ODİNE SOLUTİONS TEKNOLOJİ TİCARET VE SANAYİ A.Ş.

CODE OF ETHICS

ODİNE SOLUTIONS TEKNOLOJİ SANAYİ VE TİCARET A.Ş. ("ODİNE")

ETHICAL PRINCIPLES

1.1. Compliance with Legislation

In all countries where we operate, we comply with applicable national and international laws and regulations, as well as our internal company regulations. In every country where we operate, we act in accordance with the law; where legislation is unclear, we act in accordance with general principles of law and our Ethical Principles, and where necessary, we consult with or seek the opinion of the relevant authorities or experts.

We record all our commercial activities and records fully and transparently in accordance with applicable legislation, and ensure that agreements entered into with third parties are compliant with legislation, our Procedures and Policies, and our Ethical Principles, and are clear and comprehensible.

We recognise that, in addition to local legislation, we must comply with both the legislation of the countries in which we operate and international regulations, in line with Odine's contractual obligations. We act in the full awareness that any actions contrary to legal regulations may result in various sanctions, including administrative fines, and that individuals may also be held personally liable.

In our dealings with public bodies and organisations, we demonstrate sensitivity to open, full, accurate and timely communication; whilst carrying out our activities and fulfilling our legal obligations, we treat both domestic and foreign bodies and organisations without discrimination.

In our relationships with investors and all our stakeholders, we act in accordance with all applicable laws, regulations, rules, principles and internal Company regulations, as well as the rules of international law and our Code of Ethics, without discrimination.

1.2. Personal Data, Privacy and Protection of Inside Information

Our confidential information is protected by our company policies, legislation, the laws of the countries in which we operate, contracts entered into with third parties, and the technical measures we have implemented. In addition to the legal framework aimed at safeguarding confidentiality, we strictly adhere to all our company procedures and policies.

The confidentiality of all commercial and personal information relating to our employees and stakeholders is paramount. We process this sensitive and confidential information to the extent permitted by law, as required by our business and duties. During the data processing process, we comply with relevant laws, regulations and legislation regarding access to and use of this data; we share it only with authorised personnel involved in the matter, with the data subject's consent, and do not share it with third parties unless there is a legal obligation to disclose it. We do not share personal data with third parties without the data subjects' consent or in contravention of local personal data protection legislation. We monitor both the relevant legal legislation and the decisions of the relevant authorities regarding personal data, and implement the necessary measures.

When using any information technology resources and electronic communication tools, we exercise the utmost care regarding data confidentiality and security, and act in the knowledge that the confidentiality of passwords, codes and user IDs used to access information is the responsibility of the user.

We do not disclose any data, information or documents outside the Company that could harm the

Company’s operations or reputation, place it at a competitive disadvantage, or breach the confidentiality of confidential information.

We are aware that it is a criminal offence to act or carry out transactions based on information that has not yet been made public and which is capable of influencing the prices, values or investment decisions of the capital market instruments issued by the Company (“inside information”), thereby securing a benefit for oneself or another person (insider trading offense), and we inform our employees to prevent any attempt to commit such an offence. We take all necessary measures to ensure the protection and confidentiality of inside information; in accordance with capital markets regulations, we refrain from engaging in any business or transactions that could result in market manipulation, market fraud or insider dealing.

1.3 Employees

We respect human rights and the dignity of our employees; we adopt a communication approach based on trust, in line with the principles of equality and integrity; we demonstrate ethical behaviour characterised by good faith and respect; and we avoid actions that undermine honour or pride.

We provide our employees with a working environment that is respectful, fair and safeguards human dignity; one that includes working hours designed to maintain a balance between work and private life, and prioritises health and safety at work.

We ensure that our employees act in accordance not only with the relevant legal regulations but also with the Company’s occupational health and safety procedures.

We keep abreast of global developments in human resources management and, with a dynamic approach tailored to the differing needs of sectors and functions, we develop and improve the working environment in a way that enhances our employees’ commitment. We do not discriminate on grounds such as religion, language, race, ethnic origin, gender or sexual orientation in any human resources processes, from recruitment to pay management.

1.4 Relations with Stakeholders

- **Shareholders**

We aim to protect the rights and interests of our shareholders as defined by law. We apply corporate governance principles whilst conducting our operations.

We develop and implement a reporting system that is compliant with legal regulations and rules, and is based on commercial and financial discipline, whilst being honest, transparent and sustainable. We ensure a regular flow of information to the relevant individuals, institutions and organisations. In our disclosures to the public and our shareholders, we provide timely, complete, accurate and comprehensible information regarding our financial statements, strategies and investments, within the scope prescribed by legislation.

We place great importance on maintaining our shareholders’ confidence in the Company. We base our decisions on economic data; utilising our resources and assets effectively and efficiently in line with the principles of financial discipline and accountability; and we implement sustainable, growth-oriented strategies that create value whilst avoiding unnecessary and unmanageable risks.

We take care to make our investments in areas that will enhance our competitive strength and growth potential, without neglecting sustainable profitability.

We comply with legal regulations regarding the trading of our company's shares and avoid situations that could give rise to conflicts of interest.

- **Our Customers, Suppliers and Business Partners**

In our commercial relationships with the Company and in our dealings with our customers, we strive to be honest, consistent and reliable; we conduct product and service agreements in accordance with relevant international and local legislation, within the framework of the Company's policies and principles. When establishing and maintaining commercial relationships, we base our decisions on objective, transparent, equitable and independent criteria—such as cost-benefit analysis—that are consistent with our corporate values, without being influenced by any conflict of interest.

In our relationships with suppliers and business partners, we act in a manner that is honest, respectful and fair, and in compliance with relevant international and local legislation.

When selecting suppliers and business partners, and in managing our subsequent relationships with them, we act transparently; we do not accept any elements (such as gifts or benefits) that could negatively affect our ability to make objective decisions, and we conduct ourselves in a manner that prevents the impression of a conflict of interest from arising.

We expect our suppliers and business partners to conduct their activities in accordance with the law, regulations, and our Company's Ethical Principles and values. It is our principle to establish mutually beneficial relationships with all our suppliers and business partners. It is our principle to establish mutually beneficial relationships with all our suppliers and business partners.

1.5 Competition

In carrying out our activities, we support fair and robust competition. We recognise that our Company, our subsidiaries, our business partners and our employees must act in accordance with applicable local and international competition legislation in order to safeguard competition. We are aware that a breach of competition law may result in heavy financial penalties being imposed on both our Company and our employees, and in some cases may even lead to employees being held personally liable under criminal law.

1.6 Public Authorities, NGOs and Politics

We may engage in activities relating to legislation affecting our operations, either directly with governments or through non-governmental organisations (NGOs). In conducting our business, we act in accordance with the principle of maintaining an equal distance from the relevant public bodies, NGOs and political parties; we do not support any political party, political view or interest. We do not use Company resources for political activities. Furthermore, we do not permit demonstrations, propaganda or similar activities for political purposes within the Company's premises; however, we respect our employees' voluntary participation in lawful political activities. We support our employees taking on roles within civil society organisations.

1.7 Media / Social Media

We maintain open and transparent communication with the media. All content-related work, such as requests for opinions, statements, news items and interviews from media organisations, is carried out with the knowledge of the General Management. In our statements to the media, we do not include information that could mislead the public. No employee or manager, other than the organisation's spokespersons, makes public statements. In our statements, we do not include expressions that would damage the organisation's reputation or are incompatible with our corporate culture; nor do we use language that is discriminatory, political, hateful or insulting.

When sharing content on social media, we avoid posting material that could lead to disagreements or uncertainty regarding corporate matters, or sharing information or photographs that would breach the company's confidentiality rules. In our social media posts, we always act in accordance with legal regulations and the Company's Code of Ethics and relevant policies.

We expect our employees to demonstrate sensitivity towards the Company's principles, values and reputation across all digital platforms and communication channels, particularly on social media. On social media, apart from official statements, we do not share unverified information relating to the Company and recognise that maintaining confidentiality is paramount. In this regard, we expect our employees to behave in a manner that is consistent with the Code of Ethics, responsible and conscientious.

1.8 Social Responsibility, Volunteering, Donations

We participate in projects that contribute to the life and development of society; we believe that education, culture, the arts and sport are the most important elements in a society's development, and we support various educational, cultural, artistic and sporting activities to foster the development of the communities in which we operate.

We contribute to social development in the regions where we operate, conduct our donation and sponsorship processes transparently, and take care to ensure that these activities do not conflict with the Company's values or commercial interests.

We do not make donations or sponsor the activities of projects, institutions or organisations that would damage the Company's reputation; political activities and individuals or organisations associated with such activities; private accounts and profit-making organisations; or organisations that discriminate on the basis of gender, language, religion, race, colour, age, nationality or differences of opinion. Our employees may not make corporate donations or provide sponsorship on behalf of the Company for their own personal gain.

1.9 Conflict of Interest

We avoid conflicts of interest and situations that may appear to be conflicts of interest. We do not permit our personal or financial interests to conflict with, or potentially conflict with, the interests of our company.

When conducting our relationships with our stakeholders, we act transparently, do not accept gifts that would negatively affect our ability to make objective decisions, and behave in a manner that does not give rise to the impression of a conflict of interest.

1.10 Prevention of Money Laundering and Global Sanctions

The process of integrating proceeds obtained through unlawful means into the financial system with the aim of making them appear to have been earned through legitimate means is referred to as money laundering. As a company, in compliance with national and international legislation, we avoid commercial transactions that constitute money laundering; therefore, before entering into a business relationship with a third party, we carry out the necessary due diligence to assess the relevant party.

We also hold our employees accountable for acting in accordance with the provisions of applicable laws and regulations regarding the prevention of money laundering and the fight against corruption.

Some of the countries with which we do business may have imposed restrictions on other countries, companies and individuals. Breaching these restrictions may result in serious consequences, such as administrative fines, the revocation of our import and export licences or the suspension of our ability to supply goods and services, and criminal liability. We therefore monitor economic sanctions, boycotts and embargoes, as well as anti-corruption laws, and recognise the need to comply with applicable regulations and prohibitions.

1.11 Combating Bribery and Corruption

We do not offer any benefits to domestic or foreign government officials or other third parties in order to obtain an unlawful advantage.

We recognise that bribery and corruption are not only breaches of business ethics but also criminal offences under the law; we comply with local and relevant international anti-bribery and anti-corruption laws and regulations, as well as company policies, in the countries where we operate.

We hold all our employees accountable for complying with local and relevant international legislation on combating bribery and corruption, as well as relevant company policies, and we expect our stakeholders to act in accordance with these regulations.

No employee may offer, give or accept any gift or payment that could be perceived as a bribe.

All our accounting records accurately, fully and clearly reflect the relevant expenditure. There are no secret or off-the-books accounts or assets within our financial systems.

1.12 Environment and Sustainability

We conduct all our operations and investments in harmony with and sensitivity towards the environment. Our management philosophy embodies a sustainable and environmentally responsible approach.

Protecting nature in accordance with environmental legislation is part of our long-term responsibility towards future generations.

We adapt swiftly to changes occurring on both a global and local scale; we put into practice a concept of sustainability shaped by our commitment to society, the environment, legislation and our Ethical Principles. Whilst undertaking work that benefits today’s society, we also adopt an approach that takes into account the needs of future generations.

2. Compliance with Ethical Principles and Complaints

Company employees are obliged to comply with the Ethical Principles whilst carrying out their duties. We expect our employees not only to comply with laws and regulations, these Ethical Principles, and obligations arising from other Company procedures, policies and regulations, but also to act in accordance with their personal conscience and common sense. We encourage our employees to report any misconduct and to be the voice of our values.

To ensure the effective implementation of the Code of Ethics, an Ethics Committee has been established to assess complaints and reports on this matter, as well as issues falling within the scope of the Code of Ethics, in an objective and fair manner and in accordance with the objectives set out in the rules. The Ethics Committee is selected in such a way as to ensure impartiality and a constructive environment for discussion, enabling the committee to reach the fairest possible conclusion collectively. In this context, the Ethics Committee, chaired by one (1) member of the Board of Directors appointed by the Board, comprises a total of three (3) members, including the Director of Human Resources and the Deputy General Manager responsible for Finance. Where necessary, the Chair of the Ethics Committee may to the extent relevant to the matters on the Ethics Committee’s agenda, invite senior executives of the company, and seek advice from the company's legal counsel.

We inform all employees at every level within our company about the Code of Ethics and the responsibilities associated with these principles as an integral part of their employment contracts; we obtain a written undertaking confirming that the principles have been read and understood, and we retain this in their personnel files.

Where breaches are proven, we apply the relevant sanctions where necessary. In this context, subject to the legal provisions and penalties applicable to those who breach the Code of Ethics, we apply the provisions and sanctions set out in the Company's Disciplinary Regulations. Furthermore, we assess employees' conduct and performance in terms of compliance with the Code of Ethics.

Employees are required to report any misconduct they witness or which is brought to their attention by managers via the Ethics Principles reporting hotline by email. You may submit your reports and notifications by email to ethics@odine.com or etik@odine.com .

These reporting addresses are dedicated email addresses intended solely for the reporting of matters believed to be non-compliant with the Code of Ethics. Complaints, reports and allegations received via the Code of Ethics Reporting Line are listed and reported to the Ethics Committee.

The Ethics Committee is authorised and responsible for the investigation, assessment and resolution of complaints, reports and allegations received via the Ethics Principles Reporting Channels.

The confidentiality of employees who report breaches is paramount. Following a complaint or report, the Company prevents any retaliation amongst employees and ensures that the employee who made the complaint or report is not subjected to mistreatment or harm, thereby ensuring that reports can be made in confidence. The identity of the whistleblower will be kept confidential to the greatest extent possible and to the extent permitted by law. The whistleblower's complaint will be shared only with those who need to know it, and only to the extent necessary to complete an investigation or respond to a request for information. Other employees assisting in the aforementioned investigation process will also be afforded the same level of protection as the whistleblower.

This Code of Ethics 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.