PROXY STATEMENT

ODİNE SOLUTIONS TEKNOLOJİ TİCARET VE SANAYİ ANONİM ŞİRKETİ

Odine Solutions Teknoloji Ticaret ve Sanayi Anonim Şirketi's General Meeting to be held on Wednesday, 11 June 2025, at 10:00 at the address "Four Points by Sheraton, Hamidiye Mahallesi, Cendere Caddesi No. 15, 34406 Kağıthane, Istanbul, Turkey", to represent me, cast votes, make proposals and sign the necessary documents in accordance with the views set out below, I hereby authorise .... ʻʼ as my proxy.

The proxy's (*)

Name / Surname / Trade Name:

Turkish ID No / Tax No, Commercial Register No and MERSIS No:

(*) For foreign proxies, 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 shall be given by ticking one of the options provided opposite the relevant General Meeting agenda item (accept or reject) and, should the 'reject' option be selected, by specifying any dissenting opinion to be recorded in the minutes of the General Meeting, if applicable.

Agenda items (*)	Approved	Reject	Statement of Dissent
1. Opening of the meeting and appointment of the Chair,			
2. Reading and discussion of the Board of Directors' Activity Report for the 2024 financial year,			
3. Reading of the summary of the Independent Audit Firm's Report for the 2024 financial year,			
4. Reading, discussion and approval of the consolidated financial statements for the 2024 financial year,			
5. Discussion and resolution on the discharge of Board of Directors members in respect of their activities and transactions for the 2024 financial year,			
6. Discussion and resolution on the Board of Directors' proposal regarding the distribution of profits for the 2024 financial year,			
7. Discussion and resolution on the remuneration of the members of the Board of Directors,			
8. To discuss and resolve on the Board of Directors' proposal regarding the selection of an independent external audit firm and the adoption of a resolution thereon,			

9. Informing shareholders regarding donations made during the 2024 financial year and discussing and approving the donation limit for the financial year 01.01.2025–31.12.2025,			

10. To provide shareholders with information regarding payments made to Board Members and Senior Executives under the "Remuneration Policy" in accordance with the Corporate Governance Principles,			
11. Granting authorisation, within the framework of Articles 395 and 396 of the Turkish Commercial Code, to shareholders exercising control over the management, members of the Board of Directors, senior executives and their spouses and relatives by blood or marriage up to the second degree; and providing shareholders with information regarding transactions carried out within this scope during 2024, in accordance with the Corporate Governance Communiqué of the Capital Markets Board,			
12. To provide information regarding transactions carried out by the Company with related parties in 2024,			
13. In accordance with the regulations of the Capital Markets Board, to provide shareholders with information regarding guarantees, pledges, mortgages and sureties granted by the Company in favour of third parties during 2024, as well as any income or benefits derived therefrom,			
14. 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 that votes are cast 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 share 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 NAME AND 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, where applicable.

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.