ODİNE SOLUTİONS TEKNOLOJİ TİCARET VE SANAYİ A.Ş.

Early Risk Detection Committee Charter

ODİNE SOLUTİONS TEKNOLOJİ TİCARET VE SANAYİ ANONİM ŞİRKETİ EARLY RISK DETECTION COMMITTEE CHARTER

PURPOSE AND SCOPE

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

The primary objectives of the Early Risk Detection Committee, which shall operate under the Board of Directors, are as follows:

- The early detection of any strategic, operational, financial, legal and other risks that may jeopardise the Company's existence, development and business continuity,
- To monitor and confirm that identified risks are managed appropriately by assessing them within the Company's corporate risk appetite limits,
- To prioritise risks that exceed the corporate risk appetite based on their impact and likelihood,
- Identifying and implementing the necessary measures to address the identified risks and carrying out work aimed at managing such risks.

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 Early Risk Detection Committee shall consist of at least two members. The majority of the Committee shall comprise non-executive members of the Board of Directors. Other members of the Committee may be selected from among the members of the Board of Directors or from outside the Board. The Chair of the Board of Directors/Chief Executive Officer may not serve on the Committee.

Article 4 – The Committee is appointed by the Board of Directors for a term limited to the duration of the Board members' tenure. At the first Board meeting following the General Meeting at which they were elected, the members of the Company's Board of Directors appoint Committee members 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 Early Risk Detection Committee is elected by the Board of Directors from among the independent directors. Committee members must possess sufficient commercial experience and sector expertise to anticipate, understand and assess the risks that the Company and its subsidiaries may face in the areas in which they operate.

WORKING PRINCIPLES

Article 6 – The Early Risk Detection Committee shall meet at least six times a year, once every two 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 Managing Director or one of the Deputy Managing Directors, 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. Following its meetings held every two months, the Committee is obliged to compile a report setting out its findings and recommendations relating to its area of duties and responsibilities, and to submit this to the Board of Directors.

At the end of each meeting, the Committee shall prepare, sign and file a report six times a year, and the Committee Chair shall brief the Board of Directors on its activities. This report shall include an assessment of the situation, present the results of the Committee meeting highlighting any risks and suggesting remedies, where applicable, and a summary of the Committee meeting shall be communicated in writing to the members of the Board of Directors. The Committee shall also send the report to the Company's Independent Auditor.

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

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

Where it deems necessary, the Committee may 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 early detection of risks.

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

The Committee may invite any manager it deems necessary to its meetings and seek their views. Furthermore, it may seek the views 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.

DUTIES AND RESPONSIBILITIES

Article 9 – The duties and responsibilities of the Early Risk Detection Committee are set out below.

- It carries out work aimed at the early identification of risks that could jeopardise the Company's existence, development and continuity, the implementation of necessary measures regarding identified risks, and the management of such risks.
- It reviews risk management systems at least once a year.
- It assesses the Company's operations and investments in the light of developments in Turkey and in other countries where the Company operates, as well as global trends and developments.
- It assists the Board of Directors in identifying existing and potential risks that need to be managed, mitigated or eliminated, in managing the identified risks, and in developing strategies for determining criteria for existing and potential risks and the reliability of these criteria.
- It assesses the compliance of the Company's operations with the risk management strategies and practices currently implemented by the Company.

OTHER MATTERS

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

Where the Committee deems it necessary, and with the authorisation of the Board of Directors, it has the authority to assign relevant departments of the Company to handle risk management matters, to review business processes, and to monitor and control whether the actions defined for risk management have been implemented.

EFFECTIVE DATE AND AMENDMENTS

Article 11 – These regulations concerning the duties and operating principles of the Early Risk Detection Committee, and any amendments thereto, shall enter into force by resolution of the board of directors.

This Early Risk Detection 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.