ODİNE SOLUTİONS TEKNOLOJİ TİCARET VE SANAYİ A.Ş.

DATED 08/04/2026

MINUTES OF THE ORDINARY GENERAL ASSEMBLY MEETING

FOR THE FISCAL YEAR 2025

The 2025 Fiscal Year Annual General Meeting of Odine Solutions Teknoloji Ticaret ve Sanayi Anonim Şirketi will be held on Wednesday, April 8, 2026, at 10:00 a.m., "*Four Points by Sheraton, Hamidiye Neighborhood, Cendere Street No. 15, 34406 Kağıthane, Istanbul,* Turkey," under the supervision of Mr. **Sezer BEKTAŞ,** the Ministry Representative appointed by the Istanbul Governor's Office, Provincial Directorate of Trade, via its letter dated April 7, 2026, No. 20833550

The notice of the meeting, containing the date, time, location, 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 legal timeframe in the Turkey Trade Registry Gazette, Issue No. 11544 dated March 17, 2026, 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, with the notice published three weeks prior to the general meeting date, excluding the days of publication and the meeting itself.

Upon review of the **attendance** list, it was determined that a total of 64,176,321 TL of shares were represented at the meeting, confirming that the minimum quorum required by both the Turkish Commercial Code and the Articles of Association was met. Additionally, Mr. **Tuncer KÖKLÜ and** Ms. **Müge TUNA,** members of the Company's Board of Directors, and Ms. **Dilek CANELLİ,** representing BDO Denet Independent Audit and Consulting Inc., and that Mr. **Faruk GÜLCÜ,** who holds the "Central Registry Agency Electronic General Meeting System Certification Expertise" to implement the Electronic General Meeting System, was appointed, and upon the Ministry representative's determination and statement that the Company's preparations for the Electronic General Meeting were carried out in accordance with legal regulations, as required by paragraphs 5 and 6 of Article 1527It was then determined that the company's preparations for the Electronic General Meeting had been carried out in accordance with legal regulations, as confirmed and stated by the Ministry representative, and 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 Board of Directors member Mr. **Tuncer KÖKLÜ**. An opening address was delivered. Attendees were asked whether there were any objections regarding those present in person or by proxy. No objections were raised. A moment of silence was observed. The formation of the Meeting Presidium proceeded.

1. Ms. **Nedime Hülya KEMAHLI** was nominated for the Chair of the Meeting via **a motion** signed by Attorney **Osman Ozan KOYMATLI**, the proxy of **Fırat Kerim ERSOY**. No other nominations were made. The motion was put to a vote. As a result of the vote, it was decided **by UNANIMOUS VOTE** of those present to elect Ms. **Nedime Hülya KEMAHLI** as Chairperson of the Meeting.

In accordance with relevant regulations, the Chair of the Meeting appointed Mr. **Mehmet Yusuf GÜNGÖR as** the Minutes Secretary and Mr. **Muhammet YEŞİL** as the Vote Counter.

The Chairperson read the agenda and asked if there were any requests to change the order of the agenda or to add items to it. It was determined that there were no such requests.

2- The meeting proceeded to the reading of the Board of Directors' Activity Report for the 2025 fiscal year, covering the financial period from January 1, 2025, to December 31, 2025. Since 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 Inc.'s E-General Assembly System, and was also available at the Company's headquarters, a motion signed by **Attorney Fırat Kerim ERSOY**, acting on behalf of **Osman Ozan KOYMATLI**, was submitted to consider the report "read." **Osman Ozan KOYMATLI**, was put to a vote. As a result, it was decided by **a MAJORITY VOTE** with 137,008,516 votes in favor and 1,423,805 votes against—that the Board of Directors' Activity Report for the year 2025 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 2025 fiscal year, which spans the accounting period from January 1, 2025, to December 31, 2025, was read by Ms. **Dilek CANELLİ** on behalf of BDO Independent Audit and Consulting Inc., which conducted the independent external audit of the Company's 2025 consolidated financial statements.

4- The meeting proceeded to Agenda Item 4 regarding the review and approval of the Company's 2025 fiscal year consolidated Balance Sheet and Income Statement for the financial period from January 1, 2025, to December 31, 2025. Since the Consolidated Financial Statements for the 2025 fiscal year have been published on the Company's corporate website at www.odine.com, on the Public Disclosure Platform, and on the General Assembly System of the Central Registry Agency Inc. (E-General Assembly System, and are available at the Company's headquarters, **a motion** signed by Attorney Osman Ozan KOYMATLI, the proxy of Fırat Kerim ERSOY, was put to a vote regarding the deeming of the Consolidated Financial Statements for the 2025 fiscal year as having been read and their presentation to the General Assembly in summary form. As a result of the vote, it was decided **by a unanimous vote** of the attendees to read the main headings of the consolidated balance sheet and income statement for the 2025 fiscal year.

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

The item was put to a vote. As a result of the vote, it was decided by **a MAJORITY VOTE** of the attendees to approve the 2025 fiscal year consolidated financial statements covering the accounting period from January 1, 2025, to December 31, 2025, with 138,432,306 votes in favor and 15 votes against.

5. In accordance with Agenda Item 5, the meeting proceeded to the discharge of the Board of Directors. The discharge of the Board of Directors was put to a 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, regarding the 2025 fiscal year covering the period from January 1, 2025, to December 31, 2025, and based on the period during which they served, the Board of Directors 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 acquitted for their activities and actions in 2025, and this decision was made **by a UNANIMOUS VOTE** of the attendees.

Pursuant to the Capital Markets Board's Decision No. 4/109 dated January 23, 2026, and as per the Board's Weekly Bulletin dated January 23, 2026, regarding the classification of companies into groups for the year 2026, the Company has been classified among Group 1 companies; in accordance with the mandatory corporate governance principles, the current two (two) independent Board members, Mr. **Gökhan GÜRCAN** and Ms. **Müge TUNA,** who meet all independence criteria and are currently serving; shareholders were informed that no adverse opinions were raised during the Board's decision-making body's meeting dated February 25, 2026, and numbered 10/395.

6. The Board of Directors' proposal dated March 13, 2026, regarding the distribution of profits for the 2025 fiscal year covering the period from January 1, 2025, to December 31, 2025, was read aloud.

"In accordance with the Capital Markets Board's "Communication on Principles Regarding Financial Reporting in the Capital Markets" No. II.14.1, for the 2025 fiscal year, in accordance with Turkish Accounting Standards/Turkish Financial Reporting Standards and the formats specified by the Capital Markets Board, and based on the consolidated financial statements audited by BDO Denet Independent Audit and Consulting Inc., a net period profit of 23,990794 TL net profit for the period, and 119,178,752.30 TL net profit for the period based on financial statements prepared in accordance with the relevant provisions of the Turkish Commercial Code No. 6102 and the Tax Procedure Code No. 213.

As a result of the evaluation conducted 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, it was decided by unanimous vote of the attendees at the meeting to retain the distributable profit for the 2025 fiscal year, transfer the remaining amount to the retained earnings account after setting aside the statutory reserve, and submit this proposal for approval by the shareholders at the 2025 Annual General Meeting."

The agenda item was opened for discussion. No one took the floor. The Board of Directors' proposal was put to a vote. It was decided **by UNANIMOUS VOTE** of those present to approve the Board of Directors' proposal.

7. In accordance with Agenda Item 7, the meeting proceeded to determine the remuneration of the Board of Directors members. A **motion** signed by Attorney **Osman Ozan KOYMATLI**, the proxy for **Fırat Kerim ERSOY**, submitted to the Chair of the Meeting, proposed that, taking into account the duties and responsibilities of the Board of Directors, independent Board members be paid a monthly/net amount of 170,000 (one hundred seventy thousand) TL, while no remuneration be paid to other Board members. The proposal was put to a vote. As a result of the vote, the resolution was adopted **by a majority of the votes** present, with 1,424,278 votes against and 137,008,043 votes in favor.

8. In accordance with Agenda Item 8, the audit of the Company's financial statements and transactions for the fiscal year ending – December 31, 2026, to be conducted in accordance with both the Capital Markets Law and relevant regulations, as well as the Turkish Commercial Code and relevant regulations, was read out. It was put to a vote,
As a result of the vote, BDO Independent Audit and Consulting Inc., located at Maslak Mah. Park Plaza, Eski Büyükdere Caddesi No. 14, 4th Floor, 34398 Sarıyer
/ISTANBUL, registered with the Istanbul Trade Registry under Trade Registry No. 254683, was elected as the Company's Independent Auditor for the financial period from January 1, 2026 – December 31, 2026, with 138,432,306 votes in favor and 15 votes against, the Board resolved by **a MAJORITY VOTE** of those present.

9. The meeting proceeded to Item 9 of the agenda regarding the provision of information to the General Assembly on donations and contributions made in 2025, and the discussion and resolution of the Board of Directors' proposal regarding the upper limit for donations to be made during the fiscal year from January 1, 2026, to December 31, 2026.

Shareholders were informed that, within the upper limit approved at the Company's 2024 Annual General Meeting, the Company did not make any donations or contributions in 2025. No one took the floor.

The **Board of Directors'** proposal dated **March 10**, **2026**, regarding the determination of the upper limit for donations to be made during the financial period from January 1, 2026, to December 31, 2026, at 6,500,000.00 TL, in accordance with capital markets legislation, the provisions of the Articles of Association, and the donation policy, was read aloud, and the matter was opened for discussion. No one spoke. It was put to a 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 period from January 1, 2026, to December 31, 2026, was set at 6,500,000.00 TL (Six Million Five Hundred Thousand Turkish Lira), with 137,113,827 votes in favor and 1,318,494 votes against, the decision was adopted by **a MAJORITY OF VOTES**.

10. Permission is granted to shareholders holding controlling stakes, members of the Board of Directors, senior executives, and their spouses and relatives up to the second degree by blood or marriage,
Articles 395 and 396 of the Turkish Commercial Code, and to provide shareholders with information regarding transactions conducted within this scope during 2025 in accordance with Article 10 of Capital Markets Board's Corporate Governance Circular.

The proposal to grant permission for Board of Directors members to conduct transactions under Article 395 of the Turkish Commercial Code titled “Prohibition on Transactions with the Company and Borrowing from the Company” and Article 396 titled “Prohibition on Competition” was submitted to the shareholders for approval. As a result of the vote, with 138,432,306 votes in favor and 15 votes against, it was decided to grant permission **by a majority of the votes** cast.

In accordance with the Capital Markets Board’s Corporate Governance Circular, shareholders were informed that shareholders holding controlling stakes, members of the board of directors, senior executives, and their spouses and relatives up to the second degree by blood or marriage had not engaged in any transactions within this scope during 2025. No one took the floor.

11. The meeting proceeded to Agenda Item 11, regarding the provision of information by the Company on transactions with related parties in 2025. As stated in Note 3 of the consolidated financial statements as of December 31, 2025, information regarding transactions with related parties conducted in 2025 was provided to the shareholders. No one requested to speak.

12. It was reported that all guarantees, pledges, mortgages, and sureties provided by our Company during the financial period from January 1, 2025, to December 31, 2025, were provided in favor of our own legal entity, as stated in Note 16 of the consolidated financial statements as of December 31, 2025, It was also reported that no guarantees, pledges, mortgages, or sureties were provided in favor of third parties, and consequently, no income or benefit was derived therefrom. No one requested the floor.

13. Following the determination that the quorum required by the Turkish Commercial Code was present throughout the meeting, and since there were no further items on the agenda to be discussed, the meeting was adjourned.

This minutes was signed at the meeting venue. **April 8, 2026, 10:35 AM**

Ministry Representative
Sezer BEKTAŞ

Meeting Chair
N. Hülya KEMAHLI

Minute Taker
Mehmet Yusuf GÜNGÖR

Ballot Counter
Muhammet YEŞİL