ODİNE SOLUTİONS TEKNOLOJİ TİCARET VE SANAYİ A.Ş.

Corporate Governance Committee Charter

ODİNE SOLUTİONS TEKNOLOJİ TİCARET VE SANAYİ ANONİM ŞİRKETİ
CORPORATE GOVERNANCE COMMITTEE CHARTER

PURPOSE AND SCOPE

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

It is the duty of the Corporate Governance Committee to monitor the Company's compliance with its Corporate Governance Principles in accordance with capital markets legislation and the principles set out in the Capital Markets Board's Corporate Governance Principles, to undertake improvement initiatives in this regard, and to submit recommendations to the Board of Directors.

LEGAL BASIS

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

COMPOSITION AND STRUCTURE

Article 3 – The Committee consists of at least two members appointed by the Board of Directors. In accordance with the Corporate Governance Principles, the head of the investor relations department is appointed as a member of the Corporate Governance Committee.

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

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

Article 5 – The Chair of the Corporate Governance Committee is elected by the Board of Directors from among the independent members of the Board. Other members of the Committee may be selected from among the members of the Board of Directors or from outside the Board. Furthermore, persons holding direct executive functions, such as the Chair of the Board of Directors or the Chief Executive Officer, may not serve on the Committee.

The Committee may, if it deems it necessary, delegate some of its duties to one or more sub-committees comprising two or more members. When forming a sub-committee, in addition to its own members, the Committee may, as required, draw on the expertise of individuals with sufficient experience and knowledge in the field of Corporate Governance.

WORKING PRINCIPLES

Article 6 – The Corporate Governance Committee shall meet at least four times a year, with meetings taking place at least once every three months. Committee meetings may be held either in person or via technological means of communication. The timing of Committee meetings shall, as far as possible, be aligned with the timing of Board of Directors' meetings.

The Committee Chair may convene an extraordinary meeting of the Committee at the request of a Committee member, the Chief Executive Officer or a Deputy Chief Executive Officer, or as and when necessary.

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

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

Article 8 – The Board of Directors shall provide all necessary resources and support for the Corporate Governance Committee to fulfil its duties. The Committee may invite any executive it deems necessary to its meetings and seek their views. Furthermore, it may seek the advice of independent experts on matters it deems necessary in relation to its activities. The cost of any consultancy services required by the Committee shall be borne by the company.

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

DUTIES AND RESPONSIBILITIES

Article 9 – Taking into account the structure of the company's Board of Directors, the authority, duties and responsibilities for carrying out the duties stipulated in the Circular for the Nomination Committee and the Remuneration Committee have also been delegated to the Corporate Governance Committee.

The duties and responsibilities of the Corporate Governance Committee are set out below. The Committee shall:

a) Identify whether corporate governance principles are being applied within the company; if not, determine the reasons for this and identify any conflicts of interest arising from failure to fully comply with these principles; and make recommendations to the Board of Directors aimed at improving corporate governance practices;

b) To monitor global practices regarding corporate governance principles and report to the Board of Directors on the applicability of those that are consistent with capital markets legislation and the Company's structure,

c) To ensure the development, adoption and implementation of corporate governance principles within the Company, and to make recommendations for improvement by undertaking work on areas where non-compliance has been identified,

d) To oversee the work of the Investor Relations Department,

e) To review the 'Corporate Compliance Report' to be disclosed to the public in terms of compliance with and consistency with capital markets legislation,

f) To conduct regular assessments of the structure and effectiveness of the Board of Directors and to submit recommendations to the Board regarding any changes that may be made in these areas,

g) To work on establishing a transparent system for the identification, assessment and training of suitable candidates for the Board of Directors, and to determine policies and strategies in this regard,

h) To review the appropriateness of the Company's current remuneration policies and to determine the principles, criteria and practices to be used in the remuneration of board members and senior executives, taking into account the Company's long-term objectives, and to oversee these;

ı) To submit proposals to the Board of Directors regarding the total personal remuneration package for members of the Board of Directors and senior executives—including salary, benefits in kind, annual variable pay, performance-based incentive payments, pension payments and any other payments, where applicable—taking into account the extent to which the criteria used in remuneration have been met,

j) To monitor developments relating to sustainability in Turkey and globally, to carry out work aimed at establishing policies and procedures within the Company, and to present its views and recommendations, to ensure that sustainability is steered swiftly, effectively and soundly within the Company by reviewing sustainability management, policies and procedures and their effectiveness at least once a year,

and acts within the scope of its own authority and responsibility; the ultimate decision-making responsibility always rests with the Board of Directors.

The Committee reviews and assesses the adequacy of these Terms of Reference and submits any relevant proposed amendments to the Board of Directors for approval.

OTHER MATTERS

Article 10 – The duties and responsibilities of the Corporate Governance Committee do not relieve the Board of Directors of its responsibilities arising from the Turkish Commercial Code.

EFFECTIVE DATE AND AMENDMENTS

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

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