ODİNE SOLUTİONS TEKNOLOJİ TİCARET VE SANAYİ A.Ş.

Internal Regulations on the Rules and Procedures of the General Meeting

INTERNAL REGULATIONS OF THE GENERAL MEETING OF ODİNE SOLUTİONS TEKNOLOJİ TİCARET VE SANAYİ ANONİM ŞİRKETİ ON THE RULES AND PROCEDURES OF THE GENERAL MEETING

PART ONE

Purpose, Scope, Legal Basis and Definitions

Purpose and Scope

ARTICLE 1 –

(1) The purpose of this Internal Regulation is to establish the operating principles and procedures of the General Meeting of Odine Solutions Teknoloji Ticaret ve Sanayi Anonim Şirketi in accordance with the Law, relevant legislation and the provisions of the Articles of Association. This Internal Regulation covers all ordinary and extraordinary general meetings of Odine Solutions Teknoloji Ticaret ve Sanayi Anonim Şirketi.

Legal Basis

ARTICLE 2–

(1) These Internal Regulations have been drawn up by the Board of Directors in accordance with the provisions of the Regulation on the Procedures and Principles Governing General Meetings of Joint-Stock Companies and on the Ministry Representatives to Be Present at Such Meetings.

Definitions

ARTICLE 3 –

(1) The following terms used in these Internal Guidelines shall have the meanings set out below:

a) Meeting: A one-day meeting of the general meeting;

b) The Act: The Turkish Commercial Code No. 6102 dated 13 January 2011,

c) Relevant Legislation: The Capital Markets Law No. 6362 and the Capital Markets Board's regulations concerning General Meetings

d) Board: The Capital Markets Board

e) Session: Each part of a meeting that is interrupted for reasons such as breaks, lunch breaks or similar;

f) Meeting: Ordinary and extraordinary general meetings,

g) Chair of the meeting: The body comprising the chairman of the board of directors (or, in his absence, the deputy chairman of the board of directors), the deputy chair of the meeting elected by the general meeting where necessary, the minute-taker appointed by the chair of the meeting, and, where the chair of the meeting deems it necessary, the vote-counting officer, in accordance with the first paragraph of Article 419 of the Act and the provisions of Article 10 of the Company's Articles of Association,

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PART TWO

Procedures and Principles Governing the General Meeting

Provisions to be Observed

ARTICLE 4 –

(1) The meeting shall be conducted in accordance with the provisions of the Act, relevant legislation and the Articles of Association relating to the General Meeting.

Entry to the meeting venue and preparations

ARTICLE 5 –

(1) The following persons may enter the meeting venue: shareholders or their representatives listed on the attendance register prepared by the Board of Directors; members of the Board of Directors; the independent auditor; the representative of the Ministry; and persons to be elected or appointed as Chair of the meeting, as well as other managers and employees of the Company. The Chief Executive Officer (CEO), Deputy Chief Executive Officers and other persons deemed appropriate by the Chair of the meeting due to their relevance to the items on the agenda shall attend the meeting. In accordance with the provisions of Article 95 of the Capital Markets Law, observers sent by the Board where deemed necessary may attend without the right to vote.

(2) Upon entry to the meeting venue, individual shareholders and representatives appointed via the electronic general meeting system (EGKS) established in accordance with Article 1527 of the Act must present their identification; representatives of individual shareholders must present both their identification and their letters of authorisation; and representatives of corporate shareholders must present their letters of authorisation and, in this manner, sign the places designated for them on the list of those present. These verification procedures shall be carried out by the board of directors, by one or more members of the board of directors appointed by the board, or by a person or persons appointed by the board of directors.

(3) The Board of Directors shall be responsible for ensuring that the meeting venue is prepared to accommodate all shareholders and that the stationery, documents, equipment and supplies required during the meeting are made available at the venue.

Opening of the Meeting

ARTICLE 6 –

(1) The meeting shall be opened at the company's registered office or, in accordance with Article 10 of the Company's Articles of Association and by resolution of the Board of Directors, at a suitable venue in the city where the company's registered office is situated, at a time previously announced, by the Chairman of the Board of Directors, the Deputy Chairman, or one of the members of the Board of Directors, upon the verification by a minutes record that the quorums specified in Articles 418 and 421 of the Act have been met.

Formation of the Chair of the Meeting

ARTICLE 7 –

(1) In accordance with the provisions of Article 10 of the Company's Articles of Association, the Chair of the Board of Directors, or in their absence the Deputy Chair, shall act as the Chair of the Meeting. In accordance with the provisions of Article 6 of these Internal Regulations, under the supervision of the person opening the meeting, a Deputy Chair—who need not be a shareholder—shall also be elected from among the proposed candidates, if deemed necessary, to be responsible for the management of the General Meeting.

(2) The Chair shall appoint at least one minute-taker and, if deemed necessary, a sufficient number of ballot counters.

(3) The Chair of the meeting is authorised to sign the minutes of the meeting and any other documents forming the basis of those minutes.

(4) When presiding over the general meeting, the Chair shall act in accordance with the Act, the Articles of Association and the provisions of these Internal Regulations.

Duties and Powers of the Chair of the Meeting

ARTICLE 8 –

(1) Under the chairperson's leadership, the chairperson shall perform the duties set out below:

a) To verify whether the meeting is being held at the address stated in the notice and, if specified in the Articles of Association, whether the venue complies with such provisions.

b) To verify whether the general meeting has been convened by means of a notice published on the website of companies required to maintain a website, as specified in the Articles of Association, and in the Turkish Trade Register Gazette, to examine whether this notice was issued at least three weeks prior to the meeting date, excluding the days of the notice and the meeting, and whether shareholders listed in the share register, as well as shareholders who had previously provided the company with share certificates or documents proving share ownership and notified their addresses, were notified of the meeting date, agenda and the newspapers in which the notice was published or is to be published by registered post with return receipt and to record this in the minutes of the meeting. The first paragraph of Article 414 of the Act shall not apply to registered shares that are traded on the stock exchange.

c) To verify whether persons not authorised to enter the meeting venue have entered the meeting, and whether the duties stipulated in the second paragraph of Article 5 of these Internal Regulations regarding entry to the meeting venue have been fulfilled by the board of directors.

d) If amendments have been made, to ensure that the following documents, including such amendments, are available: i. the Articles of Association, ii. the share register, iii. the Board of Directors' annual activity report, iv. the independent auditor's reports, v. the financial statements, vi.the agenda; vii. if an amendment to the Articles of Association is on the agenda, the draft amendment prepared by the Board of Directors, the letter of authorisation obtained from the Ministry of Trade with the Capital Markets Board's favourable opinion and the attached draft amendment; viii. the list of attendees drawn up by the Board of Directors; ix. if the general meeting has been convened following an adjournment, the minutes of the adjournment relating to the previous meeting; and x. to ascertain whether all other necessary documents relating to the meeting are present at the venue in their entirety and to record this in the minutes of the meeting.

e) To verify the identity of those attending the General Meeting in person or by proxy by having them sign the attendance list, in the event of an objection or where necessary, and to verify the authenticity of the proxy documents.

f) To ascertain whether the authorised members, at least one member of the board of directors and the independent auditor are present at the meeting, and to record this in the minutes of the meeting.

g) To chair the proceedings of the general meeting in accordance with the agenda; to prevent the meeting from straying from the agenda, save where exceptions are provided for by law; to maintain order during the meeting; and to take the necessary measures to this end.

ğ) To open and close sessions and adjourn the meeting.

h) To read out or have read out to the general meeting any decisions, draft resolutions, minutes, reports, proposals and similar documents relating to the matters under discussion, and to give the floor to those wishing to speak on these matters.

ı) To conduct voting on decisions to be taken by the general meeting and to announce the results.

i) To ensure that the minimum quorum for the meeting is maintained at the beginning, during and at the end of the meeting, and to verify that decisions are taken in accordance with the quorums stipulated in the Act and the Articles of Association.

j) To announce to the general meeting any notifications made by the representatives specified in Article 428 of the Act. Subject to the provisions of Article 30.4 of the Capital Markets Act.

k) In accordance with Article 436 of the Act, to prevent those deprived of voting rights from casting votes on the resolutions specified in that Article, and to ensure compliance with any restrictions on voting rights and the exercise of preferential voting rights imposed by the Act and the Articles of Association.

l) At the request of shareholders holding one-twentieth of the share capital, to postpone the discussion of the financial statements and related matters to a meeting to be held one month later, without the need for the general meeting to pass a resolution on this matter.

m) To ensure that minutes of the general meeting are drawn up, to record any objections in the minutes, to sign the resolutions and minutes, and to specify in the minutes of the meeting, in a manner leaving no room for doubt, the votes cast in favour of and against the resolutions adopted at the meeting.

n) To hand over the minutes of the meeting, the Board of Directors' annual activity report, the auditors' reports (in companies subject to audit), the financial statements, the list of attendees, the agenda, the motions, the ballot papers and minutes of any elections (if any), and all documents relating to the meeting to one of the Board of Directors' members present at the conclusion of the meeting, by means of a written record.

Procedures to be carried out before proceeding to the discussion of the agenda

ARTICLE 9 –

(1) The chair of the meeting shall read out the agenda to the general meeting or have it read out. The chair shall ask whether there are any proposals to amend the order in which the agenda items are to be discussed; if there is a proposal, this shall be submitted to the general meeting for approval. The order in which the agenda items are discussed may be amended by a majority decision of the votes cast by those present at the meeting.

The agenda and the discussion of agenda items

ARTICLE 10 –

(1) The agenda of an ordinary general meeting must include the following items:

a) Opening of the meeting and appointment of the chair.

b) Consideration of the Board of Directors' annual activity report, the independent auditor's reports and the financial statements.

c) Discharge of the members of the Board of Directors.

(c) Election of Board of Directors members whose terms have expired and of the independent audit firm.

d) Determination of the remuneration of Board of Directors members, including attendance fees, bonuses and other entitlements.

e) Determination of the manner of use and distribution of profits, and the ratios of profit shares.

f) Discussion of any amendments to the Articles of Association, if any.

g) Any other matters deemed necessary.

(2) The agenda of an extraordinary general meeting is determined by the reasons necessitating the meeting.

(3) Except for the exceptions set out below, matters not included on the agenda may not be discussed or resolved:

a) If all shareholders are present, an item may be added to the agenda by unanimous consent. **<u>Pursuant to the provisions of Article 29 of the Capital Markets Law, matters which the Board requests be discussed or brought to the attention of the shareholders must be included on the agenda of the general meeting.</u>**

b) Pursuant to Article 438 of the Act, any shareholder's request for a special audit shall be decided upon by the general meeting, regardless of whether it appears on the agenda.

c) Matters concerning the removal of members of the board of directors and the election of new members are deemed to be related to the item on the discussion of the year-end financial statements and, upon request, are discussed and decided upon directly, regardless of whether a relevant item is included on the agenda.

(c) Even if no relevant item appears on the agenda, where there are valid grounds such as corruption, incompetence, breach of the duty of loyalty, difficulty in performing duties due to membership of multiple companies, incompatibility, or abuse of influence, the removal of members of the board of directors and the election of their successors shall be placed on the agenda by a majority vote of those present at the general meeting.

(4) An agenda item that has been discussed and decided upon at the general meeting may not be reconsidered and decided upon again unless a unanimous decision is reached by those present.

(5) Matters requested by the Ministry to be discussed at the company's general meeting, whether as a result of an audit or for any other reason, shall be included on the agenda.

(6) The agenda is determined by the person convening the general meeting.

Speaking at the meeting

ARTICLE 11 –

(1) Shareholders or other interested parties wishing to speak on the agenda item under discussion shall notify the chair of the meeting. The chair shall announce to the general meeting the persons who are to speak and shall grant them the right to speak in the order in which they applied. A person whose

turn to speak has come but who is not present at the meeting venue shall forfeit their right to speak. Speeches shall be made from the designated area, addressed to the general meeting. Individuals may agree amongst themselves to swap speaking order. Where a time limit is imposed on speeches, a person whose turn has come and who is speaking may, upon the expiry of their allotted time, continue their speech only if the next person in the order of speaking grants them the right to do so, provided that the speech is completed within that person's allotted speaking time. The speaking time may not be extended in any other manner.

(2) The chair of the meeting may grant the floor to members of the board of directors and the auditor who wish to make statements regarding the matters under discussion, without regard to the order of speaking.

(3) The duration of speeches shall be determined by the general meeting, upon the proposal of the chair or the shareholders, taking into account the density of the agenda, the number and importance of the matters to be discussed, and the number of persons wishing to speak. In such cases, the general meeting shall decide, by separate votes, first on whether it is necessary to limit speaking time and then on the duration of such a limit.

(4) In accordance with Article 1527 of the Act, the procedures and principles set out in the said article and its subsidiary regulations shall apply to the submission of views and proposals by shareholders or their representatives participating in the general meeting via electronic means.

Voting and voting procedures

ARTICLE 12 –

(1) Before voting commences, the chair of the meeting shall explain the matter to be voted on to the general meeting. If a draft resolution is to be put to the vote, it shall be set out in writing and read out before voting commences. Once it has been announced that voting is to commence, requests to speak may only be made regarding the procedure. At this stage, if a shareholder has requested the floor but has not been granted the floor, they may exercise their right to speak provided they remind the Chair and the Chair confirms this. No further requests to speak shall be granted once voting has commenced.

(2) Votes on matters discussed at the meeting shall be cast by a show of hands, by standing up, or by stating 'in favour' or 'against' individually. These votes shall be counted by the chair of the meeting. Where necessary, the chair may appoint a sufficient number of persons to assist with the counting of votes. Those who do not raise their hands, stand up or make any statement whatsoever shall be deemed to have voted 'against', and such votes shall be considered, for the purposes of the assessment, as having been cast against the relevant resolution.

(3) In accordance with Article 1527 of the Act, the procedures and principles set out in the said article and its subsidiary regulations shall apply to the casting of votes by shareholders or their representatives participating in the general meeting via electronic means.

(4) Pursuant to the provisions of Article 10 of the Company's Articles of Association, Group (A) shareholders are entitled to 5 (five) votes for each share they hold, whilst Group (B) shareholders are entitled to 1 (one) vote for each share they hold. When casting votes, the provisions of the Turkish Commercial Code, the Capital Markets Law and other relevant legislation shall be complied with.

Drawing up the minutes of the meeting

ARTICLE 13 –

(1) The chair of the meeting shall sign an attendance list showing the shareholders or their representatives, the shares they hold, their groups, numbers and nominal values; ensuring that the minutes clearly set out, in summary form, the questions asked and the answers given at the general meeting, as well as the resolutions adopted and the number of votes in favour and against each resolution, and that the minutes are drawn up in accordance with the principles set out in the Act and relevant legislation.

(2) The minutes of the general meeting shall be drawn up at the venue and during the meeting, either by typewriter, computer or by hand in legible ink. For the minutes to be typed on a computer, a printer capable of producing printouts must be available at the venue.

(3) The minutes shall be drawn up in at least two copies, and each page of the minutes shall be signed by the chair of the meeting and, if present, by the representative of the Ministry.

(4) The minutes must include: the company's registered name; the date and venue of the meeting; the total nominal value and number of the company's shares; the total number of shares represented at

the meeting, both in person and by proxy; the name and surname of the Ministry representative, if present, together with the date and reference number of the letter of appointment; if the meeting is convened by public notice, the manner in which the invitation was issued; and if the meeting is held without public notice, a statement to that effect.

(5) The number of votes cast in relation to the resolutions adopted at the meeting shall be stated in the minutes in both figures and words, in a manner leaving no room for doubt.

(6) The first names and surnames of those who voted against the resolutions adopted at the meeting and who wish to have their dissent recorded in the minutes, together with the grounds for their dissent, shall be recorded in the minutes.

(7) Where the grounds for dissent are submitted in writing, this document shall be appended to the minutes. The minutes shall state the first name and surname of the partner or their representative expressing dissent, and shall indicate that the written statement of dissent is attached. The written statement of dissent appended to the minutes shall be signed by the chair of the meeting and, if present, the representative of the Ministry.

Procedures to be carried out at the end of the meeting

ARTICLE 14—

(1) At the conclusion of the meeting, the chairperson shall hand over a copy of the minutes and all other documents relating to the general meeting to one of the members of the board of directors present at the meeting. This shall be recorded in a separate minutes drawn up between the parties.

(2) The Board of Directors is obliged, within a maximum of fifteen days from the date of the meeting, to submit a notarised copy of the minutes to the Commercial Registry Office and to have the matters subject to registration and publication as set out in these minutes registered and published.

(3) The minutes shall also be published on the website by companies required to maintain a website within five days of the date of the general meeting at the latest.

(4) The chair of the meeting shall also provide the Ministry representative, if present, with a copy of the attendance list, the agenda and the minutes of the general meeting.

(5) <u>Compliance with other announcement and notification requirements set out in the relevant regulations of the Capital Markets Board shall be ensured.</u>

Participation in the meeting via electronic means

ARTICLE 15—

(1) Where the option to participate in the general meeting electronically is provided for under Article 1527 of the Act, the procedures to be carried out by the board of directors and the chair of the meeting shall be performed in accordance with Article 1527 of the Act and the relevant legislation.

PART THREE

Miscellaneous Provisions

Participation of the Ministry's representative and documents relating to the general meeting

ARTICLE 16 –

(1) The provisions of the Regulation on the Procedures and Principles of General Meetings of Joint-Stock Companies and on Ministry Representatives Attending Such Meetings shall apply in respect of meetings where the attendance of a Ministry representative is mandatory, concerning the request for such a representative and the duties and powers of that representative.

(2) Compliance with the provisions of the Regulation referred to in the first paragraph is mandatory in respect of those entitled to attend the general meeting, the preparation of the list of attendees, the proxy documents to be used at the general meeting, and the drafting of the minutes of the meeting.

Situations not provided for in these Internal Guidelines

ARTICLE 17 –

(1) Should a situation arise at a meeting that is not provided for in these Internal Guidelines, action shall be taken in accordance with the decision taken by the General Assembly.

Adoption and amendments to the Internal Regulations

ARTICLE 18 –

(1) These Internal Guidelines shall be brought into force by the Board of Directors, following approval by the General Meeting of Odine Solutions Teknoloji Ticaret ve Sanayi Anonim Şirketi and shall be registered and published. Any amendments to these Internal Guidelines shall be subject to the same procedure.

Entry into force of the Internal Regulations

ARTICLE 19 –

(1) These Internal Regulations were adopted at the general meeting of Odine Solutions Teknoloji Ticaret ve Sanayi Anonim Şirketi held on 17 October 2023 and shall enter into force on the date of their registration and publication in the Turkish Trade Register Gazette.

This Internal Guidelines for General Assembly 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.