# ODİNE SOLUTİONS TEKNOLOJİ TİCARET VE SANAYİ A.Ş.

## REMUNERATION POLICY

Our company, **Odine Solutions Teknoloji Ticaret ve Sanayi A.Ş. ("the Company"),** hereby sets out its "Remuneration Policy"; is determined in accordance with the provisions of the Turkish Commercial Code, capital markets legislation, tax legislation and other relevant legal regulations, as well as the provisions of the Company's Articles of Association, following a recommendation by the Corporate Governance Committee and a decision by the Board of Directors, and is communicated to shareholders at the general meeting as a separate agenda item.

In determining the remuneration of members of the Company's Board of Directors and executives with managerial responsibility, the sector in which the Company operates, macroeconomic data, prevailing remuneration levels in the market, the size of the Company and its long-term objectives are taken into account.

**I) Members of the Board of Directors**

Our Company pays Board of Directors members a Board membership fee in the amount determined annually by the General Meeting.

Board members will be paid an annual fee in the amount determined by the General Meeting. When determining the remuneration levels for board members, factors such as the responsibility assumed by the board member in the decision-making process, and the knowledge, skills and competencies required of them will be taken into account; furthermore, comparisons will be made with the remuneration levels of board members at similar companies in the sector.

In the remuneration of independent Board members, care is taken to ensure that the remuneration is at a level that safeguards their independence; no share options, performance-based payment plans or dividend payments are made.

In accordance with the relevant provision of the Company's Articles of Association, no loans are granted to board members, nor are they provided with credit facilities.

Expenses incurred by members of the Board of Directors in connection with their contributions to the Company (such as travel, mobile phone and line provision, vehicle provision, insurance, etc.) may be covered by the Company.

**II. Managers with Administrative Responsibilities**

Managers with administrative responsibilities within our company, namely the Chief Executive Officer (CEO) and Deputy General Managers, are paid remuneration in an amount approved by the Board of Directors upon the recommendations of the Human Resources Directorate and the Corporate Governance Committee.

Our Company is able to reward the impact of individual employees' performance in various roles on the Company's overall performance.

Employees' remuneration is assessed and reviewed once a year, taking into account the level of their role, pay surveys, market data, economic indicators, internal pay balances and the individual's performance results.

When determining remuneration and fringe benefits for managers with administrative responsibilities, the following factors are taken into account: the scale of the Company's sales activities, the breadth of its operational scope, overseas operations, the number of employees, subsidiaries and their overall weight within the Group, the characteristics of the sector in which the Company operates, competitive conditions and the remuneration levels of comparable firms, as well as the level of knowledge, skills, competence and experience required by the role, the costs incurred, the scope of responsibility and problem-solving criteria, all within the framework of the Company's operational diversity and volume, are also taken into account. In this way, a fair and market-competitive remuneration structure is ensured within the Company.

In addition to a fixed monthly salary and performance bonuses where awarded; benefits of both a material and non-material nature may be provided, such as the provision of a mobile phone and telephone line where required by the role, vehicle and travel allowances, lunch, health insurance, bonuses calculated at title-based rates, annual leave, marriage, maternity and bereavement leave, and special occasion allowances (birth, death, marriage).

All elements of the remuneration are personalised and confidential, and are known only to the employee themselves, their managers, the Company's Human Resources Directorate and the Finance Directorate. It is essential that the employee exercises the utmost care regarding confidentiality and does not share this information with third parties or other Company employees.

The total amounts paid during the year to managers and members of the Board of Directors with administrative responsibilities, as determined in accordance with the principles set out above, are disclosed to the public on a cumulative basis via the Company's annual activity report, with a distinction made between the Board of Directors and senior management.

The Board of Directors is responsible for the implementation, development and monitoring of this Remuneration Policy.

This Remuneration Policy was adopted by Board of Directors' Resolution No. 2024/14 dated 22 July 2024 and will be presented to shareholders as a separate agenda item at the general meeting; it will also be disclosed to the public via the Company's corporate website. Any amendments to the Remuneration Policy shall be subject to the approval of the Board of Directors; shareholders shall be informed at the General Meeting for the relevant financial year, and the amendments shall be disclosed to the public on the Company's website.

This Remuneration Policy 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.