkable improvements in operational efficiency through the implementation of AI-supported solutions, along with digitalization and optimization projects designed for transformation into a Digital-First organization. As a result, the company has reached a revenue of TL 69 billion, with a growth rate that exceeds inflation.

As a result of strategic measures implemented during a period of high inflation and elevated interest rates, Teknosa increased its gross profit margin mainly through efficient inventory management and disciplined control of operational expenses, achieving EBITDA (Earnings Before Interest, Taxes, Depreciation, and Amortization) of TL 2.9 billion, with an 87% year-on-year increase.

Maintaining its robust balance sheet structure, Teknosa completed 2024 with a net cash position of TL 2.2 billion as a result of effective net working capital management.

Teknosa continues its comprehensive transformation initiatives to sustain its growth and improve its operational indicators. Despite the current macroeconomic conditions, the Company remains committed to its long-term growth target and continues its technology-focused strategic investments with determination.

### Management's Discussion and Analysis on Sustainability Performance

Teknosa has placed its sustainability vision at the core of its business strategy, closely aligning it with Sabancı Group's mission to lead by example. Teknosa extends its sustainability strategies beyond just environmental and social responsibility, embracing a holistic approach that includes financial sustainability as well.

Teknosa improved its rating from B- to A in the CDP (Carbon Disclosure Project) Climate Change Program between 2022 and 2024 and was listed in the "Leadership" category. Teknosa, dedicated to advancing its sustainability initiatives with an emphasis on continuous improvement, has secured a position among global leaders by achieving A list status in the CDP for 2024. This accomplishment significantly illustrates the company's efforts aiming to achieve its objectives to reduce its ecological footprint and attain sustainable development. In addition, the Company ranked the 19<sup>th</sup> among 306 companies in its sector in the LSEG (London Stock Exchange Group) Corporate Sustainability Rating, achieving a score of B+, proving that it has integrated environmental and social responsibilities into its business strategy. Teknosa also focused on enhancing its governance practices and earned the 'Committed' medal with a score of 48 from EcoVadis in 2022.

As of 2024, Teknosa continues to contribute to customer satisfaction through operational efficiency by taking important steps in environmental sustainability. Refurbished handset sales contributed to the circular economy, generating more than TL 512 million.

Considering the increasing demand for eco-friendly products, Teknosa consistently improves its portfolio with low-emission and environment-friendly products, while promoting sustainable consumption by providing extra discounts on A+++ energy class products.

Teknosa also aims to reduce electronic waste by extending the lifespan of products and reducing resource consumption through TeknoGaranti. It ensures the efficient use of products with Full Support Packages and encourages the reuse of products with rental services. These practices lead to concrete steps to reduce environmental impacts.

Teknosa also makes a difference in its sustainability journey with its progress in energy saving and renewable energy use. Projects such as the LED conversion completed in all stores and the Adana Solar Energy System (SES) allow the Company to make tangible progress towards its objective of minimizing its carbon footprint. Furthermore, implementing a zero-waste strategy in waste management led to the discontinuation of plastic and single-use products at both the logistics center and headquarters, while the usage of recyclable materials became widespread.

### Future Outlook

Looking ahead to 2025 and beyond, Teknosa is expected to maintain its dedication to fostering sustainable development and providing innovative services. To this end, the Company will continue to work in line with the targets set out below in the near future:

#### 2050 Net Zero Emissions and Waste Target:

- Commitment to achieve net zero emissions by 2050 by reducing carbon emissions.
- Reaching zero waste by 2050.

#### 2030 Carbon Reduction Targets:

- Reducing Scope 1 and 2 emissions by 42% in line with SBTi (Science-Based Targets initiative).
- Improving supply chain processes to reduce Scope 3 emissions.

#### Renewable Energy and Circular Economy

- Increasing the use of renewable energy sources and developing strategies in line with circular economy principles.
- Increasing renewable energy supply to 80% by 2025 and 100% by 2030.

### Maximizing the Number of Sustainable Products:

- Expanding sustainable product options with low environmental impact and providing incentives.

### Supplier Training:

- Improving the environmental and social impact of the ecosystem by providing trainings to suppliers on sustainability issues.

### Digitalization Investments:

- Increasing customer satisfaction through digital investments and achieving carbon neutral operations while fulfilling environmental and social responsibilities.

### Transparent Reporting

Within the scope of Turkish Sustainability Reporting Standards (TSRS), reporting:

- financial impacts of significant sustainability-related risks and opportunities in line with TSRS 1 General Provisions on Disclosure of Sustainability-Related Financial Information; and
- the financial impact of significant climate-related risks and opportunities in line with TSRS 2 Climate-related Disclosure standards.