KAMUYU AYDINLATMA PLATFORMU

ODİNE SOLUTİONS TEKNOLOJİ TİCARET VE SANAYİ A.Ş.
Corporate Governance Information Form
2025 - Annual Notification

Summary

Corporate Governance Information Form 31.12.2025

1. SHAREHOLDERS

Related Companies []

Related Funds []

1. SHAREHOLDERS	
1.1. Facilitating the Exercise of Shareholders Rights	
The number of investor meetings (conference, seminar/etc.) organised by the company during the year	In 2025, our company increased its interaction with institutional and individual investors, conducting a total of 35 investor meetings and analyst/portfolio manager meetings. All analyst and portfolio manager meetings were held physically and/or online.
1.2. Right to Obtain and Examine Information	
The number of special audit request(s)	0
The number of special audit requests that were accepted at the General Shareholders' Meeting	0
1.3. General Assembly	
Link to the PDP announcement that demonstrates the information requested by Principle 1.3.1. (a-d)	https://www.kap.org.tr/en/Bildirim/1439984
Whether the company provides materials for the General Shareholders' Meeting in English and Turkish at the same time	Not offered.
The links to the PDP announcements associated with the transactions that are not approved by the majority of independent directors or by unanimous votes of present board members in the context of Principle 1.3.9	There is no such transaction.
The links to the PDP announcements associated with related party transactions in the context of Article 9 of the Communique on Corporate Governance (II-17.1)	There were no transactions within this scope during the year.
The links to the PDP announcements associated with common and continuous transactions in the context of Article 10 of the Communique on Corporate Governance (II-17.1)	There were no transactions within this scope during the year.
The name of the section on the corporate website that demonstrates the donation policy of the company	Investor Relations / Corporate Governance
The relevant link to the PDP with minute of the General Shareholders' Meeting where the donation policy has been approved	https://www.kap.org.tr/en/Bildirim/1325053
The number of the provisions of the articles of association that discuss the participation of stakeholders to the General Shareholders' Meeting	Article 10 of our Articles of Association regulates participation in the General Assembly.

Identified stakeholder groups that participated in the General Shareholders' Meeting, if any	The General Assembly was attended by the Company's shareholders and their representatives, members of the Board of Directors, the Company's auditor and some of the Company's employees.
1.4. Voting Rights	
Whether the shares of the company have differential voting rights	Evet (Yes)
In case that there are voting privileges, indicate the owner and percentage of the voting majority of shares.	Pursuant to Article 10/6 of the Articles of Association of the Company, Group (A) shareholders have 5 (five) voting rights for each share they hold, and Group (B) shareholders have 1 (one) voting right for each share they hold. The privileged shareholders are Alper Tunğa Sağu Burak (voting rights 52.62%) and Fırat Kerim Ersoy (voting rights 10.08%)
The percentage of ownership of the largest shareholder	% 33
1.5. Minority Rights	
Whether the scope of minority rights enlarged (in terms of content or the ratio) in the articles of the association	Hayır (No)
If yes, specify the relevant provision of the articles of association.	None.
1.6. Dividend Right	
The name of the section on the corporate website that describes the dividend distribution policy	Investor Relations/ Corporate Governance
Minutes of the relevant agenda item in case the board of directors proposed to the general assembly not to distribute dividends, the reason for such proposal and information as to use of the dividend.	Considering the current economic conjuncture, the Company's long-term strategies, cash flow, financing and investment policies, and the long-term interests of shareholders and the Company, no distributable profit was distributed for the 2024 accounting period in order to strengthen the financial structure.
PDP link to the related general shareholder meeting minutes in case the board of directors proposed to the general assembly not to distribute dividends	http://kap.org.tr/en/Bildirim/1447881

General Assembly Meetings

General Meeting Date	The number of information requests received by the company regarding the clarification of the agenda of the General Shareholders' Meeting	Shareholder participation rate to the General Shareholders' Meeting	Percentage of shares directly present at the GSM	Percentage of shares represented by proxy	Specify the name of the page of the corporate website that contains the General Shareholders' Meeting minutes, and also indicates for each resolution the voting levels for or against	Specify the name of the page of the corporate website that contains all questions asked in the general assembly meeting and all responses to them	The number of the relevant item or paragraph of General Shareholders' Meeting minutes in relation to related party transactions	The number of declarations by insiders received by the board of directors	The link to the related PDP general shareholder meeting notification
11/06/2025	0	% 63,92	% 0,17	% 63,75	Investor Relations/General Assembly	Investor Relations/General Assembly	12	65	http://kap.org.tr/en/Bildirim/1447881

2. DISCLOSURE AND TRANSPARENCY

2. DISCLOSURE AND TRANSPARENCY	
2.1. Corporate Website	
Specify the name of the sections of the website providing the information requested by the Principle 2.1.1.	Investor Relations and Contact
If applicable, specify the name of the sections of the website providing the list of shareholders (ultimate beneficiaries) who directly or indirectly own more than 5% of the shares.	Investor Relations/ Corporate Governance
List of languages for which the website is available	Turkish and English
2.2. Annual Report	
The page numbers and/or name of the sections in the Annual Report that demonstrate the information requested by principle 2.2.2.	
a) The page numbers and/or name of the sections in the Annual Report that demonstrate the information on the duties of the members of the board of directors and executives conducted out of the company and declarations on independence of board members	Relevant information can be found in the Management and Corporate Governance sections of the Annual Report.
b) The page numbers and/or name of the sections in the Annual Report that demonstrate the information on committees formed within the board structure	Relevant information can be found in the Management section of the Annual Report.
c) The page numbers and/or name of the sections in the Annual Report that demonstrate the information on the number of board meetings in a year and the attendance of the members to these meetings	Relevant information can be found in the Corporate Governance section of the Annual Report.
ç) The page numbers and/or name of the sections in the Annual Report that demonstrate the information on amendments in the legislation which may significantly affect the activities of the corporation	Relevant information can be found in the Corporate Governance section of the Annual Report.
d) The page numbers and/or name of the sections in the Annual Report that demonstrate the information on significant lawsuits filed against the corporation and the possible results thereof	Relevant information can be found in the Corporate Governance section of the Annual Report.
e) The page numbers and/or name of the sections in the Annual Report that demonstrate the information on the conflicts of interest of the corporation among the institutions that it purchases services on matters such as	Relevant information can be found in the

	investment consulting and rating and the measures taken by the corporation in order to avoid from these conflicts of interest	Corporate Governance section of the Annual Report.
	f) The page numbers and/or name of the sections in the Annual Report that demonstrate the information on the cross ownership subsidiaries that the direct contribution to the capital exceeds 5%	Relevant information can be found in the Corporate Governance section of the Annual Report.
	g) The page numbers and/or name of the sections in the Annual Report that demonstrate the information on social rights and professional training of the employees and activities of corporate social responsibility in respect of the corporate activities that arises social and environmental results	Relevant information can be found in the Sustainability section of the Annual Report.

3. STAKEHOLDERS

3. STAKEHOLDERS	
3.1. Corporation's Policy on Stakeholders	
The name of the section on the corporate website that demonstrates the employee remedy or severance policy	Investor Relations/ Corporate Governance
The number of definitive convictions the company was subject to in relation to breach of employee rights	None.
The position of the person responsible for the alert mechanism (i.e. whistleblowing mechanism)	Board Member / Deputy General Manager in charge of Finance / Human Resources Director
The contact detail of the company alert mechanism	etik@odine.com / ethics @odine.com
3.2. Supporting the Participation of the Stakeholders in the Corporation's Management	
Name of the section on the corporate website that demonstrates the internal regulation addressing the participation of employees on management bodies	None.
Corporate bodies where employees are actually represented	None.
3.3. Human Resources Policy	
The role of the board on developing and ensuring that the company has a succession plan for the key management positions	The performance of key executives is regularly evaluated at regular intervals and the Board of Directors periodically evaluates the performance and succession of key executives.
The name of the section on the corporate website that demonstrates the human resource policy covering equal opportunities and hiring principles. Also provide a summary of relevant parts of the human resource policy.	Although the Company's Human Resources Regulation is not available on our corporate website, it includes equal opportunity and recruitment criteria.

Whether the company provides an employee stock ownership programme	Pay edindirme planı bulunmuyor (There isn't an employee stock ownership programme)
The name of the section on the corporate website that demonstrates the human resource policy covering discrimination and mistreatments and the measures to prevent them. Also provide a summary of relevant parts of the human resource policy.	Although the Company's Human Resources Regulation is not available on our corporate website, it regulates measures to prevent discrimination and mistreatment.
The number of definitive convictions the company is subject to in relation to health and safety measures	None.
3.5. Ethical Rules and Social Responsibility	
The name of the section on the corporate website that demonstrates the code of ethics	Investor Relations/ Corporate Governance
The name of the section on the company website that demonstrates the corporate social responsibility report. If such a report does not exist, provide the information about any measures taken on environmental, social and corporate governance issues.	There is no corporate social responsibility report on our corporate website. The Company carries out the necessary work to comply with and implement the code of ethics in general.
Any measures combating any kind of corruption including embezzlement and bribery	All necessary obligations are fulfilled in this regard. Within the scope of audit activities, preventive and deterrent audits are carried out, helping to strengthen internal control awareness and measures.

4. BOARD OF DIRECTORS-I

4. BOARD OF DIRECTORS-I	
4.2. Activity of the Board of Directors	
Date of the last board evaluation conducted	None.
Whether the board evaluation was externally facilitated	Hayır (No)
Whether all board members released from their duties at the GSM	Evet (Yes)
Name(s) of the board member(s) with specific delegated duties and authorities, and descriptions of such duties	Alper Tunğa Sağu Burak has been appointed as the Chairman of the Board of Directors and Fırat Kerim Ersoy as the Vice Chairman of the Board of Directors.
Number of reports presented by internal auditors to the audit committee or any relevant committee to the board	0
Specify the name of the section or page number of the annual report that provides the summary of the review of the effectiveness of internal controls	The relevant information is included in the Financial Status and Risk Management section of the Annual Report.
Name of the Chairman	Alper Tunğa Sağu Burak
Name of the CEO	Alper Tunğa Sağu Burak
If the CEO and Chair functions are combined: provide the link to the relevant PDP annoucement providing the rationale for such combined roles	https://www.kap.org.tr/en/Bildirim/1326160
Link to the PDP notification stating that any damage that may be caused by the members of the board of directors during the discharge of their duties is insured for an amount exceeding 25% of the company's capital	https://www.kap.org.tr/en/Bildirim/1505642
The name of the section on the corporate website that demonstrates current diversity policy targeting women directors	None.
The number and ratio of female directors within the Board of Directors	Number:1 and ratio 16.67%

Composition of Board of Directors

				Link To PDP Notification	Whether the Independent		

Name, Surname of Board Member	Whether Executive Director Or Not	Whether Independent Director Or Not	The First Election Date To Board	That Includes The Independency Declaration	Director Considered By The Nomination Committee	Whether She/He is the Director Who Ceased to Satisfy The Independence or Not	Whether The Director Has At Least 5 Years' Experience On Audit, Accounting And/Or Finance Or Not
ALPER TUNĞA SAĞU BURAK	İcrada görevli (Executive)	Bağımsız üye değil (Not independent director)	22/09/2020		İlgisiz (Not applicable)	İlgisiz (Not applicable)	Hayır (No)
FIRAT KERİM ERSOY	İcrada görevli (Executive)	Bağımsız üye değil (Not independent director)	29/05/2009		İlgisiz (Not applicable)	İlgisiz (Not applicable)	Evet (Yes)
TUNCER KÖKLÜ	İcrada Görevli Değil (Non-executive)	Bağımsız üye değil (Not independent director)	14/08/2024		İlgisiz (Not applicable)	İlgisiz (Not applicable)	Evet (Yes)
KERİM PERTEV ZAPSU	İcrada Görevli Değil (Non-executive)	Bağımsız üye değil (Not independent director)	17/10/2023		İlgisiz (Not applicable)	İlgisiz (Not applicable)	Hayır (No)
GÖKHAN GÜRCAN	İcrada Görevli Değil (Non-executive)	Bağımsız üye (Independent director)	14/08/2024	https://www.kap.org.tr/en/Bildirim/1319558	Değerlendirilmedi (Not considered)	Hayır (No)	Evet (Yes)
MÜGE TUNA	İcrada Görevli Değil (Non-executive)	Bağımsız üye (Independent director)	14/08/2024	https://www.kap.org.tr/en/Bildirim/1319558	Değerlendirilmedi (Not considered)	Hayır (No)	Evet (Yes)

4. BOARD OF DIRECTORS-II

4. BOARD OF DIRECTORS-II	
4.4. Meeting Procedures of the Board of Directors	
Number of physical or electronic board meetings in the reporting period	24
Director average attendance rate at board meetings	% 94
Whether the board uses an electronic portal to support its work or not	Hayır (No)
Number of minimum days ahead of the board meeting to provide information to directors, as per the board charter	Although there is no written rule, in practice, information and documents related to the issues on the agenda of the Board of Directors meeting are made available to the members of the Board of Directors for review sufficiently in advance of the meeting in order to ensure equal flow of information.
The name of the section on the corporate website that demonstrates information about the board charter	Investor Relations / Corporate Governance / Articles of Association / Art.8 Board of Directors and its Term
Number of maximum external commitments for board members as per the policy covering the number of external duties held by directors	None.
4.5. Board Committees	
Page numbers or section names of the annual report where information about the board committees are presented	The relevant information is included in the Management section of the Annual Report.
Link(s) to the PDP announcement(s) with the board committee charters	https://odine.com/investor-relations/corporate-governance/

Composition of Board Committees-I

Names Of The Board Committees	Name Of Committees Defined As " Other" In The First Column	Name-Surname of Committee Members	Whether Committee Chair Or Not	Whether Board Member Or Not
Kurumsal Yönetim Komitesi (Corporate Governance Committee)		Gökhan GÜRCAN	Evet (Yes)	Yönetim kurulu üyesi (Board member)
Kurumsal Yönetim Komitesi (Corporate Governance Committee)		Müge TUNA	Hayır (No)	Yönetim kurulu üyesi (Board member)
Kurumsal Yönetim Komitesi (Corporate Governance Committee)		Tuncer KÖKLÜ	Hayır (No)	Yönetim kurulu üyesi (Board member)
Kurumsal Yönetim Komitesi (Corporate Governance Committee)		Ali YÖNEY	Hayır (No)	Yönetim kurulu üyesi değil (Not board member)
Kurumsal Yönetim Komitesi (Corporate Governance Committee)		Mehmet Yusuf GÜNGÖR	Hayır (No)	Yönetim kurulu üyesi değil (Not board member)
Denetim Komitesi (Audit Committee)		Müge TUNA	Evet (Yes)	Yönetim kurulu üyesi (Board member)
Denetim Komitesi (Audit Committee)		Gökhan GÜRCAN	Hayır (No)	Yönetim kurulu üyesi (Board member)
Riskin Erken Saptanması Komitesi (Committee of Early Detection of Risk)		Gökhan GÜRCAN	Evet (Yes)	Yönetim kurulu üyesi (Board member)
Riskin Erken Saptanması Komitesi (Committee of Early Detection of Risk)		Müge TUNA	Hayır (No)	Yönetim kurulu üyesi (Board member)
Riskin Erken Saptanması Komitesi (Committee of Early Detection of Risk)		Ali YÖNEY	Hayır (No)	Yönetim kurulu üyesi değil (Not board member)

4. BOARD OF DIRECTORS-III

4. BOARD OF DIRECTORS-III	
4.5. Board Committees-II	
Specify where the activities of the audit committee are presented in your annual report or website (Page number or section name in the annual report/website)	The relevant information is included in the Management section of the Annual Report.
Specify where the activities of the corporate governance committee are presented in your annual report or website (Page number or section name in the annual report/website)	The relevant information is included in the Management section of the Annual Report.
Specify where the activities of the nomination committee are presented in your annual report or website (Page number or section name in the annual report/website)	The relevant information is included in the Management section of the Annual Report.
Specify where the activities of the early detection of risk committee are presented in your annual report or website (Page number or section name in the annual report/website)	The relevant information is included in the Management section of the Annual Report.
Specify where the activities of the remuneration committee are presented in your annual report or website (Page number or section name in the annual report/website)	The relevant information is included in the Management section of the Annual Report.
4.6. Financial Rights	
Specify where the operational and financial targets and their achievement are presented in your annual report (Page number or section name in the annual report)	The relevant information is included in the Financial Status and Risk Management section of the Annual Report.
Specify the section of website where remuneration policy for executive and non-executive directors are presented.	Investor Relations / Corporate Governance
Specify where the individual remuneration for board members and senior executives are presented in your annual report (Page number or section name in the annual report)	The relevant information is included in the Corporate Governance section of the Annual Report.

Composition of Board Committees-II

Names Of The Board Committees	Name of committees defined as "Other" in the first column	The Percentage Of Non-executive Directors	The Percentage Of Independent Directors In The Committee	The Number Of Meetings Held In Person	The Number Of Reports On Its Activities Submitted To The Board
Denetim Komitesi (Audit Committee)		% 100	% 100	9	6
Kurumsal Yönetim Komitesi (Corporate Governance Committee)		% 60	% 40	6	2
Riskin Erken Saptanması Komitesi (Committee of Early Detection of Risk)		% 66	% 66	6	6