MINUTES OF THE ORDINARY GENERAL MEETING OF ODİNE

SOLUTİONS TEKNOLOJİ TİCARET VE SANAYİ A.Ş. FOR THE

2024 FİNANCİAL YEAR HELD ON 11/06/2025

The 2024 Financial Year Ordinary General Meeting of Odine Solutions Teknoloji Ticaret ve Sanayi Anonim Şirketi will be held on Wednesday, 11 June 2025, at 10.00 am, "*Four Points by Sheraton, Hamidiye Mahallesi, Cendere Caddesi No:15, 34406 Kağıthane, Istanbul,* Turkey", under the supervision of Mr Sezer BEKTAŞ, the Ministry Representative appointed by the Istanbul Governorate's Provincial Directorate of Trade via its letter dated 10 June 2025 and numbered 000110095791

The notice of the meeting, containing the date, time, venue and agenda of the meeting as required by the Turkish Commercial Code, the Capital Markets Law and the Articles of Association, was published within the statutory timeframe in the Turkey Trade Register Gazette, issue No. 11334 dated 20/05/2025, on the Company's website at www.odine.com, on the Public Disclosure Platform and on the Central Securities Depository & Trade Repository of Türkiye's Electronic General Meeting System, three weeks prior to the date of the general meeting, excluding the days of publication and the meeting itself.

Upon examination of the attendance list, it was confirmed that 188,789 TL of shares, representing 110,500,000 TL of the Company's total share capital, comprising 188,789 TL in shares **held in person**, 66,300,000 TL in shares **held by proxy** and 4,143,184 TL in shares held by **a representative** acting on behalf of **the depositary representative**, totalling 70,631,973 TL in shares represented at the meeting, that the minimum quorum for the meeting, as stipulated both by the Turkish Commercial Code and the Articles of Association, was present; and that Mr **Tuncer KÖKLÜ** and Ms **Müge** TUNA, members of the Company's Board of Directors, along with Mr **Selçuk ŞAHİN,** representing BDO Denet Independent Audit and Consultancy Inc., which carried out the independent external audit of the Company's 2024 financial statements,, were present at the meeting; that Mr **Ali KIZILTEPE**, who holds the 'Central Registry Agency Electronic General Meeting System Certification Expertise', had been appointed to implement the Electronic General Meeting System; and that, in accordance with paragraphs 5 and 6 of Article 1527, it was established that the company's preparations for the Electronic General Meeting had been carried out in accordance with the relevant legal regulations, as confirmed and stated by the Ministry representative, whereupon the meeting proceeded to the discussion of the agenda.

1. In accordance with the first item on the agenda, the meeting was opened simultaneously in both physical and electronic formats by Mr **Tuncer KÖKLÜ**, a member of the Board of Directors. An opening address was delivered. Those attending the meeting in person or by proxy were asked whether there were any objections. No objections were raised. A moment of silence was observed. The meeting then proceeded to the formation of the Chairmanship.

1. Ms **Nedime Hülya KEMAHLI** was proposed for the chairmanship of the meeting via a motion signed by Mr **Fırat Kerim ERSOY**'s proxy, Mr **Osman Ozan KOYMATLI**, a lawyer. No other proposals were made. The motion was put to the vote. As a result of the vote, it was decided by **a MAJORITY VOTE** of those present that Ms **Nedime Hülya KEMAHLI** be elected as Chair of the Meeting, with 144,887,970 votes in favour and 3 votes against.

In accordance with the relevant legislation, the Chair appointed Ms **Huriye TAM** as the Minutes Secretary and Mr **Muhammet YEŞİL** as the Vote Counter.

The Chair read out the agenda and asked whether there were any requests to amend the order of the agenda or to add items to it. It was noted that there were no such requests.

2- The meeting proceeded to the reading of the Board of Directors' Activity Report for the 2024 financial year, covering the accounting period from 1 January 2024 to 31 December 2024. As the Board of Directors' Activity Report had been published on the company's corporate website at www.odine.com, on the Public Disclosure Platform and on the Central Registry Agency A.Ş.'s E-General Meeting System, and was available at the company's registered office, a motion signed by **Fırat Kerim ERSOY**'s proxy, Mr **Osman Ozan KOYMATLI**, proposing that it be deemed "read" Following a vote on the motion signed by **Osman Ozan KOYMATLI**, solicitor and proxy for **Fırat Kerim ERSOY**, regarding its acceptance as "read", it was resolved by **a MAJORITY VOTE** of the members present, with 144,887,970 votes in favour and 3 votes against, that the Board of Directors' Activity Report for the year 2024 be deemed to have been read.

The Board of Directors' Activity Report was opened for discussion. No one took the floor.

3- The summary of the Independent Audit Firm's report covering the Company's 2024 financial year, spanning the accounting period from 1 January 2024 to 31 December 2024, was read out by Mr **Selçuk ŞAHİN** on behalf of BDO Denet Independent Audit and Consultancy Inc., which carried out the independent external audit of the Company's 2024 consolidated financial statements.

4- The meeting proceeded to agenda item 5, concerning the discussion and approval of the Company's consolidated Balance Sheet and Income Statement for the 2024 financial year, covering the accounting period from 1 January 2024 to 31 December 2024. As the Consolidated Financial Statements for the 2023 financial year have been published on the Company's corporate website at www.odine.com, on the Public Disclosure Platform and on the Central Registry Agency A.Ş.'s E-General Meeting System, and were available at the Company's registered office, a motion signed by Mr **Osman Ozan KOYMATLI**, solicitor and proxy for **Fırat Kerim ERSOY**, was put to the vote regarding the Consolidated Financial Statements for the 2024 financial year being deemed to have been read and presented to the General Meeting in summary form. As a result of the vote, it was resolved by **a MAJORITY VOTE** of the members present, with 144,887,970 votes in favour and 3 votes against, to read out the main headings of the consolidated balance sheet and income statement for the 2024 financial year.

Mr **Ali YÖNEY**, on behalf of the Company, provided information to the shareholders regarding the consolidated financial statements. The item was opened for discussion. No one took the floor.

The item was put to the vote. As a result of the vote, it was resolved by **a MAJORITY VOTE** of the members present, with 144,887,970 votes in favour and 3 votes against, to approve the Company's consolidated financial statements for the 2024 financial year covering the accounting period from 1 January 2024 to 31 December 2024.

5. In accordance with item 5 of the agenda, the meeting proceeded to the discharge of the members of the Board of Directors. The discharge of the members of the Board of Directors was put to the vote. The members of the Board of Directors did not exercise their voting rights arising from their own shares during the discharge vote. As a result of the vote, with regard to the 2024 financial year covering the accounting period from 1 January 2024 to 31 December 2024, and based on the period during which they held office, the Board members Mr **Alper Tunğa Sağu BURAK**, Mr **Fırat Kerim ERSOY**, Mr **Kerim Pertev ZAPSU**, Mr **Tuncer KÖKLÜ**, Mr **Gökhan GÜRCAN** and Ms **Müge TUNA** were granted discharge for their activities and conduct in 2024, with 25,727,841 votes in favour and 3 votes against, by **a MAJORITY VOTE** of those present.

6. The following proposal by the Board of Directors, dated 16 May 2025, regarding the distribution of profits for the 2024 financial year covering the period from 1 January 2024 to 31 December 2024, was read out.

"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 402,142,826 TL; and, 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 for the period of 185,711,281 TL.

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, as well as the long-term interests of our shareholders and the Company, "with the aim of strengthening the financial structure, the distributable profit for the 2024 financial year shall not be distributed; instead, after setting aside the statutory reserve, the remaining amount shall be transferred to the retained earnings account, and our proposal in this regard shall be submitted to the shareholders for approval at the 2024 Annual General Meeting"

The agenda item was opened for discussion. No one took the floor. The Board of Directors' proposal was put to the vote. The Board of Directors' proposal was approved by **a MAJORITY VOTE**, with 144,887,955 votes in favour and 18 votes against.

7. In accordance with item 7 on the agenda, the meeting proceeded to the determination of the remuneration of the members of the Board of Directors. A motion signed by **Osman Ozan KOYMATLI**, a lawyer and proxy for **Fırat Kerim ERSOY**, who was chairing the meeting, was put forward; taking into account the duties and responsibilities of the Board of Directors, it was proposed that independent Board members be paid a monthly net remuneration of 135,000.00 TL as of the date of the General Meeting, with an increase in line with the inflation rate, whilst no remuneration be paid to the other Board members. The motion was put to the vote. As a result of the vote, the resolution was passed by **a MAJORITY VOTE**, with 143,044,786 votes in favour and 1,843,187 votes against.

8. In accordance with Agenda Item 8, the Board of Directors' resolution dated 24 April 2025 and numbered 2025/09, regarding the appointment of BDO Denet Independent Audit and Consultancy Inc.as the independent auditor for the audit of the Company's accounts and transactions for the financial year 1 January 2025 – 31 December 2025, in accordance with both the Capital Markets Law and relevant legislation, as well as the Turkish Commercial Code and relevant legislation, was read out. It was put to the vote,

As a result of the vote, BDO Denet Independent Audit and Consultancy A.Ş., registered with the Istanbul Trade Registry under Trade Registry Number 254683, with its registered office at Maslak Mah. Park Plaza, Eski Büyükdere Caddesi No. 14, 4th Floor, 34398 Sarıyer /ISTANBUL, registered with the Istanbul Trade Registry under Trade Registry Number 254683, was elected as the Company's Independent Auditor for the financial year from 1 January 2025 – 31 December 2025 financial year, was elected as the Company's Independent Auditor by a **MAJORITY VOTE** of the members present, with 144,887,970 votes in favour and 3 votes against.

9. The meeting proceeded to Agenda Item 9, concerning the provision of information to the General Meeting regarding donations and aid made in 2024, and the discussion and resolution of the Board of Directors' proposal regarding the upper limit for donations to be made during the financial year 01.01.2025 – 31.12.2025.

Shareholders were informed that, within the upper limit approved at the Company's 2023 Annual General Meeting, the Company had not made any donations or contributions in 2024. No one took the floor.

The Board of Directors' proposal, dated 16 May 2025, to set the upper limit for donations to be made during the financial year from 1 January 2025 to 31 December 2025 at 5,000,000.00 TL, in accordance with capital markets legislation, the provisions of the Articles of Association and the donation policy, was read out, and the matter was opened for discussion. No one took the floor. The matter was put to the vote. As a result of the vote, in accordance with capital markets legislation, the provisions of the Articles of Association and the donation policy, the upper limit for donations by our Company for the financial year 1 January 2025 to 31 December 2025 was set at 5,000,000.00 (five million) TL, with 143,044,786 votes in favour and 1,843,187 votes against, and the resolution was passed by **a MAJORITY VOTE** present.

10. The meeting proceeded to Agenda Item 10, which concerns the provision of information to shareholders regarding payments made to Board Members and Senior Executives under the "Remuneration Policy", in accordance with the Corporate Governance Principles. Shareholders were informed that, in accordance with the resolution adopted at the 2023 Annual General Meeting, for the 2024 financial year, payments of directors' fees made solely to independent Board members and payments made to senior executives comprising the Company's Managing Director and Deputy Managing Directors had been disclosed to the public on a cumulative basis in Note 3/c of the Company's financial statements. No one took the floor.

11. Permission was granted to shareholders exercising controlling influence, members of the Board of Directors, senior executives and their spouses and relatives by blood or marriage up to the second degree, in accordance with
Articles 395 and 396 of the Turkish Commercial Code, and to provide shareholders with information regarding transactions carried out within this scope during 2024, in accordance with Article 11 of the Capital Markets Board's Corporate Governance Communiqué.

The proposal to grant authorisation to members of the Board of Directors to 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', was put to the shareholders for approval. As a result of the vote, with 472 votes against
25,727,372 votes in favour, it was resolved **by a MAJORITY VOTE** to grant such authorisation.

In accordance with the Capital Markets Board's Corporate Governance Communiqué, shareholders were informed that no transactions falling within this scope had been carried out during 2024 by shareholders holding controlling interests, members of the board of directors, senior executives, or their spouses and relatives by blood or marriage up to the second degree. No one took the floor.

12. The meeting proceeded to Agenda Item 12, concerning the provision of information by the Company on transactions with related parties during 2024. As set out in Note 3 to the consolidated financial statements dated 31 December 2024, information regarding transactions with related parties carried out in 2024 was provided to the shareholders. No one took the floor.

13. It was stated that all guarantees, pledges, mortgages and sureties provided by our Company during the financial period from 1 January 2024 to 31 December 2024 were provided in favour of our own legal entity, as set out in Note 16 to the consolidated financial statements as at 31 December 2024, It was also reported that no guarantees, pledges, mortgages or sureties had been provided in favour of third parties, and consequently, no income or benefit had been derived therefrom. No one took the floor.

14. Following the confirmation that the quorum required under the Turkish Commercial Code was present throughout the meeting, and as there were no further items on the agenda to be discussed, the meeting was adjourned.

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These minutes were signed at the venue of the meeting. **11/06/2025 Time: 10:59**

Ministry Representative
Sezer BEKTAŞ

Chair of the Meeting
N. Hülya KEMAHLI

Minute Secretary
Huriye TAM

Vote Counting Officer
Muhammet YEŞİL

This General Assembly Meeting Minutes 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.