ODİNE SOLUTİONS TEKNOLOJİ TİCARET VE SANAYİ A.Ş.

Audit Committee Charter

ODİNE SOLUTİONS TEKNOLOJİ TİCARET VE SANAYİ ANONİM ŞİRKETİ
AUDIT COMMITTEE CHARTER

PURPOSE AND SCOPE

Article 1 – The purpose of this regulation is to set out the duties and operating principles of the Audit Committee to be established by the Board of Directors of **Odine Solutions Teknoloji Ticaret ve Sanayi A.Ş. ("the Company")**.

The Audit Committee is responsible for: the quality and accuracy of the Company's financial statements and related disclosures; the implementation and effectiveness of the Company's accounting system; the qualifications and independence of the independent auditors; the selection of the independent audit firm; the approval and review of the contract between the independent auditor and the Company; and for assisting the Board of Directors in its oversight of the operation and effectiveness of the Company's independent audit system and the effectiveness of its internal audit.

LEGAL BASIS

Article 2 – This document has been drawn up in accordance with the Turkish Commercial Code, the Capital Markets Law, the Company's Articles of Association, the secondary regulations of the Capital Markets Board, and the regulations, provisions and principles set out in the "Corporate Governance Principles" within this scope.

COMPOSITION AND STRUCTURE

Article 3 – The Audit Committee consists of at least two members selected by the Board of Directors from among the independent members of the Board.

Article 4 – The Committee is appointed by the Board of Directors for a term limited to the duration of the Board members' tenure. The members of the Company's Board of Directors appoint the members of the Committee at the first Board meeting following the General Meeting at which they were elected, to serve until the next Board election.

The Board of Directors may replace members of the Committee; in the event of dismissal, resignation or death, it shall appoint a new member to complete the remaining term of office, and the number of members may be reduced or increased.

Article 5 – The Chair of the Audit Committee is appointed by the Board of Directors. In selecting the Chair of the Committee, care is taken to ensure that the individual has previously held a similar position, possesses the necessary expertise to analyse financial statements, is well-versed in accounting standards, and is of high calibre. At least one member of the Audit Committee must have at least five years' experience in auditing, accounting and finance.

WORKING PRINCIPLES

Article 6 – The Audit Committee shall meet four times a year, at least once every three months. Committee meetings may be held either in person or via technological means of communication. Care shall be taken to ensure that the timing of Committee meetings is, as far as possible, aligned with that of Board of Directors meetings.

The Committee Chair may convene an extraordinary meeting of the Committee at the request of a Committee member, the independent auditor, the General Manager or one of the Deputy General Managers, or whenever necessary.

Article 7 – Decisions taken at Committee meetings shall be recorded in writing. Decisions signed by Committee members shall be kept in an orderly manner. The Committee shall submit to the Board of Directors the findings and recommendations it has reached within the scope of its duties and responsibilities.

The secretarial duties of the Committee shall be carried out by the unit providing secretarial services to the Board of Directors.

Article 8 – The Board of Directors shall provide all necessary resources and support to enable the Audit Committee to fulfil its duties.

The Committee may invite any manager it deems necessary to its meetings and seek their views. Furthermore, it may seek the opinions of independent experts on matters it deems necessary in relation to its activities. The cost of any consultancy services required by the Committee shall be borne by the company.

The Committee meets with the participation of all members and takes decisions by a majority of the members present; any dissenting views, if any, are recorded. The Committee's decisions are of an advisory nature to the Board of Directors.

DUTIES AND RESPONSIBILITIES

Article 9 – The duties and responsibilities of the Audit Committee are set out below.

- The Audit Committee oversees the company's accounting system, the public disclosure of its financial information, the independent audit, and the operation and effectiveness of the internal control system. The selection of the independent audit firm, the preparation of independent audit contracts to initiate the independent audit process, and the work of the independent audit firm at every stage are carried out under the supervision of the Audit Committee.
- The independent audit firm to be engaged by the company and the services to be provided by such firms are determined by the Audit Committee and submitted to the Board of Directors for approval.
- The independent audit firm shall report in writing to the Audit Committee on significant matters relating to the Company's accounting policies and practices; alternative applications and disclosure options within the framework of the Board's accounting standards and accounting principles, which it has previously communicated to the Company's management; the likely consequences of these; its implementation recommendations; and significant correspondence with the Company's management.
- The methods and criteria to be applied regarding the investigation and resolution of complaints received by the Company concerning its accounting and internal control systems and independent audit, as well as the assessment of reports from Company employees on accounting and independent audit matters in accordance with the principle of confidentiality, shall be determined by the Audit Committee.
- The Audit Committee shall submit to the Board of Directors, in writing, its assessments regarding the annual and interim financial statements to be disclosed to the public, including their compliance with the Company's accounting principles, their fairness and accuracy, together with the views of the Company's responsible managers and independent auditors, alongside its own assessments.
- The Audit Committee takes the necessary measures to ensure that internal audit activities are carried out in an effective, adequate and transparent manner. To this end, it reviews internal audit work and makes recommendations to the Board of Directors regarding any necessary actions.
- The Audit Committee reviews and assesses the internal audit report and submits it to the Board of Directors for its consideration. Any matters that restrict or hinder the work of the internal auditors are brought to the attention of the Board of Directors by the Committee, and recommendations are made to address such matters.

OTHER MATTERS

Article 10 – The Committee acts within the scope of its own authority and responsibilities and makes recommendations to decision-making bodies where it deems necessary; however, the final decision and responsibility always rest with the Board of Directors, and this does not relieve the Board of Directors of its duties and responsibilities arising from the Turkish Commercial Code.

EFFECTIVE DATE AND AMENDMENTS

Article 11 – These regulations concerning the duties and operating principles of the Audit Committee, and any amendments thereto, shall enter into force by resolution of the Board of Directors.

<u>This Audit Committee Charter has been prepared in both Turkish and English. In case of any discrepancy or inconsistency between the Turkish and English versions, the Turkish version shall prevail. The English translation has been provided solely for the convenience of international stakeholders and does not have legal binding.</u>