

BİRLEŞİM MÜHENDİSLİK ISITMA SOĞUTMA HAVALANDIRMA
SANAYİ VE TİCARET A.Ş.
2024 ANNUAL ORDINARY GENERAL MEETING
INFORMATION DOCUMENT

İstanbul Trade Registry

Trade Register Number: 477875-0

2024 Annual Ordinary General Meeting of our Company will be held at our Head Office, Dudullu OSB Mah., 1. Cad., Birleşim Grup No:3/1, Ümraniye - İstanbul on Thursday 22.05.2025 at 10:00 a.m to discuss and conclude the agenda stated in this letter.

Within the framework of the provisions of the Article 417 of the Turkish Commercial Code and the Communiqué No. II-13.1 of the Capital Markets Law on the Procedures and Principles of Keeping the Records of the Dematerialized Capital Market Instruments; list of the holders of the registered shares who can attend the general assembly meeting is arranged according to the "Shareholder Chart" to be provided by our Company obtained from the Central Registry Agency. More information can be obtained from the Central Registry Agency and from their website: www.mkk.com.tr.

Pursuant to Article 415 of the Turkish Commercial Code, Shareholders or their representatives whose share certificates have been dematerialized according to Central Registry Agency (MKK) regulations and whose names are on the list of attendees will be able to attend the General Meeting. Individual Shareholders will be required to present identification, and representatives of legal entities will be required to present a power of attorney. Shareholders of our company will be able to attend physically or electronically the 2023 Annual Ordinary General Meeting in person or appoint representatives to attend. Participation in the meeting through electronic environment is possible with the shareholders' or representatives' secure electronic signatures. Therefore, shareholders who want to use the Electronic General Assembly System (e-GKS) need to possess a secure electronic signature and register with the Central Securities Depository Joint Stock Company ("MKK")'s E-MKK Information Portal. Shareholders or representatives who do not register with the E-MKK Information Portal or do not possess a secure electronic signature will not be able to participate in the General Meeting electronically. Detailed information about electronic participation can be obtained from Central Securities Depository Joint Stock Company's website (<https://www.mkk.com.tr>).

Our shareholders and their representatives, who want attend the meeting electronically are required to fulfil their obligations in line with "Regulation Regarding the Electronic General Assembly of the Joint Stock Company" published on the Official Gazette dated 28.08.2012 and numbered 28395 and "Communiqué Regarding Electronic General Assembly System to be Implemented in General Assembly Meetings of the Joint Stock Companies" published on the Official Gazette dated 29.08.2012 and numbered 28396.

Our shareholders who possess electronic signatures will be able to attend the Ordinary General Assembly Meeting electronically and they may obtain information regarding electronic participation to General Meeting from the Central Registry Agency and their website www.mkk.com.tr.

Shareholders, who cannot attend the meeting in person and wish exercise their voting rights by proxy should issue power of attorney as per the example below, or obtain a sample of the proxy form from our Company's web-site at www.birlesim.com, or from Public Disclosure Platform's ("KAP") web-site www.kap.org.tr. These shareholders are required to fulfil the obligations stated in the Communiqué of the Capital Markets Board numbered II-30.1 that is published at the Official Gazett No. 28861 dated 24.12.2013. Proxies appointed electronically via the Electronic General Assembly System are not required to submit a power of attorney.

Company's 2024 Financial Statements, Annual Report and Independent Audit Report prepared according to Capital Markets regulations, will be available for review of shareholders within the legal period stated at the web-site of Central Registry Agency A.Ş. www.kap.org.tr, Electronic General Assembly System ("e-GKS") and our Company's corporate web-site, www.birlesim.com.

We would like to inform our shareholders and kindly request your presence at the place, date and time stated above.

**BİRLEŞİM MÜHENDİSLİK ISITMA SOĞUTMA HAVALANDIRMA
SANAYİ VE TİCARET A.Ş.**

MEETING AGENDA

- 1.** Opening and election of Meeting Chairmanship,
- 2.** Authorization of Meeting Chairmanship to sign the Annual General Meeting Minutes,
- 3.** Reading and discussion of the Annual Report of the Board of Directors for the fiscal year 2024,
- 4.** Reading of the Independent Auditors Report's summary for the fiscal year 2024,
- 5.** Reading, discussion, and approval of the Financial Statements for the fiscal year 2024,
- 6.** Relieve of the Board Members individually regarding their works in 2024,
- 7.** Discussion and approval on the proposal of the Board of Directors regarding the profit distribution for 2024,
- 8.** Approval of the amendment of article 6 of the Companys' Articles of Association titled "COMPANY'S CAPITAL",
- 9.** Discussion and determination of the remuneration of the members of the Board of Directors for the fiscal year 2025,
- 10.** Approval of the selection of the Independent Audit Company proposed by the Board of Directors in accordance with the Turkish Commercial Code, Capital Markets Board Regulations and Public Oversight Accounting and Auditing Standards Authority regulations.
- 11.** Informing the shareholders for the donations and aids made by the Company in the fiscal year 2024 and discussion and determination on the limits of donations and aids to be made by the Company for the fiscal year 2025,
- 12.** Discussion and determination of members of the Board of Directors to make transactions personally as required by the articles 395 and 396 of Turkish Commercial Code,
- 13.** Informing the Shareholders regarding guarantees, mortgages, surety, pledges given in favour of third persons in 2024 and the consequent income and benefits in accordance with 4th paragraph of the 12th article of the Capital Markets Board's Corporate Governance Communique no II.17.1,
- 14.** Informing the Shareholders regarding transactions the Company performed with related parties withing the fiscal year 2024 in accordance with the regulations of the Capital Markets Board,
- 15.** Wishes and opinions.

ADDITIONAL INFORMATION PROVIDED IN LINE WITH CAPITAL MARKETS BOARD CORPORATE GOVERNANCE PRINCIPLES

Among the additional disclosures required to be made according to the Communiqué on Corporate Governance” (II-17.1) of the Capital Markets Board (“CMB”) dated on January 3, 2014, the ones related to the agenda items are given below relevant agendas, while other mandatory general disclosures are presented to your information in this section:

1.1. As of the date of disclosure, the total number of shares reflecting the shareholding structure of the Company and the voting rights, the number of shares representing each privileged share group and the voting rights if the company has privileged shares

a) Shareholding Structure and Voting Rights

The upper limit of the registered capital of the Company is 300.000.000,-TL and it is divided into 300.000.000 (Threehundredmillion) shares each of which has 1 TL (one Turkish Lira) nominal value. The issued capital of the Company is 224.000.000,- TL and it is divided into 17.568.627,45 TL A Group shares and 206.431.372,55- TL B Group shares each of which has 1 TL (one Turkish Lira) nominal value. All shares are paid-in shares. As of the date of publication of this Information Letter, the shares and voting rights representing this capital are grouped as follows:

Shareholder	Amount of Nominal Shares (TL)	Ownership (%)	Rate of Voting Right (%)
Mesut ALTAN	57.987.450,60	25,89	25,89
İdris ÇAKIR	57.987.450,60	25,89	25,89
Other	108.025.098,80	48,22	48,22
TOTAL	224.000.000,00	100,00	100,00

b) Information About Privileged Shares

The issued capital of the Company is 224.000.000,- TL and its divided into 17.568.627,45- TL A Group shares and 206.431.372,55- TL B Group shares each of which has 1 TL (one Turkish Lira) nominal value. According to Article 9 of the Articles of Association titled “Board of Directors”, Group A shares hold privileged rights regarding the nomination of the Board of Directors.

2 (two) of the members of the Board of Directors shall be elected by the General Assembly from among the candidates nominated by the shareholders holding Group (A) Shares.

1.2. Any changes in the management and operational activities of the Company and major subsidiaries and affiliates of the Company realized during previous accounting period and those planned for the next accounting period to significantly affect company activities, and reasons of these changes:

There are no management or activity changes that will significantly affect our Company’s activities. Material event disclosures made by our Company within the scope of the relevant legislations can be accessed on our Company’s web-site www.birlesim.com and Public Disclosure Platform’s web-site www.kap.org.tr.

1.3. In case the general meeting agenda includes dismissal, change or election of board of directors members, the grounds for their dismissal and change and with respect to the persons whose candidacy has been declared to the corporation; their curriculum vitae, duties that they

have conducted in the last ten years and reasons for their resignation, feature and materiality level of their relation with the corporation and its related parties, whether they are independent or not, and information on similar issues which may affect the activities of the corporation should these persons are elected as members of board of directors:

None

1.4. Written requests of shareholders submitted to the Investor Relations Department for inclusion of an item into the agenda and should the board of directors have not accepted the proposals, such proposals which have not been accepted and grounds for their refusal:

No request has been submitted to the Investor Relations Department concerning a demand by the shareholders.

1.5. In case the agenda includes amendment of articles of association, relevant resolution of the board of directors and former and new versions of the articles of association:

The amendment text, approved by the Capital Markets Board and the Ministry of Commerce, regarding the amendment of Article 6 of the Company's Articles of Association titled "COMPANY'S CAPITAL" is presented in the appendix (Annex-2).

INFORMATION ON THE AGENDA ITEMS FOR THE ANNUAL GENERAL ASSEMBLY MEETING

1. Opening and election of Meeting Chairmanship,

Within the framework of the provisions of the Turkish Commercial Code (“TTK”), Articles of Association, Regulation on the Procedures and Principles of General Meetings of Joint Stock Companies and the Representatives of The Ministry of Customs and Trade” and General Assembly Internal Directive, the Presidency and the meeting chairmanship for the management of General Meeting shall be elected.

2. Authorization of Meeting Chairmanship to sign the Annual General Meeting Minutes,

Granting authority to the Board of Presidency for the purposes of signing the minutes of the meeting shall be submitted for approval.

3. Reading and discussion of the Annual Report of the Board of Directors for the fiscal year 2024

Within the framework of the provisions of the Turkish Commercial Code and the Regulations of the Capital Markets Law and relevant regulations, the Annual Report for the fiscal year 2024 that has been submitted for review of shareholders on Public Disclosure Platform, Central Registry Agency’s Electronic General Assembly System e-GKS and on Company’s web-site www.birlesim.com, within the legal period prior to the General Assembly meeting shall be read and presented to the opinion of our shareholders.

4. Reading of the Independent Auditors Report’s summary for the fiscal year 2024,

Within the framework of the provisions of the Turkish Commercial Code and the Regulations of the Capital Markets Law and relevant regulations, the Independent Auditors Report’s summary for the fiscal year 2024 that has been submitted for review of shareholders on Public Disclosure Platform, Central Registry Agency’s Electronic General Assembly System e-GKS and on Company’s web-site www.birlesim.com, within the legal period prior to the General Assembly meeting shall be read and presented to the opinion of our shareholders.

5. Reading, discussion, and approval of the Financial Statements for the fiscal year 2024,

Within the framework of the provisions of the Turkish Commercial Code and the Regulations of the Capital Markets Law and relevant regulations, the Independent Auditors Report’s summary for the fiscal year 2024 that has been submitted for review of shareholders on Public Disclosure Platform, Central Registry Agency’s Electronic General Assembly System e-GKS and on Company’s web-site www.birlesim.com, within the legal period prior to the General Assembly meeting shall be read and submitted to the opinion and approval of our shareholders.

6. Relieve of the Board Members individually regarding their works in 2024,

In line with the provisions of the Turkish Commercial Code and the Regulations, the relieve of the members of the Board of Directors individually for their company activities in 2024 shall be submitted to the approval of the General Assembly.

7. Discussion and approval on the proposal of the Board of Directors regarding the profit distribution for 2024,

The profit distribution proposal decided at the meeting of our Board of Directors meeting dated 21.04.2025 is given below.

According to the financial statements of our Company for the accounting period of 01.01.2024 - 31.12.2024, which were prepared in accordance with the provisions of the Communiqué on Principles Regarding Financial Reporting in the Capital Markets (II-14.1), and in compliance with Turkish Accounting Standards and Turkish Financial Reporting Standards (TAS/TFRS), and which have been independently audited, the Company has recorded a profit of TL 437,066,811.

According to the standalone financial statements for the same period, prepared in accordance with the Turkish Commercial Code (TCC) and Tax Procedure Law, a profit of TL 51,423,650 has been determined.

Taking into account the Turkish Commercial Code, Capital Markets Legislation and Capital Markets Board regulations, Tax Legislation, and our Company's Dividend Distribution Policy:

- It has been resolved to retain the profit earned in 2024 within the Company, and not to distribute any dividends for the year 2024, in order to support our Company's long-term strategies, to finance planned new projects, and to ensure healthy cash flow management;
- To allocate 5% of the net profit for the year 2024 as a general legal reserve pursuant to the first paragraph of Article 519 of the Turkish Commercial Code, and to transfer the remaining amount to extraordinary reserves;
- To submit these matters for the approval of shareholders at the 2024 Ordinary General Assembly Meeting;
- To approve the Dividend Distribution Table prepared in accordance with the Capital Markets Board's Communiqué on Dividends (II-19.1) and the relevant Guidelines, as presented in Annex-1;
- Additionally, to inform shareholders at the General Assembly that the prior year loss of 106.111.725 TL as reported in the financial statements for 2023 prepared in accordance with the Tax Procedure Law, has been offset against the positive differences arising from inflation adjustment, and that the prior year losses as per TMS/TFRS, will be offset in the financial statements prepared as of 2025.

This resolution will be submitted for the approval of shareholders at the General Assembly.

The Dividend Distribution Table is provided in Annex-1.

8. Approval of the amendment of article 6 of the Companys' Articles of Association titled "COMPANY'S CAPITAL",

The Articles of Association amendment text, approved by the Capital Markets Board with its letter dated 10.03.2025 and numbered E-29833736-110.04.04-69069 and by the Ministry of Commerce with its letter dated 13.03.2025 and numbered E-67300147-431.99-00107236214 and presented in Annex-2, will be submitted to the approval of the shareholders.

9. Discussion and determination of the remuneration of the members of the Board of Directors for the fiscal year 2025,

Remuneration of the members of the Board of Directors for the fiscal year 2025 will be determined at the General Assembly.

10. Approval of the selection of the Independent Audit Company proposed by the Board of Directors in accordance with the Turkish Commercial Code, Capital Markets Board Regulations and Public Oversight Accounting and Auditing Standards Authority regulations.

In accordance with the Turkish Commercial Code and the Capital Markets regulations, by the decision of the Board of Directors dated 21.04.2025, and by taking the opinion of the Audit Committee, it has been decided to select Yeditepe Bağımsız Denetim ve YMM A.Ş. to audit the financial reports of our Company for the accounting period of 01.01.2025 – 31.12.2025 and to carry

out other activities within the scope of the relevant regulations and this selection will be submitted to the approval of the shareholders.

On the other hand, the authorization of an auditor who is authorized by the Public Oversight Accounting and Auditing Standards Authority (“KGK) to conduct independent audit activities in the field of sustainability and who will be determined by the Board of Directors and announced to the public before the date of the general assembly meeting, to conduct the mandatory sustainability assurance audit of the reports to be prepared for the accounting period of 2024 and 2025 in accordance with the Turkish Sustainability Reporting Standards published by KGK, will be submitted to the approval of the shareholders.

11. Informing the shareholders for the donations and aids made by the Company in the fiscal year 2024 and discussion and determination on the limits of donations and aids to be made by the Company for the fiscal year 2025,

In accordance with the second paragraph of Article 6 of the Capital Markets Board's Communiqué on Dividends No. II-19.1, donations made by our Company in 2024 will be presented to the shareholders.

Information regarding donations and aids made by our Company between January 1, 2024 and December 31, 2024 is provided in the 2024 activity report. The information to be provided within this scope is not related to the approval of the shareholders and is for informational purposes only.

In addition, in accordance with the second paragraph of Article 6 of the Capital Markets Board's Communiqué on Dividends No. II-19.1, the limit of donations to be made for the accounting period of January 1, 2025 and December 31, 2025 will be determined by the General Assembly.

12. Discussion and determination of members of the Board of Directors to make transactions personally as required by the articles 395 and 396 of Turkish Commercial Code,

Members of the Board of Directors’ transactions within the framework of articles 395 and 396 of the Turkish Commercial Code, will be submitted to the approval of the General Assembly.

13. Informing the Shareholders regarding guarantees, mortgages, surety, pledges given in favour of third persons in 2024 and the consequent income and benefits in accordance with 4th paragraph of the 12th article of the Capital Markets Board’s Corporate Governance Communique no II.17.1,

In accordance with Article 12 of the Capital Markets Board’s Communique numbered II-17.1, shareholders shall be informed about the collaterals, pledges, liens and bails given by our Company in favor of third parties in 2024 for the purpose of carrying out its ordinary commercial activities.

14. Informing the Shareholders regarding transactions the Company performed with related parties withing the fiscal year 2024 in accordance with the regulations of the Capital Markets Board,

In accordance with the Capital Markets Board’s Corporate Governance Communique, shareholders shall be informed about the company’s transactions handled with related parties.

15. Wishes and opinions.

In this section, our shareholders who wish to speak will be given to opportunity to present their wishes and suggestions.

Annex-1: Profit Distribution Table

BİRLEŞİM MÜHENDİSLİK ISITMA SOĞUTMA HAVALANDIRMA SAN. VE TİC. A.Ş.			
2024 Dividend Distribution Table (TL)			
1 Paid-In / Issued Capital		224.000.000	
2. Total Legal Reserves (According to Legal Records)		37.037.819	
Information on privileges in dividend distribution, if any, in the Articles of Association:		There are no privileges.	
		Based On CMB Regulations	Based on Legal Records
3	Current Period Profit	527.844.671	65.040.483
4	Taxes Payable (-)	-90.777.860	13.616.833
5	Net Current Period Profit	437.066.811	51.423.650
6	Losses in Previous Years (-)	-552.598.200	-
7	Primary Legal Reserve (-)	2.571.183	2.571.183
8	Net Distributable Current Period Profit	-118.102.572	48.852.468
9	Donations Made During The Year (+)	-	-
10	Donation-Added Net Distributable Current Period Profit on which First Dividend Is Calculated	-	-
11	First Dividend to Shareholders	-	-
	* Cash	-	-
	* Stock	-	-
	* Total	-	-
12	Dividend Distributed to Owners of Privileged Shares	-	-
13	Other Dividend Distributed	-	-
	* To the Members of the Board of Directors	-	-
	* To the Employees	-	-
	* To Non-Shareholders	-	-
14	Dividend to Owners of Redeemed Shares	-	-
15	Second Dividend to Shareholders	-	-
16	Secondary Legal Reserves	-	-
17	Statutory Reserves	-	-
18	Special Reserves	-	-
19	Extraordinary Reserves	48.852.468	48.852.468
20	Other Distributable Resources	-	-

Annex-2: Articles of Association Amendment Text

OLD VERSION	NEW VERSION
<u>COMPANY'S CAPITAL</u>	<u>COMPANY'S CAPITAL</u>
Article 6- The Company has adopted registered capital system in accordance with the provisions of Capital Markets Law NO: 6362 and initiated the registered capital system with the permission of the Capital Markets Board dated 25.05.2021	Article 6- The Company has adopted registered capital system in accordance with the provisions of Capital Markets Law NO: 6362 and initiated the registered capital system with the permission of the Capital Markets

and numbered 6552. The upper limit of the Company's registered capital is 300.000.000.-TL (Three Hundred Million Turkish Liras) and it is divided into 300.000.000,00 (Three Hundred Million) registered shares, each with a nominal value of 1 (One) TL The permission provided by the Capital Markets Board for the upper limit of registered capital is valid for 5 years between 2021-2025. Even if the registered capital so permitted is not reached by the end of 2025, it is mandatory to get permission from CMB and receive authorization from the General Assembly of Shareholders for a new period for maximum 5 (five) years for such permitted or new upper limit. The Company may not increase the capital by the resolution of the Board of Directors in the event of failure to get said authorization. The issued capital of the Company is 224.000.000.-TL (TwohundredtwentyfourMillion Turkish Lira) and this capital is divided into a total of 224.000.000 registered shares, each with a nominal value of 1 TL, of which 17.568.627,45 (SeventeenmillionfivehundredandsixtyeightthousandsixhundredandtwentysevenTurkishLira and fortfiveKuruş) are in group A and 206.431.372,55 (TwohundredandsixmillionfourhundredandthirtyonethousandthreehundredandseventytwoTurkish Lira and fiftyfiveKuruş) are in group B. The issued capital in question has been paid in full free from collusion. Shares representing the capital are monitored in the form of records with in the framework of the principles dematerialization. The Company's capital could be increased or decreased if necessary, within the framework of the Turkish Commercial Code and Capital Markets Legislation. The Board of Directors is authorized to increase the issued capital by issuing new shares, to issue privileged shares or shares above or below their value and to restrict the rights of shareholders to aquire new shares partially or completely and to make decision on these matters when deemed necessary in accordance with the provisions of the Capital Markets Law provided that it remains within the registered capital ceiling. In capital increases, Group A Shares will be issued in Exchange for Group A Shares and	Board dated 25.05.2021 and numbered 6552. The upper limit of the Company's registered capital is 2.500.000.000.TL (Twobillionfivehundredmillion Turkish Liras) and it is divided into 2.500.000.000 (Twobillionfivehundredmillion) registered shares, each with a nominal value of 1 (One) TL The permission provided by the Capital Markets Board for the upper limit of registered capital is valid for 5 years between 2025-2029. Even if the registered capital so permitted is not reached by the end of 2029, it is mandatory to get permission from CMB and receive authorization from the General Assembly of Shareholders for a new period for maximum 5 (five) years for such permitted or new upper limit. The Company may not increase the capital by the resolution of the Board of Directors in the event of failure to get said authorization. The issued capital of the Company is 224.000.000.-TL (TwohundredtwentyfourMillion Turkish Lira) and this capital is divided into a total of 224.000.000 registered shares, each with a nominal value of 1 TL, of which 17.568.627,45 (SeventeenmillionfivehundredandsixtyeightthousandandsixhundredandtwentysevenTurkishLira and fortfiveKuruş) are in group A and 206.431.372,55 (TwohundredandsixmillionfourhundredandthirtyonethousandthreehundredandseventytwoTurkishLira and fiftyfiveKuruş) are in group B. The issued capital in question has been paid in full free from collusion. Shares representing the capital are monitored in the form of records with in the framework of the principles dematerialization. The Company's capital could be increased or decreased if necessary, within the framework of the Turkish Commercial Code and Capital Markets Legislation. The Board of Directors is authorized to increase the issued capital by issuing new shares, to issue privileged shares or shares above or below their value and to restrict the rights of shareholders to aquire new shares partially or completely and to make decision on these matters when deemed necessary in accordance with the provisions of the Capital Markets Law provided that it remains within
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Group B Shares will be issued in Exchange for Group B Shares to represent the increased capital. In case of restriction of rights to acquire new shares, the shares to be issued will be Group B Shares. The authority to restrict the new shares acquisition rights cannot be used in a way that would create inequality between shareholders. New shares cannot be issued unless the issued shares are sold in full and paid for. Provided that it complies with capital markets regulations, Group A shares remaining due to unused new share purchase rights during the exercise of new share purchase rights are sold with the purchasing priority being given to Group A shareholders. Group A shareholders cannot pledge their Group A shares against debt, use these shares as collateral or otherwise restrict these shares without the prior approval of other Group A shareholders. In capital increases, bonus shares are distributed to the existing shares on the date of the increase.	the registered capital ceiling. In capital increases, Group A Shares will be issued in Exchange for Group A Shares and Group B Shares will be issued in Exchange for Group B Shares to represent the increased capital. In case of restriction of rights to acquire new shares, the shares to be issued will be Group B Shares. The authority to restrict the new shares acquisition rights cannot be used in a way that would create inequality between shareholders. New shares cannot be issued unless the issued shares are sold in full and paid for. Provided that it complies with capital markets regulations, Group A shares remaining due to unused new share purchase rights during the exercise of new share purchase rights are sold with the purchasing priority being given to Group A shareholders. Group A shareholders cannot pledge their Group A shares against debt, use these shares as collateral or otherwise restrict these shares without the prior approval of other Group A shareholders. In capital increases, bonus shares are distributed to the existing shares on the date of the increase.
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This statement has been translated into English for informational purposes. In case of a discrepancy between the Turkish and the English versions of this disclosure statement, the Turkish version shall prevail.