PROXY STATEMENT

ODİNE SOLUTIONS TEKNOLOJİ TİCARET VE SANAYİ ANONİM ŞİRKETİ

To represent me, cast votes and act on my behalf in accordance with the views set out below at the 2023 Annual General Meeting of Odine Solutions Teknoloji Ticaret ve Sanayi Anonim Şirketi, to be held on Wednesday, 14 August 2024, at 10:00, at the address “Istanbul Province, Hilton Istanbul Maslak – Büyükdere Caddesi No. 233, Maslak, Sarıyer”, I hereby authorise the person detailed below to represent me, cast votes, make proposals and sign the necessary documents in accordance with the views set out below … .... as my proxy.

Proxy’s (*)
First Name / Surname / Business Name :
Turkish ID No / Tax No, Commercial Register No and MERSIS No:

(*) For foreign representatives, the equivalent of the aforementioned information must be provided, if available.

A) SCOPE OF REPRESENTATION

The scope of the power of representation must be determined by selecting one of the options (a), (b) or (c) for sections 1 and 2 set out below.

1. Regarding matters on the General Meeting agenda;
   a. The proxy is authorised to vote in accordance with their own opinion
   b. The proxy is authorised to vote in accordance with the proposals of the company’s management.
   c. The proxy is authorised to vote in accordance with the instructions set out in the table below.

INSTRUCTIONS:
Should the shareholder select option (c), instructions regarding a specific agenda item are given by ticking one of the options provided opposite the relevant General Meeting agenda item (accept or reject) and, if the ‘reject’ option is selected, by specifying any dissenting opinion to be recorded in the minutes of the General Meeting, if applicable.

Agenda items (*)	Approved	Reject	Dissent Statement
1. Opening of the meeting and appointment of the Chair,			
2. Authorisation of the Chair of the Meeting to sign the Minutes of the General Assembly Meeting			
3. Reading and discussion of the Board of Directors’ Activity Report for the 2023 financial year,			
4. Reading of the summary of the Independent Audit Firm’s Report for the 2023 financial year,			
5. Reading, discussion and approval of the consolidated balance sheets and profit and loss accounts for the 2023 financial year in accordance with the Capital Markets Board (SPK) and the Turkish Commercial Code (TTK),			
6. Discussion and resolution on the discharge of the Board of Directors members in respect of their activities and transactions during the 2023 financial year,			
7. Discussion and resolution on the Board of Directors’ proposal regarding the distribution of profits for the 2023 financial year,			
8. To discuss and resolve the election of Board of Directors members and the determination of their terms of office,			
9. To discuss and resolve the matter of the remuneration of Board of Directors members for the financial year 1 January 2024 – 31 December 2024,			
10. To discuss and resolve the Board of Directors’ proposal regarding the selection of an independent external audit firm to audit the accounts and transactions for the 2024 financial year, in accordance with the Turkish Commercial Code and the Capital Markets Law,			

11. Granting authorisation to members of the Board of Directors to carry out the duties specified in Articles 395 and 396 of the Turkish Commercial Code,			
12. To provide information on donations and contributions made during the 2023 financial year and to discuss and resolve the donation limit for the financial year 01.01.2024–31.12.2024,			

13. To discuss and adopt the Company's Dividend Distribution Policy in accordance with the Turkish Commercial Code, the Capital Markets Law, other relevant secondary regulations of the Capital Markets Board, and the provisions of the Company's Articles of Association,			
14. To discuss and adopt the Company's Donation Policy in accordance with the Turkish Commercial Code, the Capital Markets Law, other relevant secondary regulations of the Capital Markets Board, and the provisions of the Company's Articles of Association,			
15. To discuss and adopt the amendment to the Internal Regulations on the Procedures and Principles of the Company's General Meeting,			
16. To inform shareholders regarding the Company's Remuneration Policy in accordance with the Turkish Commercial Code, the Capital Markets Law, other relevant secondary regulations of the Capital Markets Board, and the provisions of the Company's Articles of Association,			
17. Provision of information regarding transactions carried out by the Company with related parties in 2023,			
18. To provide shareholders with information, in accordance with the regulations of the Capital Markets Board, regarding guarantees, pledges, mortgages and sureties granted by the Company in favour of third parties in 2023, and ,			
19. Closing.			

(*) The items on the agenda of the General Meeting are listed individually. If the minority has a separate draft resolution, this is also specified separately to ensure voting by proxy.

2. Special instructions regarding other matters that may arise at the General Meeting and, in particular, the exercise of minority rights:

a) The proxy is authorised to vote in accordance with their own judgement.
b) The proxy is not authorised to represent the shareholder on these matters.
c) The proxy is authorised to vote in accordance with the following special instructions.

SPECIAL INSTRUCTIONS: Any special instructions to be given to the proxy by the shareholder, if any, are set out here.

B) The shareholder shall specify the shares they wish the proxy to represent by selecting one of the following options.

1. I hereby authorise the proxy to represent my shares, the details of which are set out below.

a) Class and series:*
b) Number/Group:**
c) Quantity – Nominal value:
(c) Whether they carry voting rights:
d) Bearer or registered:*
e) Ratio of the shareholder's total shares/voting rights:

*This information is not required for shares held in book-entry form.

**For shares held in book-entry form, information relating to the group (if applicable) shall be provided in place of the number.

2. I hereby authorise a proxy to represent all my shares listed in the register of shareholders eligible to attend the general meeting, as prepared by the Central Securities Depository (MKK) one day prior to the general meeting.

SHAREHOLDER’S FIRST NAME, SURNAME OR TITLE(*)
Turkish ID No/Tax No,
Commercial Register and Number and MERSIS number:
Address:
SIGNATURE
(*) For shareholders of foreign nationality, the equivalent of the aforementioned information must be provided, if available

This Proxy Statement 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.