**ODİNE SOLUTIONS TEKNOLOJİ TİCARET VE SANAYİ ANONİM ŞİRKETİ**

# INFORMATION DOCUMENT FOR THE ANNUAL GENERAL MEETING

## I – NOTICE OF INVITATION TO THE ORDINARY GENERAL MEETING TO BE HELD ON 14 AUGUST 2024

**Istanbul Trade Registry Directorate – Trade Registry No:** 431179-378761

Our Company's Ordinary General Meeting for the 2023 financial year will be held on Wednesday, 14 August 2024, at 10.00 am, at the address "Hilton Istanbul Maslak – Büyükdere Caddesi No. 233, Maslak, Sarıyer / ISTANBUL", to discuss and resolve the matters set out in the agenda below.

Our Company's shareholders may attend the Ordinary General Meeting in person or electronically, either personally or through their representatives. Participation in the meeting via electronic means is possible using the secure electronic signatures of shareholders or their representatives. Therefore, shareholders or representatives intending to carry out transactions via the electronic general meeting system ("EGKS") must hold a secure electronic signature and be registered with the Central Securities Depository Inc. ("MKK") via the "e-Yatırımcı: Investor Information Centre".

Furthermore, shareholders or their representatives wishing to participate in the meeting electronically must comply with the "Regulation on General Meetings to be Held Electronically in Joint-Stock Companies", published in the Official Gazette dated 28 August 2012 and numbered 28395, and the "Communiqué on the Electronic General Meeting System to be Applied in General Meetings of Joint-Stock Companies", published in the Official Gazette No. 28396 dated 29 August 2012.

Shareholders who are unable to attend the meeting in person, either physically or electronically, must fulfil the requirements set out in the Capital Markets Board's *Circular* No. II-30.1, *"Circular on Voting by Proxy and the Collection of Proxies by Notice*, either by having the signature notarised or by attaching a declaration of signature drawn up in the presence of a notary to the signed proxy form, in accordance with the example provided below. A sample proxy form is also available at the Company's Head Office and on the corporate website at www.odine.com. Shareholders wishing to attend the General Meeting in person may exercise their rights in respect of the shares registered in their name on the *"Shareholders'* List" within the Central Securities Depository (MKK) system by presenting valid identification. Powers of attorney that do not comply with the requirements set out in the aforementioned Circular and do not conform to the sample power of attorney provided in the annex will not be accepted.

Shareholders participating in the General Meeting electronically via the Electronic General Meeting System may obtain information regarding the procedures and principles for participation, appointment of representatives, submission of proposals, expression of views and voting from the Central Securities Depository's website at https://www.mkk.com.tr.

Our Company's Consolidated Financial Statements for the year 2023, the Board of Directors' Activity Report, the Independent Audit Report, the Board of Directors' Profit Distribution Proposal and the General Meeting Information Document for the year 2023 will be made available for shareholders' inspection at the Company's head office, on the Company's corporate website at www.odine.com and via the Central Securities Depository's Electronic General Meeting System, within the statutory timeframe, at least three weeks prior to the General Meeting.

In accordance with the Capital Markets Law, no separate notification by registered post will be sent to shareholders regarding registered shares traded on the stock exchange.

This is brought to the attention of the shareholders.

Yours faithfully,

**CHAIRMAN OF THE BOARD OF DIRECTORS, ODİNE SOLUTIONS TEKNOLOJİ TİCARET VE SANAYİ A.Ş.**

**AGENDA FOR THE 2023 ANNUAL GENERAL MEETING**

**1.** Opening of the meeting and appointment of the Chair,

**2.** Authorisation of the Chair to sign the Minutes of the General Meeting,

**3.** Reading and discussion of the Board of Directors' Activity Report for the 2023 financial year,

**4.** Reading of the Independent Audit Firm's Report for the 2023 financial year,

**5.** Reading, discussion and approval of the consolidated financial statements for the 2023 financial year,

**6.** Discussion and resolution on the discharge of the Board of Directors members in respect of their activities and transactions for the 2023 financial year,

**7.** To discuss and resolve on the Board of Directors' proposal regarding the distribution of profits for the 2023 financial year,

**8.** Discussion and resolution regarding the election of Board of Directors members and the determination of their terms of office,

**9.** To discuss and resolve the remuneration of Board of Directors members for the financial year 1 January 2024 – 31 December 2024,

**10.** To discuss and resolve the Board of Directors' proposal regarding the selection of an independent external audit firm to audit the accounts and transactions for the year 2024, in accordance with the Turkish Commercial Code and the Capital Markets Law,

**11.** To discuss and resolve the granting of the necessary authorisations to the Chairman and Members of the Board of Directors in accordance with Articles 395 and 396 of the Turkish Commercial Code,

**12.** To inform shareholders regarding donations made during the 2023 financial year and to discuss and resolve the donation limit for the financial year 01.01.2024–31.12.2024,

**13.** To discuss and resolve the Company's Dividend Distribution Policy in accordance with the Turkish Commercial Code, the Capital Markets Law, other relevant secondary regulations of the Capital Markets Board, and the provisions of the Company's Articles of Association,

**14.** To discuss and adopt the Company's Donation Policy in accordance with the Turkish Commercial Code, the Capital Markets Law, other relevant secondary regulations of the Capital Markets Board, and the provisions of the Company's Articles of Association,

**15.** To discuss and adopt the amendment to the Internal Regulations on the Procedures and Principles of the Company's General Meeting,

**16.** To inform shareholders regarding the Company's Remuneration Policy in accordance with the Turkish Commercial Code, the Capital Markets Law, other relevant secondary regulations of the Capital Markets Board, and the provisions of the Company's Articles of Association,

**17.** Providing information on transactions carried out by the Company with related parties in 2023,

**18.** Providing shareholders with information regarding guarantees, pledges, mortgages and sureties granted by the Company in favour of third parties in 2023, and any income or benefits derived therefrom, in accordance with the regulations of the Capital Markets Board,

**19.** Closing.

## 2. ADDITIONAL DISCLOSURES UNDER CMB REGULATIONS

The additional disclosures required under the Capital Markets Board's 'Corporate Governance Communiqué' No. II-17.1 that relate to agenda items have been provided below under the relevant agenda item, whilst other mandatory general disclosures are set out in this section for your information:

**a. *Information regarding the total number of shares and voting rights reflecting the company's shareholding structure as at the date of this announcement; where there are preference shares in the company's share capital, the number of shares and voting rights representing each class of preference shares, and the nature of the preferences.***

The Company's shares were offered to the public in 2024 through a secondary offering and a capital increase, and as at 21 March 2024, they are traded on the BIST Star.

The Company's authorised capital ceiling is 442,000,000 (four hundred and forty-two million Turkish Lira) TL. Its issued capital is 88,400,000 (eighty-eight million four hundred thousand) TL, comprising 18,564,000 (eighteen million five hundred and sixty-four thousand) Group (A) registered shares and 69,836,000 (sixty-nine million eight hundred and thirty-six thousand) Group (B) registered shares.

***As at 23 July 2024, the date on which this Information Document was published, the total number of shares and voting rights reflecting our Company's shareholding structure are as follows:***

| Shareholder's Name/Title | Share in the Share Capital (TL) | Share of Capital (%) | Voting Rights Ratio (%) |
|---|---|---|---|
| Alper Tunğa Sağu BURAK | 39,780,000 | 36 | 54.41 |
| Fırat Kerim ERSOY | 5,124,129 | 4.63 | 10.08 |
| Cengiz AVCI | 11,657,748 | 10.55 | 6.31 |
| Doğu Kaan BİLYAY | 8,023,451 | 7.26 | 4.34 |
| Deniz Han BİLYAY | 8,023,451 | 7.26 | 4.34 |
| Hidayet Didem Zapsu Bilyay | 5,348,969 | 4.84 | 2.90 |
| OTHER | 32,542,252 | 29.46 | 17.62 |
| **TOTAL** | 110,500,000 | 100 | 100 |

Group A registered shares are preference shares. Group B registered shares carry no preferential rights.

In accordance with the provisions of Article 10 of the Articles of Association, entitled 'General Meeting'; Group (A) shareholders are entitled to 5 (five) votes for each share they hold, whilst Group (B) shareholders are entitled to 1 (one) vote for each share they hold.

Pursuant to Article 8 of the Company's Articles of Association, entitled "Board of Directors and Term of Office", in the election of members to the Board of Directors, which consists of 6 (six) members, 3 (three) members of the Board of Directors are elected by the General Meeting from among Group A shareholders or candidates nominated by Group A shareholders.

In accordance with Article 8 of the Articles of Association, entitled "Board of Directors and Term of Office", the Chairman and Deputy Chairmen of the Board of Directors shall be elected from amongst the members of the Board of Directors who were elected at the General Meeting from among the candidates nominated by Group (A) shareholders.

With regard to the quorum for Board of Directors meetings and decisions, a Board of Directors resolution adopted by a majority of the Board members is required for the transactions listed below, provided that members elected from among the candidates nominated by Group (A) Shareholders are present and that at least two-thirds of these members vote in favour:

(a) A resolution regarding the exercise of the Board of Directors' powers, including the distribution of powers of representation and binding authority amongst Board members, the issuance of a signature circular and internal regulations;

(b) Submission of proposals to the General Meeting regarding the Company's involvement in merger and division transactions, changes to the scope of business, the issue of preference shares, the imposition of additional or secondary obligations on Shareholders to cover balance sheet losses, restrictions on the transfer of shares, and rights relating to dissolution and liquidation,

(c) The opening of new branches and business premises in Turkey or abroad,

(d) The transfer of ownership of computer programmes constituting works for which the Company holds intellectual property rights,

(d) The appointment of a Managing Director, the reappointment or removal of the current Managing Director, the approval, amendment or termination of contracts between the Company and the Managing Director, and the appointment, dismissal and remuneration of senior management personnel reporting directly to the Managing Director within the organisational structure,

(e) The provision of mortgages and security exceeding 1 per cent of the Company's total assets as shown in the latest annual financial statements in respect of the Company's debts; the pledging of shares, their use as security, or the imposition of any other encumbrance on such shares;

(f) The filing or approval of applications for insolvency or restructuring; the dissolution of the Company for any reason, a decision to wind up the Company, a request for a moratorium on insolvency proceedings, the declaration of a composition with creditors, or a decision to sell the Company's entire assets ("Winding Up"); or the approval of the cessation of business or operations,

(g) The submission of any proposals for amendments to the Articles of Association to the General Meeting,

(h) The submission of a proposal to the General Meeting regarding the distribution of dividends,

(i) Entering into contracts, making investment decisions, borrowing or lending assets, services or cash, making binding commitments, or making any amendments to such contracts in an amount exceeding 1 per cent of the Company's total assets as shown in the latest annual financial statements,

(i) Proposing to the General Meeting the issue of capital market instruments and the wholesale sale of Company assets exceeding 1 per cent of the Company's total assets as shown in the latest annual financial statements,

Decisions taken in contravention of the circumstances described above shall not constitute a resolution of the Board of Directors and shall under no circumstances give rise to the consequences attached to a Board of Directors' resolution.

Apart from the circumstances described above, the provisions of the Turkish Commercial Code and capital markets legislation shall apply to the quorums for meetings and decisions at Board of Directors' meetings.

***b) Information regarding management and operational changes that will significantly affect the business activities of our Company and our subsidiaries:***

There have been no changes in management or operations during the past financial period, nor are any planned for future financial periods, that would significantly affect the business activities of our Company and its subsidiaries.

Furthermore, special situation announcements made by our Company in accordance with the relevant legislation can be accessed via the website www.odine.com and the email address www.kap.org.tr.

***c) Information Regarding Shareholders' Requests to Add Items to the Agenda:***

No written requests have been submitted to our Company's Investor Relations Department by shareholders regarding the inclusion of items on the agenda.

***(c) If the agenda of the general meeting includes the dismissal, replacement or election of members of the board of directors; the grounds for dismissal and replacement; the CVs of the individuals whose candidacy for Board membership has been submitted to the Company; the positions they have held over the last ten years and the reasons for their departure; the nature and significance of their relationship with the Company and its related parties; whether they possess the requisite independence; and, should these individuals be elected as Board members, information regarding similar matters that could affect the Company's operations:***

*"Companies applying to the Board for the initial public offering of their shares and/or for their shares to commence trading on the stock exchange shall be subject to the obligations of companies in the third group until the list specified in the second paragraph is published; must ensure compliance with* the *relevant requirements as of the date of the first general meeting held following the commencement of trading of their shares on the stock exchange."* In accordance with this provision, the company will ensure compliance with the mandatory principles as of the date of this first General Meeting following the public offering of its shares, and the election of board members, including independent board members, will take place.

**d) Should an amendment to the Articles of Association be on the agenda, the old and new versions of the amendments, together with the relevant board resolution, shall be provided.**

None.

**II- 14 August 2024 DATED ORDINARY GENERAL MEETING MEETING OUR EXPLANATIONS REGARDING THE AGENDA ITEMS**

1. **Opening and election of the Chair of the Meeting,**

   In accordance with the provisions of the "Turkish Commercial Code No. 6102" **(TCC)** and the "Regulation on the Procedures and Principles of General Meetings of Joint-Stock Companies and the Ministry Representatives to Be Present at Such Meetings" ("Regulation"), the Chairman of the Board of Directors shall preside over the General Meeting; in his absence, the Deputy Chairman of the Board of Directors shall preside; and in the event that neither is present, the Chair of the Meeting shall be determined by a vote.

2. **Authorisation of the Chair of the Meeting to sign the minutes of the meeting.**

   In accordance with the provisions of the "Turkish Commercial Code No. 6102" **(TCC)** and the "Regulation on the Procedures and Principles of General Meetings of Joint-Stock Companies and the Ministry Representatives to Be Present at Such Meetings" **(the Regulation)**, a vote will be taken on the matter of the General Meeting authorising the Chair of the General Meeting to record the decisions taken at the General Meeting in the minutes.

3. **Reading and discussion of the Board of Directors' Activity Report for the 2023 financial year,**

   In accordance with the provisions of the Turkish Commercial Code, the Regulation and the Capital Markets Law, the Board of Directors' Activity Report for the 2023 financial year – which was made available for our shareholders' review three weeks prior to the General Meeting at the Company's head office, on the Company's website at www.odine.com, on the Public Disclosure Platform and via the Central Registry Agency's E-General Meeting System – will be read out at the Annual General Meeting and submitted to our shareholders for their consideration.

4. **The reading of the Summary of the Independent Auditor's Report for the 2023 financial year,**

   in accordance with the provisions of the Turkish Commercial Code, the relevant Regulations and the Capital Markets Law, will be made available for our shareholders' review three weeks prior to the General Meeting at the Company's head office, on the Company's website at www.odine.com, on the Public Disclosure Platform and via the Central Registry Agency's E-General Meeting System, and will be read out at the Ordinary General Meeting.

5. **The reading, discussion and approval of the consolidated financial statements for the 2023 financial year,**

in accordance with the provisions of the Turkish Commercial Code, the relevant Regulations and the Capital Markets Law, three weeks prior to the General Meeting, at the Company's head office, on the Company's website at www.odine.com, on the Public Disclosure Platform and via the Central Securities Depository's E-General Meeting System, and will be read out at the Ordinary General Meeting for our shareholders' consideration and approval.

6- **The discharge of the members of the Board of Directors in respect of their activities and transactions for the 2023 financial year,**

In accordance with the provisions of the Turkish Commercial Code and the relevant Regulations currently in force, the discharge of the members of the Board of Directors in respect of the activities, transactions and accounts for the 2023 financial year will be submitted to the General Meeting for approval.

7- **Consideration and resolution of the Board of Directors' proposal regarding the distribution of profits for the 2023 financial year,**

The Board of Directors' proposal regarding the distribution of profits for the 2023 financial year will be discussed; the Board of Directors' resolution dated 22 July 2024 and numbered 2024/19 will be read out at the Annual General Meeting and submitted to the shareholders for their consideration and approval. The Board of Directors' proposal regarding the distribution of profits for the 2023 financial year and the proposed Profit Distribution Table are set out **in Annex 2**.

8- **Discussion and resolution regarding the election of Board members and the duration of their terms of office**

Elections for Board of Directors members, including independent members, will be held.

9- **Discussion and resolution regarding the remuneration of Board of Directors members for the financial year 1 January 2024 – 31 December 2024**

The remuneration to be paid to Board members for 2024 will be determined in accordance with the provisions of the Turkish Commercial Code, the Company's Articles of Association and the Remuneration Policy.

10- **In accordance with the Turkish Commercial Code and the Capital Markets Law, the Board of Directors' proposal regarding the selection of an independent external audit firm to audit the accounts and transactions for the year 2024 will be discussed and resolved,**

To have the Company's financial reports for the year 2024 audited in accordance with the principles set out in the Turkish Commercial Code No. 6102 and the Capital Markets Law No. 6362, and to carry out other activities falling within the scope of the relevant provisions of these laws, BDO Denet Independent Audit and Consultancy Inc.as the independent audit firm, and to submit this matter to the shareholders for approval at our Company's 2023 Annual General Meeting, based on the proposal of the Audit Committee, the Board of Directors' resolution dated 26 June 2024 and numbered 2024/12 will be submitted to the shareholders for approval.

11. **Granting authorisation to members of the Board of Directors to carry out the transactions specified in Articles 395 and 396 of the Turkish Commercial Code,**

Board members may only carry out transactions within the framework of Article 395 of the Turkish Commercial Code, entitled 'Prohibition on Transactions with the Company and Borrowing from the Company', and Article 396, entitled 'Prohibition on Competition', with the approval of the General Meeting. In order to comply with these provisions, the matter of granting the aforementioned authorisations will be submitted to our shareholders for approval at the Annual General Meeting.

12. **Providing information to the General Meeting regarding donations and aid made in 2023; discussing and resolving the Board of Directors' proposal regarding the upper limit for donations to be made during the financial year 01.01.2024 – 31.12.2024,**

Under this agenda item, information will be provided to the General Meeting regarding donations made during 2023 in accordance with the regulations of the Capital Markets Board. Furthermore, the upper limit for donations to be made during the financial year 1 January 2024 – 31 December 2024 will be discussed and decided upon.

13. **The Company's dividend distribution policy will be discussed and approved,**

The Company's Dividend Distribution Policy, approved by the Board of Directors' resolution dated 22 July 2024, will be discussed and adopted.

14. **Discussion and adoption of the Company's donations and aid policy,**

The Company's Donations and Aid Policy, adopted by the Board of Directors' resolution dated 22 July 2024, will be discussed and finalised.

15. **Discussion and adoption of the amendment to the Internal Regulations on the Procedures and Principles of the Company's General Meeting,**

As the Company now falls within the scope of the Capital Markets Act, the amendment to the Internal Regulations on the Procedures and Principles of the Company's General Meeting, in line with capital markets legislation, will be discussed and adopted.

16. **Presentation of the Company's Remuneration Policy to the shareholders,**

The Remuneration Policy, adopted by a Board of Directors' resolution dated 22 July 2024, will be made available to shareholders.

17. **Information regarding transactions with related parties carried out by the Company in 2023,**

Under this article, information regarding transactions with related parties carried out during 2023 will be provided to the General Meeting in accordance with the regulations of the Capital Markets Board.

18. **In accordance with the regulations of the Capital Markets Board, information will be provided to shareholders regarding guarantees, pledges, mortgages and sureties granted by the Company in favour of third parties during 2023, as well as any income or benefits derived therefrom,**

In accordance with Article 12 of the Capital Markets Board's Corporate Governance Communiqué No. II-17.1, information will be provided to shareholders regarding guarantees, pledges, mortgages and sureties provided by the Company in favour of third parties, as well as any income or benefits derived therefrom.

19. **Closing**

**Appendices;**

**ANNEX -1** The 2023 Financial Statements, the Board of Directors' Activity Report and the Independent Audit Report can be accessed via the following link: www.odine.com

**ANNEX -2** Board of Directors' resolution regarding the 2023 profit distribution and the attached profit distribution schedule

**ANNEX -3** Board of Directors' Resolution on the Selection of the Independent Audit Firm for the Audit of the 2024 Financial Year's Activities and Transactions
**ANNEX -4** Board of Directors' Resolution on the Donation Limit for the 2024 Financial Year
**ANNEX -5** Company Profit Distribution Policy
**ANNEX -6** Company Donations and Aid Policy
**ANNEX -7** Company Remuneration Policy
**ANNEX -8** Amendment to the Internal Guidelines on the Rules and Procedures of the Company's General Meeting
**ANNEX -9** Sample Power of Attorney

**ANNEX 2**

**Proposal by the Board of Directors Regarding the Distribution of the 2023 Profit and Proposed Profit Distribution Table**

The Board of Directors of our Company convened on 22 July 2024 with the participation of the board members whose names and signatures appear below.

Regarding the 2023 financial year covering the period from 1 January 2023 to 31 December 2023, the Board of Directors' resolution dated 22 July 2024 and numbered 2024/19 states that the operating profit for the 2023 financial year shall not be distributed. "Our Company, In the 2023 financial year, in accordance with the Capital Markets Board's Communiqué No. II.14.1 on 'Principles Regarding Financial Reporting in the Capital Markets', in accordance with Turkish Accounting Standards/Turkish Financial Reporting Standards ("TMS/TFRS") and the formats specified by the CMB, and which have been audited by BDO Denet Independent Audit and Consultancy Inc., recorded a net profit for the period of 250,387.742 TL net profit for the period; however, according to the financial statements prepared in accordance with the relevant provisions of the Turkish Commercial Code No. 6102 and the Tax Procedure Code No. 213, the Company recorded a net profit of 492,801,443 TL before inflation adjustment.

Following an assessment carried out by our Company; taking into account the current economic climate, the Company's long-term strategies, cash flow, financing and investment policies, and the long-term interests of our shareholders and the Company, it was decided to retain the distributable profit for the 2023 financial year, set aside the statutory reserve, and transfer the remaining amount to the retained earnings account, with the aim of strengthening the financial structure.

A resolution was passed unanimously by those present at the meeting.

Appendix: Profit distribution table for 2023

BOARD OF DIRECTORS
Alper Tunğa Sağu BURAK
Fırat Kerim ERSOY
Ali YÖNEY
Tarkan ALAGÖZ
Özgür ÖZEVİN
Geylan Abdülaziz ZAPSU

| ODİNE SOLUTİONS TEKNOLOJİ TİCARET VE SANAYİ A.Ş 2023 PROFIT DISTRIBUTION TABLE (TL) | | | |
|---|---|---|---|
| **1** | **Paid-up/Issued Share Capital** | | **88,400,000.00** |
| **2** | **General Statutory Reserve (According to Statutory Records)** | | **526,000.00** |
| **If there are any preferential rights regarding profit distribution under the Articles of Association, information regarding such preferential rights** | | | **None** |
| | | **According to the Capital Markets Board (SPK)** | **According to Statutory Records (SR)** |
| **3** | **Profit for the Period** | **254,420,395** | **524,443,487** |
| **4** | **Taxes ( - )** | **4,032,653** | **31,642,044** |
| **5** | **Net Profit for the Period** | **250,387,742** | **492,801,443** |
| **6** | **Losses from Previous Years ( - )** | | |
| **7** | **General Statutory Reserve ( - )** | **17,154,000** | **17,154,000** |
| **8** | **Net Profit for the Period Available for Distribution** | **233,233,742** | **475,647,443** |
| **9** | Donations Made During the Year (+) | **2,035,000** | |
| **10** | **Net Distributable Profit for the Period, Including Donations** | **235,268,742** | |
| **11** | **First Dividend to Shareholders** | | |
| | - Cash | | |
| | - Bonus shares | | |
| | - Total | | |
| **12** | Dividends Distributed to Preference Shareholders | | |
| **13** | **Other Dividends Distributed** | | |
| | - To Members of the Board of Directors | | |
| | - To employees | | |
| | - To Persons Other Than Shareholders | | |
| **14** | Dividends Distributed to Beneficiary Certificate Holders | | |
| **15** | Second Profit Distribution to Partners | | |
| **16** | General Statutory Reserve | | |
| **17** | Statutory Reserves | | |
| **18** | Special Reserves | | |
| **19** | **Extraordinary Reserves** | **235,268,742** | **475,647,443** |
| **20** | **Other Resources Intended for Distribution** | | |
| | - Retained earnings from previous years | | |
| | - Extraordinary Reserves | | |
| | - Other Reserves Distributable in accordance with the Law and the Articles of Association | | |

| DIVIDEND RATES TABLE | | | | | |
|---|---|---|---|---|---|
| | TOTAL DIVIDENDS DISTRIBUTED | | TOTAL DISTRIBUTED DIVIDEND / NET DISTRIBUTABLE PROFIT FOR THE PERIOD | DIVIDEND PER SHARE WITH A NOMINAL VALUE OF 1 TL | |
| | CASH (TL) | BONUS (TL) | RATIO (%) | AMOUNT (TL) | RATIO (%) |
| **Gross** | **0.00** | **0.00** | **0.00** | **0.00** | **0.00** |
| | | | | | |
| **Net** | **0.00** | **0.00** | **0.00** | **0.00** | **0.00** |
| | | | | | |

**ANNEX 3**

**Board of Directors' Resolution on the Selection of an Independent Audit Firm for the Audit of the 2024 Financial Year's Activities and Transactions**

At the Board of Directors' meeting No. 2024/12 held on 26 June 2024, in order to have our Company's financial statements for the 2024 financial year audited in accordance with the principles set out in the Turkish Commercial Code No. 6102, the Capital Markets Law No. 6362 and relevant legislation, and to carry out other activities falling within the scope of the relevant provisions of these laws, Maslak Mah. Park Plaza, Eski Büyükdere Cad. No. 14, Floor 4, 34398 Sarıyer, Istanbul, registered with the Istanbul Trade Registry under Trade Registry Number 254683, as the independent audit firm, and that this matter be submitted for the approval of our shareholders at the Company's 2023 Annual General Meeting.

BOARD OF DIRECTORS
Alper Tunğa Sağu BURAK
Fırat Kerim ERSOY
Ali YÖNEY
Tarkan ALAGÖZ
Özgür ÖZEVİN
Geylan Abdülaziz ZAPSU

**ANNEX 4**

**Board of Directors' Resolution Regarding the 2024 Donation Limit**

The Board of Directors of our Company met on 22 July 2024 with the participation of the board members whose names and signatures appear below.

In accordance with capital markets legislation and the Company's Articles of Association, the Board resolved to set the Company's donation ceiling for the financial year 1 January 2024 – 31 December 2024 at 3,000,000.00 (Three Million Turkish Lira), and that this matter be submitted to the shareholders for approval at our Company's 2023 Annual General Meeting,

by a unanimous vote of those present at the meeting.

BOARD OF DIRECTORS
Alper Tunğa Sağu BURAK
Fırat Kerim ERSOY
Ali YÖNEY
Tarkan ALAGÖZ
Özgür ÖZEVİN
Geylan Abdülaziz ZAPSU

**Board of Directors' Resolution on the Adoption of the Dividend Distribution Policy, Donation Policy and Remuneration Policy**

The Board of Directors of our Company met on 22 July 2024 with the participation of the board members whose names and signatures appear below.

- In accordance with the Turkish Commercial Code, the Capital Markets Law, the relevant secondary regulations of the Capital Markets Board and the provisions of our Company's Articles of Association; the Board of Directors hereby approves the Company's *"Profit Distribution* Policy" and *"Donation* Policy" as set out in the annex, subject to the approval of the shareholders at the next general meeting, and,

- In accordance with the provisions of the Capital Markets Board's Corporate Governance Communiqué and the attached Corporate Governance Principles; the *"Remuneration* Policy" for members of our Company's Board of Directors and executives with managerial responsibility is hereby approved as set out in the annex, to be published on our Company's corporate website and brought to the attention of shareholders at the next General Meeting,

- The Management is authorised to carry out all necessary actions and procedures, including the publication of the aforementioned decisions on the Company's website,

This resolution was adopted unanimously by those present at the meeting.

**Appendix:** Dividend Distribution Policy, Donation Policy and Remuneration

Policy

BOARD OF DIRECTORS
Alper Tunğa Sağu BURAK
Fırat Kerim ERSOY
Ali YÖNEY
Tarkan ALAGÖZ
Özgür ÖZEVİN
Geylan Abdülaziz ZAPSU

**ANNEX 5**

## Dividend Distribution Policy

Our company, **Odine Solutions Teknoloji Ticaret ve Sanayi A.Ş. (**“the **Company”)**, determines its “Profit Distribution Policy” in accordance with the provisions of the Turkish Commercial Code, capital markets legislation, tax legislation and other relevant legal regulations, as well as the provisions of the Company’s Articles of Association, based on a proposal by the Board of Directors and a resolution adopted by the General Meeting.

The Company’s Articles of Association do not grant any preferential rights regarding the entitlement to receive dividends. In the distribution of profits, a balanced and consistent policy is followed in accordance with the Principles of Corporate Governance, taking into account the interests of both shareholders and the Company.

In principle, taking into account the financial statements prepared in accordance with capital markets legislation, the portion of the calculated ‘net distributable profit for the period’ corresponding to at least 5 per cent of the issued share capital may be subject to profit distribution. Should the company wish to distribute profits at a rate exceeding 5 per cent of the issued share capital from this calculated “net distributable profit for the period”, the company’s financial position, other funding requirements relating to planned investments, the conditions prevailing in the sector, economic conditions, profitability and cash position shall be taken into account when determining the profit distribution ratio. If no “net distributable profit for the period” arises according to statutory accounting records, or if the calculated “net distributable profit for the period” is less than 5 per cent of the issued share capital, no profit distribution may be made.

A separate resolution regarding the dividend is adopted by the Board of Directors for each financial year; this dividend proposal is disclosed to the public in accordance with the relevant legislation and published on the company’s website. The General Meeting may approve or reject the proposal. In cases where a dividend distribution cannot be made, the Board of Directors shall provide the shareholders at the General Meeting with information on why the profit could not be distributed and how the undistributed profit will be utilised.

Dividends are distributed equally amongst all shares outstanding as at the date of distribution, without regard to the dates of issue or acquisition of such shares.

The distribution of dividends shall commence on a date to be determined by the Board of Directors, subject to authorisation by the General Meeting, provided that such distribution takes place no later than the end of the year in which the General Meeting is held.

The Company may consider distributing an interim dividend or paying the dividend in equal or varying instalments, in accordance with the provisions of the applicable legislation.

The Board of Directors is responsible for the implementation, development and monitoring of this Dividend Distribution Policy.

This Dividend Distribution Policy was adopted by Board of Directors’ Resolution No. 2024/14 dated 22 July 2024 and shall enter into force upon being discussed and approved at a General Meeting; it shall also be disclosed to the public via the Company’s corporate website.

Any amendments to the Profit Distribution Policy, together with the Board of Directors’ resolution and the reasons for the amendment, shall be disclosed to the public in accordance with capital markets legislation.

**ANNEX 6**

## Donation and Aid Policy

Our Company, **Odine Solutions Teknoloji Ticaret ve Sanayi A.Ş.** has established its "Donation Policy" in accordance with the provisions of the Turkish Commercial Code, capital markets legislation, tax legislation and other relevant legal regulations, as well as the provisions of the Company's Articles of Association, based on a proposal by the Board of Directors and a resolution adopted by the General Meeting.

The Articles of Association contain provisions governing the making of donations by the Company. The Company may make donations and provide aid in accordance with its corporate social responsibility principles, acting in line with its corporate values and within ethical guidelines, subject to capital markets legislation and the provisions of the Articles of Association.

Provided that this does not constitute a breach of the Capital Markets Act's regulations on disguised profit transfers, that the necessary special situation disclosures are made, and that donations made during the year are presented to the shareholders at the General Meeting, the Company may, by resolution of the Board of Directors within the limits determined by the General Meeting, make donations and provide assistance—giving priority to associations operating in the public interest—to social, cultural, humanitarian, sports and educational purposes, within the limits determined by the General Meeting and by a resolution of the Board of Directors.

Joint authority has been granted to the Managing Director/CEO and the Deputy Managing Director responsible for Finance/CFO for donations up to 0.2 per cent (two per thousand) of the previous year's revenue. Any donations or aid exceeding this amount may be made by a Board of Directors' resolution. The upper limit for donations to be made by the Board of Directors shall be determined by the General Meeting.

The principle is that distributable profit arising from the Company's operations should be maximised to safeguard shareholders' rights; donations and aid that deviate from this principle are to be avoided. Donations exceeding the upper limit set by the General Meeting may not be made, and donations made within a financial year are added to the net distributable profit base for that financial year. The Capital Markets Board has the authority to impose an upper limit on the amount of donations to be made.

Donations and contributions may be made in cash and/or in kind.

The Board of Directors is responsible for the implementation, development and monitoring of this Donation Policy.

This Donation Policy was adopted by Board of Directors' Resolution No. 2024/14 dated 22 July 2024; it shall enter into force upon being discussed and approved at a general meeting, and shall also be disclosed to the public on the Company's corporate website.

Any amendments to the Donation Policy shall be subject to the approval of the Board of Directors; shareholders shall be informed at the General Meeting for the relevant financial year, and such amendments shall also be disclosed to the public on the Company's website.

**ANNEX 7**

**Remuneration Policy**

Our Company, **Odine Solutions Teknoloji Ticaret ve Sanayi A.Ş. ("the Company"), has adopted** the "Remuneration Policy"; is determined in accordance with the provisions of the Turkish Commercial Code, capital markets legislation, tax legislation and other relevant legal regulations, as well as the provisions of the Company's Articles of Association, based on the recommendation of the Corporate Governance Committee and the decision of the Board of Directors, and is communicated to shareholders at the general meeting as a separate agenda item.

In determining the remuneration of members of the Company's Board of Directors and executives with managerial responsibility, the sector in which the Company operates, macroeconomic data, prevailing remuneration levels in the market, the size of the Company and its long-term objectives are taken into account.

**I) Members of the Board of Directors**

Our Company pays Board of Directors members a Board membership fee in the amount determined annually by the General Meeting.

Board members will be paid an annual fee in the amount determined by the Annual General Meeting. When determining the remuneration levels for board members, factors such as the responsibility assumed by the board member in the decision-making process, and the knowledge, skills and competencies required of them will be taken into account; furthermore, comparisons will be made with the remuneration levels of board members at similar companies in the sector.

In the remuneration of independent Board members, care is taken to ensure that the remuneration is at a level that safeguards their independence; no share options, performance-based payment plans or dividend payments are made.

In accordance with the relevant provision of the Company's Articles of Association, no loans are granted to board members, nor are they provided with credit facilities.

Expenses incurred by members of the Board of Directors in connection with their contributions to the Company (such as travel, mobile phone and line provision, vehicle provision, insurance, etc.) may be covered by the Company.

**II. Managers with Administrative Responsibilities**

Managers with administrative responsibilities within our company, namely the Chief Executive Officer (CEO) and Deputy General Managers, are paid remuneration in an amount approved by the Board of Directors upon the recommendations of the Human Resources Directorate and the Corporate Governance Committee.

Our Company is able to reward the impact of individual employees' performance in various roles on the Company's overall performance.

Employees' remuneration is assessed and reviewed once a year, taking into account the level of their role, pay surveys, market data, economic indicators, internal pay balances and the individual's performance results.

When determining remuneration and fringe benefits for managers with administrative responsibilities, the following factors are taken into account: the scale of the Company's sales activities, the breadth of its operational scope, overseas operations, the number of employees, subsidiaries and their overall weight within the Group, the characteristics of the sector in which the Company operates, competitive conditions and the remuneration levels of comparable firms, as well as the level of knowledge, skills, competence and experience required by the role, the costs incurred, the scope of responsibility and problem-solving criteria, all within the framework of the Company's operational diversity and volume, are also taken into account. In this way, a fair and market-competitive remuneration structure is ensured within the Company.

In addition to a fixed monthly salary and performance bonuses where awarded; benefits of both a material and non-material nature may be provided, such as the provision of a mobile phone and telephone line where required by the role, vehicle and travel allowances, lunch, health insurance, bonuses calculated at title-based rates, annual leave, marriage, maternity and bereavement leave, and special occasion allowances (birth, death, marriage).

All components of the remuneration are personalised and confidential, and are known only to the employee themselves, their line managers, the Company's Human Resources Directorate and the Finance Directorate. It is essential that the employee exercises the utmost care regarding confidentiality and does not share this information with third parties or other Company employees.

The total amounts paid during the year to managers and members of the Board of Directors with administrative responsibilities, as determined in accordance with the principles set out above, are disclosed to the public on a cumulative basis via the Company's annual activity report, with a distinction made between the Board of Directors and senior management.

The Board of Directors is responsible for the implementation, development and monitoring of this Remuneration Policy.

This Remuneration Policy was adopted by Board of Directors' resolution No. 2024/14 dated 22 July 2024 and will be brought to the attention of shareholders as a separate agenda item at the general meeting; it will also be disclosed to the public via the Company's corporate website. Any amendments to the Remuneration Policy shall be subject to the approval of the Board of Directors; shareholders shall be informed at the General Meetings for the relevant financial year, and such amendments shall be disclosed to the public on the Company's website.

**ANNEX 8**

The Board of Directors of our Company convened with the participation of the Board members whose names and signatures appear below.

In accordance with the amendments made to our Company's Articles of Association to ensure compliance with the Capital Markets Law and relevant legislation, the amendments to our Company's "*Internal* Regulations *on the Rules and Procedures* of the *General* Meeting", and that these be submitted to the shareholders for approval as a separate item on the agenda at the General Meeting,

was unanimously resolved by those present at the meeting.

**Appendix:** Draft Amendment to the Internal Regulations on the Rules and Procedures of the

General Meeting

BOARD OF DIRECTORS
Alper Tunğa Sağu BURAK
Fırat Kerim ERSOY
Ali YÖNEY
Tarkan ALAGÖZ
Özgür ÖZEVİN
Geylan Abdülaziz ZAPSU

**Amendment to the Internal Guidelines on the Rules and Procedures of the Company’s General Meeting**

## ODİNE SOLUTİONS TEKNOLOJİ TİCARET VE SANAYİ ANONİM ŞİRKETİ
## GENERAL MEETING
## ON THE RULES AND PROCEDURES OF THE GENERAL MEETING

### *PART ONE*
### *Purpose, Scope, Legal Basis and Definitions*

**Purpose and Scope**

**ARTICLE 1-**

(1) The purpose of this Internal Regulation is to establish the operating principles and procedures of the General Meeting of Odine Solutions Teknoloji Ticaret ve Sanayi Anonim Şirketi accordance with the Law, relevant legislation and the provisions of the Articles of Association. This Internal Regulation covers all ordinary and extraordinary general meetings of Odine Solutions Teknoloji Ticaret ve Sanayi Anonim Şirketi.

**Legal Basis**

**ARTICLE 2-**

(1) These Internal Regulations have been drawn up by the Board of Directors in accordance with the provisions of the Regulation on the Procedures and Principles Governing General Meetings of Joint-Stock Companies and on the Ministry Representatives to Be Present at Such Meetings.

**Definitions**

**ARTICLE 2-**

(1) The following terms used in these Internal Guidelines shall have the following meanings:

a) Meeting: A one-day meeting of the general meeting;

b) The Act: The Turkish Commercial Code No. 6102 dated 13 January 2011,

c) Relevant Legislation: The Capital Markets Law No. 6362 and the Capital Markets Board’s regulations concerning General Meetings

d) Board: The Capital Markets Board

e) Session: Each part of a meeting that is interrupted for reasons such as breaks, lunch breaks or similar;

f) Meeting: Ordinary and extraordinary general meetings,

g) Chair of the meeting: The body comprising the chairman of the board of directors (or, in his absence, the deputy chairman of the board of directors), the deputy chair of the meeting elected by the general meeting where necessary, the minute-taker appointed by the chair of the meeting, and, where the chair of the meeting deems it necessary, the vote-counting officer, in accordance with the first paragraph of Article 419 of the Act and the provisions of Article 10 of the Company’s Articles of Association,

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***PART TWO***

***Procedures and Principles Governing the General Meeting***

**Provisons to be Observed**

**ARTICLE 4 –**

(1) The meeting shall be conducted in accordance with the provisions of the Act, relevant legislation and the Articles of Association relating to the General Meeting.

**Entry to the meeting venue and preparations**

**ARTICLE 5 –**

(1) The following persons may enter the meeting venue: shareholders or their representatives listed on the attendance register prepared by the Board of Directors; members of the Board of Directors; the independent auditor; the representative of the Ministry; and persons to be elected or appointed as Chair of the meeting, as well as other managers and employees of the Company. The Chief Executive Officer (CEO), Deputy Chief Executive Officers and other persons deemed appropriate by the Chair of the meeting due to their relevance to the items on the agenda shall attend the meeting. In accordance with the provisions of Article 95 of the Capital Markets Law, observers sent by the Board where deemed necessary may attend without the right to vote.

(2) Upon entry to the meeting venue, individual shareholders and representatives appointed via the electronic general meeting system (EGKS) established in accordance with Article 1527 of the Act must present their identification; representatives of individual shareholders must present both their identification and their letters of authorisation; and representatives of corporate shareholders must present their letters of authorisation and, in this manner, sign the places designated for them on the attendance list. These verification procedures shall be carried out by the board of directors, by one or more members of the board of directors appointed by the board, or by a person or persons appointed by the board of directors.

(3) The Board of Directors shall be responsible for ensuring that the meeting venue is prepared to accommodate all shareholders and that the stationery, documents, equipment and supplies required during the meeting are made available at the venue.

**Opening of the Meeting**

**ARTICLE 6-**

(1) The meeting shall be opened at the company’s registered office or, in accordance with Article 10 of the Company’s Articles of Association and by resolution of the Board of Directors, at a suitable venue in the city where the company’s registered office is situated, at a time previously announced, by the Chairman of the Board of Directors, the Deputy Chairman, or one of the members of the Board of Directors, upon the verification by a minutes record that the quorums specified in Articles 418 and 421 of the Act have been met.

**Formation of the Chair of the Meeting**

**ARTICLE 7 –**

(1) In accordance with the provisions of Article 10 of the Company’s Articles of Association, the Chair of the Board of Directors, or in their absence the Deputy Chair, shall act as the Chair of the Meeting. In accordance with the provisions of Article 6 of these Internal Regulations, under the supervision of the person opening the meeting, a Deputy Chair—who need not be a shareholder—shall also be elected from among the proposed candidates, if deemed necessary, to be responsible for the management of the General Meeting.

(2) The Chair shall appoint at least one minute-taker and, if deemed necessary, a sufficient number of ballot counters.

(3) The Chair of the meeting is authorised to sign the minutes of the meeting and any other documents forming the basis of those minutes.

(4) When presiding over the general meeting, the Chair shall act in accordance with the Act, the Articles of Association and the provisions of these Internal Regulations.

**Duties and Powers of the Chair of the Meeting**

**ARTICLE 8 –**

(1) Under the chairperson's leadership, the chairperson shall perform the duties set out below:

a) To verify whether the meeting is being held at the address stated in the notice and, if specified in the Articles of Association, whether the venue complies with such provisions.

b) To verify whether the general meeting has been convened by means of a notice published on the website of companies obliged to maintain a website, as specified in the Articles of Association, and in the Turkish Trade Register Gazette, and whether this notice was issued, excluding the dates of the notice and the meeting, and whether the shareholders listed in the share register, as well as those shareholders who had previously provided the company with share certificates or documents proving their shareholding and notified the company of their addresses, were notified of the meeting date, the agenda and the newspapers in which the notice was published or is to be published by registered post with return receipt, and to record this in the minutes of the meeting. The first paragraph of Article 414 of the Act shall not apply to registered shares that are traded on the stock exchange.

c) To verify whether persons not authorised to enter the meeting venue have attended the meeting, and whether the duties set out in the second paragraph of Article 5 of these Internal Regulations regarding entry to the meeting venue have been fulfilled by the board of directors.

d) If amendments have been made, to ensure that the following documents, including such amendments, are available: i. the Articles of Association, ii. the share register, iii. the Board of Directors' annual activity report, iv. the independent auditor's reports, v. the financial statements, vi.the agenda; vii. if an amendment to the Articles of Association is on the agenda, the draft amendment prepared by the Board of Directors, the letter of authorisation obtained from the Ministry of Trade with the Capital Markets Board's favourable opinion and the attached draft amendment; viii. the list of attendees drawn up by the Board of Directors; ix. if the general meeting has been convened following a postponement, the minutes of the postponement relating to the previous meeting; and x. to ascertain whether all other necessary documents relating to the meeting are present in full at the venue and to record this in the minutes of the meeting.

e) To verify the identity of those attending the general meeting, either in person or by proxy, by having them sign the attendance list, in the event of an objection or where necessary, and to check the authenticity of the proxy documents.

f) To ascertain whether the authorised members, at least one member of the board of directors and the independent auditor are present at the meeting, and to record this in the minutes of the meeting.

g) To chair the proceedings of the general meeting in accordance with the agenda; to prevent the meeting from straying from the agenda, save where exceptions are provided for by law; to maintain order at the meeting; and to take the necessary measures to this end.

ğ) To open and close sessions and adjourn the meeting.

h) To read out or have read out to the general meeting any decisions, draft resolutions, minutes, reports, proposals and similar documents relating to the matters under discussion, and to give the floor to those wishing to speak on these matters.

ı) To conduct voting on decisions to be taken by the general meeting and to announce the results.

i) To ensure that the minimum quorum for the meeting is maintained at the beginning, during and at the end of the meeting, and to verify that decisions are taken in accordance with the quorums stipulated in the Act and the Articles of Association.

j) To announce to the general meeting any notifications made by the representatives specified in Article 428 of the Act. Subject to the provisions of Article 30.4 of the Capital Markets Act.

k) In accordance with Article 436 of the Act, to prevent those deprived of voting rights from casting votes on the resolutions specified in that Article, and to ensure compliance with any restrictions on voting rights and the exercise of preferential voting rights imposed by the Act and the Articles of Association.

l) Upon the request of shareholders holding one-twentieth of the share capital, to postpone the discussion of the financial statements and related matters to a meeting to be held one month later, without the need for the general meeting to take a decision on this matter.

m) To ensure that minutes of the general meeting are drawn up, to record any objections in the minutes, to sign the resolutions and minutes, and to specify in the minutes of the meeting, in a manner leaving no room for doubt, the votes cast in favour of and against the resolutions adopted at the meeting.

n) To hand over the minutes of the meeting, the Board of Directors' annual activity report, the auditors' reports (in companies subject to audit), the financial statements, the list of attendees, the agenda, the motions, the ballot papers and minutes of any elections (if any), and all documents relating to the meeting to one of the Board of Directors' members present at the conclusion of the meeting, by means of a written record.

**Procedures to be carried out before proceeding to the discussion of the agenda**

**ARTICLE 9 –**

(1) The chair of the meeting shall read out the agenda to the general meeting or have it read out. The chair shall ask whether there are any proposals to amend the order in which the agenda items are to be discussed; if there is a proposal, this shall be submitted to the general meeting for approval. The order in which the agenda items are discussed may be amended by a majority decision of the votes cast by those present at the meeting.

**The agenda and the discussion of agenda items**

**ARTICLE 10 –**

(1) The agenda of an ordinary general meeting must include the following items:

a) Opening of the meeting and appointment of the chair.

b) Consideration of the Board of Directors' annual activity report, the independent auditor's reports and the financial statements.

c) Discharge of the members of the Board of Directors.

(c) Election of Board of Directors members whose terms have expired and of the independent audit firm.

d) Determination of the remuneration of Board of Directors members, including attendance fees, bonuses and other entitlements.

e) Determination of the manner of use and distribution of profits, and the ratios of profit shares.

f) Discussion of any amendments to the Articles of Association, if any.

g) Any other matters deemed necessary.

(2) The agenda of an extraordinary general meeting is determined by the reasons necessitating the meeting.

(3) Except for the exceptions set out below, matters not included on the agenda may not be discussed or resolved:

a) If all shareholders are present, an item may be added to the agenda by unanimous consent. **Pursuant to the provisions of Article 29 of the Capital Markets Law, matters which the Board requests be discussed or brought to the attention of the shareholders must be included on the agenda of the general meeting.**

b) Pursuant to Article 438 of the Act, any shareholder's request for a special audit shall be decided upon by the general meeting, regardless of whether it appears on the agenda.

c) Matters concerning the removal of members of the board of directors and the election of new members are deemed to be related to the item on the discussion of the year-end financial statements and, upon request, are discussed and decided upon directly, regardless of whether a relevant item is included on the agenda.

(c) Even if no relevant item appears on the agenda, where there are valid grounds such as corruption, incompetence, breach of the duty of loyalty, difficulty in performing duties due to membership of multiple companies, incompatibility, or abuse of influence, the removal of members of the board of directors and the election of their successors shall be placed on the agenda by a majority vote of those present at the general meeting.

(4) An agenda item that has been discussed and decided upon at the general meeting may not be reconsidered and decided upon again unless a unanimous decision is reached by those present.

(5) Matters requested by the Ministry to be discussed at the company's general meeting, whether as a result of an audit or for any other reason, shall be included on the agenda.

(6) The agenda is determined by the person convening the general meeting.

**Speaking at the meeting**

**ARTICLE 11-**

(1) Shareholders or other interested parties wishing to speak on the agenda item under discussion shall notify the chair of the meeting. The chair shall announce to the general meeting the persons who are to speak and shall grant them the right to speak in the order in which they applied. A person whose turn to speak has come but who is not present at the meeting venue shall forfeit their right to speak. Speeches shall be made from the designated area, addressed to the general meeting. Individuals may agree amongst themselves to swap speaking order. Where a time limit is imposed on speeches, a person whose turn has come and who is speaking may, upon the expiry of their allotted time, continue their speech only if the next person in line to speak grants them the right to do so, provided that the speech is completed within that person's allotted speaking time. The speaking time may not be extended in any other manner.

(2) The chair of the meeting may grant the floor to members of the board of directors and the auditor who wish to make statements regarding the matters under discussion, without regard to the order of speaking.

(3) The duration of speeches shall be determined by the general meeting, upon the proposal of the chair or the shareholders, taking into account the density of the agenda, the number and importance of the matters to be discussed, and the number of persons wishing to speak. In such cases, the general meeting shall decide, by separate votes, first on whether it is necessary to limit speaking time and then on the duration of such a limit.

(4) In accordance with Article 1527 of the Act, the procedures and principles set out in the said article and its subsidiary regulations shall apply to the submission of views and proposals by shareholders or their representatives participating in the general meeting via electronic means.

**Voting and voting procedures**

**ARTICLE 12 –**

(1) Before voting commences, the chair of the meeting shall explain the matter to be voted on to the general meeting. If a draft resolution is to be put to the vote, it shall be set out in writing and read out before voting commences. Once it has been announced that voting is to commence, requests to speak may only be made regarding the procedure. At this stage, if a shareholder has requested the floor but has not been granted the floor, they may exercise their right to speak provided they remind the Chair and the Chair confirms this. No further requests to speak shall be granted once voting has commenced.

(2) Votes on matters discussed at the meeting shall be cast by a show of hands, by standing up, or by stating 'in favour' or 'against' individually. These votes shall be counted by the chair of the meeting. Where necessary, the chair may appoint a sufficient number of persons to assist with the counting of votes. Those who do not raise their hands, stand up or make any statement whatsoever shall be deemed to have voted 'against', and such votes shall be considered, for the purposes of the assessment, as having been cast against the relevant resolution.

(3) In accordance with Article 1527 of the Act, the procedures and principles set out in the said article and its subsidiary regulations shall apply to the casting of votes by shareholders or their representatives participating in the general meeting via electronic means.

(4) Pursuant to the provisions of Article 10 of the Company's Articles of Association, Group (A) shareholders are entitled to 5 (five) votes for each share they hold, whilst Group (B) shareholders are entitled to 1 (one) vote for each share they hold. When casting votes, the provisions of the Turkish Commercial Code, the Capital Markets Law and other relevant legislation shall be complied with.

**Drawing up the minutes of the meeting**

**ARTICLE 13 –**

(1) The chair of the meeting shall sign an attendance list showing the shareholders or their representatives, the shares they hold, their groups, numbers and nominal values, ensuring that the minutes clearly set out, in summary form, the questions asked and the answers given at the general meeting, as well as the resolutions adopted and the number of votes in favour and against each resolution, and that the minutes are drawn up in accordance with the principles set out in the Act and relevant legislation.

(2) The minutes of the general meeting shall be drawn up at the venue and during the meeting, either by typewriter, computer or by hand in legible ink. For the minutes to be typed on a computer, a printer capable of producing printouts must be available at the venue.

(3) The minutes shall be drawn up in at least two copies, and each page of the minutes shall be signed by the chair of the meeting and, if present, by the representative of the Ministry.

(4) The minutes must include: the company's registered name; the date and venue of the meeting; the total nominal value and number of the company's shares; the total number of shares represented at the meeting, both in person and by proxy; the name and surname of the Ministry representative, if present, together with the date and reference number of their letter of appointment; if the meeting was convened by public notice, the manner in which the invitation was issued; and if the meeting was held without public notice, a statement to that effect.

(5) The number of votes cast in relation to the resolutions adopted at the meeting shall be stated in the minutes in both figures and words, in a manner leaving no room for doubt.

(6) The first names and surnames of those who voted against the resolutions adopted at the meeting and who wish to have their dissent recorded in the minutes, together with the grounds for their dissent, shall be recorded in the minutes.

(7) Where the grounds for dissent are submitted in writing, this document shall be appended to the minutes. The minutes shall state the first name and surname of the partner or their representative expressing dissent, and shall indicate that the written statement of dissent is attached. The written statement of dissent appended to the minutes shall be signed by the chair of the meeting and, if present, the representative of the Ministry.

**Procedures to be carried out at the end of the meeting**

**ARTICLE 14—**

(1) At the conclusion of the meeting, the chairperson shall hand over a copy of the minutes and all other documents relating to the general meeting to one of the members of the board of directors present at the meeting. This shall be recorded in a separate minutes drawn up between the parties.

(2) The Board of Directors is obliged, within a maximum of fifteen days from the date of the meeting, to submit a notarised copy of the minutes to the Commercial Registry Office and to have the matters subject to registration and publication as set out in these minutes registered and published.

(3) Companies required to maintain a website must also publish the minutes on their website within five days of the general meeting.

(4) The chair of the meeting shall also provide a copy of the attendance list, the agenda and the minutes of the general meeting to the Ministry representative, if present.

**(5) <u>Compliance with other publication and notification requirements set out in the relevant regulations of the Capital Markets Board is required.</u>**

**Participation in the meeting via electronic means**

**ARTICLE 15—**

(1) Where the option to participate in the general meeting electronically is provided for under Article 1527 of the Act, the procedures to be carried out by the board of directors and the chair of the meeting shall be performed in accordance with Article 1527 of the Act and the relevant legislation.

### *PART THREE*

### *Miscellaneous Provisions*

**Participation of the Ministry's representative and documents relating to the general meeting**

**ARTICLE 16 –**

(1) The provisions of the Regulation on the Procedures and Principles of General Meetings of Joint-Stock Companies and on Ministry Representatives Attending Such Meetings shall apply in respect of meetings where the attendance of a Ministry representative is mandatory, concerning the request for such a representative and the duties and powers of that representative.

(2) Compliance with the provisions of the Regulation referred to in the first paragraph is mandatory in respect of those entitled to attend the general meeting, the preparation of the list of attendees, the proxy documents to be used at the general meeting, and the drafting of the minutes of the meeting.

**Situations not provided for in these Internal Guidelines**

**ARTICLE 17 –**

(1) Should a situation arise at a meeting that is not provided for in these Internal Guidelines, action shall be taken in accordance with the decision taken by the General Assembly.

**Adoption and amendments to the Internal Regulations**

**ARTICLE 18 –**

(1) These Internal Guidelines shall be brought into force by the Board of Directors, following approval by the General Meeting of Odine Solutions Teknoloji Ticaret ve Sanayi Anonim Şirketi and shall be registered and published. Any amendments to these Internal Guidelines shall be subject to the same procedure.

**Entry into force of the Internal Regulations**

**ARTICLE 19 –**

(1) These Internal Regulations were adopted at the general meeting of Odine Solutions Teknoloji Ticaret ve Sanayi Anonim Şirketi held on 17 October 2023 and shall enter into force on the date of their registration and publication in the Turkish Trade Register Gazette.

**ANNEX 9**

## <u>PROXY STATEMENT</u>

## ODİNE SOLUTIONS TEKNOLOJİ TİCARET VE SANAYİ ANONİM ŞİRKETİ

To represent me, cast votes and act in accordance with the views set out below at the 2023 Annual General Meeting of Odine Solutions Teknoloji Ticaret ve Sanayi Anonim Şirketi, to be held on Wednesday, 14 August 2024, at 10:00, at the address: "Istanbul Province, Hilton Istanbul Maslak – Büyükdere Caddesi No. 233, Maslak, Sarıyer", I hereby authorise the person detailed below to represent me, cast votes, make proposals and sign the necessary documents in accordance with the views set out below

… ......................................................... as my proxy.

Proxy's (*)

First Name / Surname / Business Name :

Turkish ID No / Tax No, Commercial Register No and MERSIS No:

(*) For foreign representatives, the equivalent of the aforementioned information must be provided, if available.

A) SCOPE OF REPRESENTATION

The scope of the power of representation must be determined by selecting one of the options (a), (b) or (c) for sections 1 and 2 set out below.

1. Regarding matters on the General Meeting agenda;

a. The proxy is authorised to vote in accordance with their own opinion

b. The proxy is authorised to vote in accordance with the proposals of the company's management.

c. The proxy is authorised to vote in accordance with the instructions set out in the table below.

INSTRUCTIONS:

Should the shareholder select option (c), instructions regarding a specific agenda item are given by ticking one of the options provided opposite the relevant General Meeting agenda item (accept or reject) and, should the 'reject' option be selected, by specifying any dissenting opinion to be recorded in the minutes of the General Meeting, if applicable.

| Agenda items (*) | Approved | Reject | Statement of Dissent |
|---|---|---|---|
| 1. Opening of the meeting and appointment of the Chair, | | | |
| 2. Authorisation of the Chair to sign the Minutes of the General Assembly Meeting | | | |
| 3. Reading and discussion of the Board of Directors' Activity Report for the 2023 financial year, | | | |
| 4. Reading of the summary of the Independent Audit Firm's Report for the 2023 financial year, | | | |
| 5. Reading, discussion and approval of the consolidated balance sheets and profit and loss accounts for the 2023 financial year in accordance with the Capital Markets Board (SPK) and the Turkish Commercial Code (TTK), | | | |
| 6. Discussion and resolution on the discharge of the Board of Directors members in respect of their activities and transactions during the 2023 financial year, | | | |
| 7. Discussion and resolution on the Board of Directors' proposal regarding the distribution of profits for the 2023 financial year, | | | |
| 8. To discuss and resolve the election of Board of Directors members and the determination of their terms of office, | | | |
| 9. To discuss and resolve the remuneration of Board members for the financial year 1 January 2024 – 31 December 2024, | | | |
| 10. Discussion and resolution of the Board of Directors' proposal regarding the selection of an independent external audit firm to audit the accounts and transactions for the 2024 financial year, | | | |
| 11. Granting authorisation to members of the Board of Directors to carry out the duties specified in Articles 395 and 396 of the Turkish Commercial Code, | | | |
| 12. To provide information on donations and contributions made during the 2023 financial year and to discuss and resolve the donation limit for the financial year 01.01.2024–31.12.2024, | | | |
| 13. To discuss and adopt the Company's Dividend Distribution Policy in accordance with the Turkish Commercial Code, the Capital Markets Law, the relevant secondary regulations of the Capital Markets Board, and the provisions of the Company's Articles of Association, | | | |

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|---|---|---|---|
| 14. To discuss and adopt the Company's Donation Policy in accordance with the Turkish Commercial Code, the Capital Markets Law, the relevant secondary regulations of the Capital Markets Board, and the provisions of the Company's Articles of Association; | | | |
| 15. To discuss and adopt the amendment to the Internal Regulations on the Procedures and Principles of the Company's General Meeting, | | | |
| 16. To inform shareholders regarding the Company's Remuneration Policy in accordance with the Turkish Commercial Code, the Capital Markets Law, other relevant secondary regulations of the Capital Markets Board, and the provisions of the Company's Articles of Association, | | | |
| 17. Provision of information regarding transactions carried out by the Company with related parties in 2023, | | | |
| 18. To provide shareholders with information regarding guarantees, pledges, mortgages and sureties granted by the Company in favour of third parties in 2023, and any income or benefits derived therefrom, in accordance with the regulations of the Capital Markets Board, | | | |
| 19. Closing. | | | |

(*) The items on the agenda of the General Meeting are listed individually. If the minority has a separate draft resolution, this is also specified separately to ensure that votes are cast by proxy.
2. Special instructions regarding other matters that may arise at the General Meeting and, in particular, the exercise of minority rights:

a) The proxy is authorised to vote in accordance with their own judgement.
b) The proxy is not authorised to represent the shareholder on these matters.
c) The proxy is authorised to vote in accordance with the following special instructions.

SPECIAL INSTRUCTIONS: Any special instructions to be given to the proxy by the shareholder, if any, are set out here.
B) The shareholder shall specify the shares they wish the proxy to represent by selecting one of the following options.
1. I hereby authorise the proxy to represent my shares, the details of which are set out below.

a) Class and series:*
b) Number/Group:**
c) Quantity – Nominal value:
(c) Whether they carry voting rights:
d) Bearer or registered:*
e) Ratio of the shareholder's total shares/voting rights:
*This information is not required for shares held in book-entry form.
**For shares held in book-entry form, information relating to the group (if applicable) shall be provided in place of the share number.

2. I hereby authorise a proxy to represent all my shares listed in the register of shareholders eligible to attend the general meeting, as prepared by the Central Securities Depository (MKK) one day prior to the general meeting.
SHAREHOLDER'S FIRST NAME, SURNAME OR TITLE(*)
Turkish ID No/Tax No,
Commercial Register and Number and MERSIS number:
Address:
SIGNATURE
(*) For shareholders of foreign nationality, the equivalent of the aforementioned information must be provided, if available.

This Notice of Invitation to the General Meeting & Information Document 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.