

**BİRLEŞİM MÜHENDİSLİK ISITMA SOĞUTMA HAVALANDIRMA
SANAYİ VE TİCARET A.Ş.
MINUTES OF THE ORDINARY GENERAL ASSEMBLY MEETING FOR THE
YEAR 2025
HELD ON 28/04/2026**

Ordinary General Assembly Meeting of Birleşim Mühendislik Isıtma Soğutma Havalandırma Sanayi ve Ticaret Anonim Şirketi for the year 2025 was held on Tuesday, 28.04.2026 at 10:00 at Dudullu Organize Sanayi Bölgesi 1.Cad. No:3 Ümraniye/İstanbul, under the supervision of Ministry Representative Mrs. Aysun ARASOĞLU, appointed Istanbul Provincial Directorate of Commerce with the directive dated 27/04/2026 and numbered E-90726394-431.03-00121576405.

In accordance with the Law and the Articles of Corporation; invitation to the meeting, including the agenda, has been published in the Turkish Trade Registry Gazette dated 03.04.2026 with number 11556, on the Electronic General Assembly System at the website of the Central Registry Agency, on our Company website at www.birlesim.com and on the Public Disclosure Platform (KAP) on 31.03.2026. Consecutively, the meeting was held within the legal period.

According to the attendance list, it was understood that out of the 224.000.000 total shares corresponding the Company's total capital of 224.000.000 TL, 116.425.459,998 shares were represented in person and 1.935 shares were represented by proxy, corresponding to a total capital of 116.427.394,998 TL, and thus the minimum meeting quorum was present in accordance with the Law and the Articles of Corporation.

The Chairman of the Board of Directors Mr. Mesut ALTAN, the Deputy Chairman of the Board of Directors Mr. İdris ÇAKIR, the Ministry Representative Mrs. Aysun ARASOĞLU, and Mr. Hasan ERSİN on behalf of the independent audit company were present at the meeting.

According to the 5th and 6th paragraphs of Article 1527 of the Turkish Commercial Law, it has been determined that the Company has carried out its electronic general assembly preparations in accordance with legal regulations. To use the electronic general assembly system, Mr. Ersin KOCA, who holds "Central Registry Agency Electronic General Assembly System Expertise" Certificate, was appointed by the Meeting Presidency and the General Assembly was initiated physically and electronically simultaneously in line with the pre-set agenda.

Since the meeting quorum was present and there were no objections, with the permission of the Ministry Representative, Chairman of the Board of Directors Mr. Mesut ALTAN started the meeting physically and electronically. Before starting to discuss the agenda items, Meeting Chairman Mr. Mesut ALTAN explained the voting method that will be used physically. It was mentioned that; as stated in the Law, Articles of Corporation and the Company's Internal Directive (without prejudice to the electronic vote counting regulations), voting was to be done openly and by raising hand by the shareholders who physically attend the meeting, and the shareholders who will reject any item was to declare their rejection verbally. It has also been stated that shareholders who do not raise their hands or respond verbally, were to be accepted to vote negatively to that item.

- 1- In accordance with Article 1 of the Agenda, the Meeting Management, who will be responsible for the management of the Ordinary General Assembly was selected. In

accordance with the provision of Article 15 of the Company's articles of corporation, the Chairman of the Board of Directors, Mr. Mesut ALTAN was assigned as the Chairman of the Meeting. Then, Mr. Erdal ASLAN was appointed as the Meeting Secretary and Mr. Mert ASLAN was appointed as Vote Collector by the President of the Meeting.

- 2- Authorization of the Meeting Chairman to sign the meeting minutes was voted. The authorization of the Meeting Chairman to sign the meeting minutes on behalf of the General Assembly was accepted by majority of votes with 116.427.393,998 votes in favour and 1 vote against.
- 3- As per item 3 of the agenda, the Annual Activity Report of the Board of Directors for the year 2025 was to be read. The proposal made by the Chairman of the Board of Directors, Mesut ALTAN regarding the Board of Directors Activity Report being deemed read, since the report was published on the Public Disclosure Platform (KAP), the Company's corporate website and the MKK's electronic general assembly portal within the legal period was submitted to the review of the shareholders and was accepted by majority of votes with 116.425.459,998 votes in favour and 1.935 vote against. The activity report was opened for discussion. Nobody took the floor. The agenda item was not subject to a vote, and it was informed to the shareholders that the item would not be voted on.
- 4- As per article 4 of the agenda, summary of the Independent Audit Report for the year 2025 prepared by Yeditepe Bağımsız Denetim ve YMM A.Ş. was read by Hasan ERSİN. The Independent Audit Report for 2025 was opened for discussion. Nobody took the floor. The Chairman of the meeting stated that this item was for informational purposes and would not be voted on.
- 5- As per item 5 of the agenda the consolidated financial statements for the year 2025 was to be read. The proposal made by the Chairman of the Board of Directors, Mesut ALTAN regarding the financial statement for the year 2025 being deemed read, since the report was published on the Public Disclosure Platform (KAP), the Company's corporate website and the MKK's electronic general assembly portal within the legal period was submitted to the review of the shareholders and was approved by majority of votes with 116.427.393,998 votes in favour and 1 vote against. Financial statements were opened for discussion. The agenda item was submitted to vote. The consolidated financial statements for the accounting period 01.01.2025-31.12.2025 were accepted by majority of votes with with 116.427.393,998 votes in favour and 1 vote against.
- 6- As per item 6 of the agenda, the meeting continued with the discharge of the members of the Board of Directors. The release of the members of the Board of Directors was submitted to the approval of the shareholders. As a result of voting, members of the Board of Directors, Mr. Mesut ALTAN, Mr. İdris ÇAKIR, Mr. Sinan ŞAHİN, Mrs. Alev DUMANLI, Mr. Gültekin PORTİOĞLU were discharged relating their activities and the transactions of the Company for the year 2025 was unanimously approved with

452,493.798 affirmative votes. Board members did not vote regarding their own discharge.

- 7- In accordance with item 7 of the agenda, the Board of Directors' proposal regarding the distribution of 2025 profit was discussed. According to the financial statements of our Company for the accounting period of 01.01.2025 - 31.12.2025, 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/IFRS), and which have been independently audited, the Company has recorded a loss of 229.880.880-TL and according to the standalone financial statements for the same period, prepared in accordance with the Turkish Commercial Code (TCC) and Tax Procedure Law, a loss of 22.528.849 TL has been determined.

Considering the Turkish Commercial Code, Capital Markets legislation and the regulations of the Capital Markets Board, Tax legislation, and our Company's Dividend Policy, and given that a period loss has occurred according to both the financial statements prepared in accordance with the Capital Markets legislation for 2025 and our statutory records prepared in accordance with the Tax Procedure Law, it has been resolved to submit for the approval of the shareholders at the 2025 Ordinary General Assembly Meeting the decision not to distribute dividends.

This resolution was submitted for approval of the shareholders. As a result of the voting, the proposal of the Board of Directors was unanimously approved.

- 8- In accordance with the 8th article of the agenda, determination of remuneration of the members of the Board of Directors took place. Within the framework of the proposal submitted to the Chairmanship of the Meeting by the Chairman of the Board of Directors, Mesut ALTAN, it was proposed that the fees of the members of the Board of Directors remain unchanged and that all members' fees be increased at the beginning of 2027 by the annual CPI rate to be announced by TÜİK for December 2026. As a result of the voting, the proposal was approved by majority of the votes of those present, with 116,425,459.998 affirmative votes against 1,935 dissenting votes.
- 9- As per item 9 of the agenda, in accordance with the Turkish Commercial Code No. 6102, the Capital Markets Law No. 6362, and the regulations of the Public Oversight, Accounting and Auditing Standards Authority (KGK) and other relevant legislation, the proposal of the Company's Board of Directors—based on the recommendation of the Audit Committee—to appoint Yeditepe Bağımsız Denetim ve YMM A.Ş., registered with the Istanbul Trade Registry Office under registration number 609033-0 and having its registered address at Kısıklı Mah. Alemdağ Cad. Masaldan İş Merkezi F Blok No:60 İç Kapı No:5 Üsküdar – Istanbul, as the independent audit firm to carry out the audit of the Company's financial reports for the 2026 fiscal year, as well as to perform other audit activities within the scope of the relevant legislation, including but not limited to the mandatory sustainability assurance audit of disclosures to be prepared in accordance with the Turkish Sustainability Reporting Standards published by the Public Oversight,

Accounting and Auditing Standards Authority (KGK), was submitted to the approval of the shareholders and was unanimously approved.

Shareholder Enver Doğan Namar requested information regarding the reasons why the contracts awarded have not been reflected in the balance sheet, as well as about the projects/tenders for 2026 and share buybacks. The Chairman of the Meeting, Mesut ALTAN, stated that, as the questions were outside the scope of the agenda items, the requested information would be provided under the “Wishes and Closing Remarks” section.

10- As per item 10 of the agenda; the meeting proceeded to the reading of the Sustainability Report for the accounting period between 1 January 2024 and 31 December 2024, prepared in accordance with the Turkish Sustainability Reporting Standards under the regulations of the Public Oversight, Accounting and Auditing Standards Authority (KGK). As the Sustainability Report had been made available for the review of the shareholders by being published within the legal period on the Public Disclosure Platform (KAP) and on the Company’s corporate website, the motion submitted by the Chairman of the Board of Directors, Mesut ALTAN, to deem the report as read was presented to the approval of the shareholders and was unanimously approved. The Sustainability Report was opened for discussion, and it was asked whether anyone wished to take the floor. No one requested to speak. The agenda item was then put to vote, and as a result of the voting, the Sustainability Report for the year 2024 was unanimously approved.

11- As per item 11 of the agenda; shareholders were informed that the Company did not make any donations and aids in 2025. The proposal submitted by the Chairman of the Board of Directors Mesut ALTAN, regarding the determination of the upper limit for donations to be made in the accounting period of 01.01.2026 and 31.12.2026 as 1.500.000 TL (Onemillion five hundred thousand Turkish Liras) was submitted to the approval of the shareholders and was accepted by majority of votes with 116.425.459,998 votes in favour and 1.935 votes against.

12- As per item 12 of the agenda; regarding informing the shareholders at the General Assembly that the prior years’ losses arising in accordance with TAS/IFRS have been offset in the financial statements prepared as of 2025 was discussed.

As also stated in the written statement presented to the shareholders and attached to the minutes of the Ordinary General Assembly Meeting for the year 2024, held on May 22, 2025, it was informed that the Company’s net prior years’ loss amounting to TRY 140,067,866, as reported in the 2024 financial statements prepared in accordance with TMS/IFRS, was offset within the relevant equity accounts in 2025.

13- The decision of allowing the members of the Board of Directors to carry out works that may or may not fall within the scope of the Company’s activities, either personally or on behalf of others, and to become partners in companies performing such works, to compete and to carry out other transactions, in accordance with Articles 395 and 396 of

the Turkish Commercial Law was submitted for approval and was unanimously approved.

14- The shareholders were informed about the guarantees, pledges, mortgages and guarantees given by our Company in favour of third parties in 2025 for the purpose of carrying out its ordinary commercial activities is included in footnote 16 of the Financial Statements and Independent Audit Report for the accounting period ending on 31.12.2025.

15- The shareholders were informed that in accordance with the Capital Markets Board Corporate Governance Communiqué, detailed information about the transactions made with related parties is included in footnote 4 of the Financial Statements and Independent Audit Report for the accounting period ending on 31.12.2025.

16- As per item 16 of the agenda; the discussion moved to informing the shareholders about the transactions carried out during the 2025 fiscal year within the scope of Principle 1.3.6, which is mandatory under the Capital Markets Board's Corporate Governance Communiqué. Pursuant to Corporate Governance Principle 1.3.6, included in the annex of the Capital Markets Board's Corporate Governance Communiqué No. II-17.1, if shareholders holding management control, members of the board of directors, executives with administrative responsibilities, or their spouses and relatives by blood or marriage up to the second degree engage in a material transaction that may cause a conflict of interest with the company or its subsidiaries, and/or conduct a transaction of the type falling within the business scope of the company or its subsidiaries on their own or on behalf of others, or join another company engaged in the same type of commercial activity as an unlimited liability partner, such transactions are included as a separate agenda item in the general assembly to provide detailed information and are recorded in the minutes of the general assembly. Within this framework, the shareholders were informed that no transactions were carried out within the scope of Corporate Governance Principle 1.3.6 during the accounting period January 1, 2025 – December 31, 2025.

17- Shareholders were given the floor to present their wishes and opinions.

Shareholder Yavuz Demir requested information about the Company and its subsidiaries' activities and asked whether there were any plans for a paid or bonus capital increase.

Shareholder Enver Doğan Namar requested information regarding the reasons why the contracts awarded have not been reflected in the balance sheet, as well as about the 2026 projects/tenders and share buyback plans.

Shareholder Hasan Gözegeri asked about the capacity utilization rate in new project acquisition processes, considering the ongoing projects, and whether a share buyback was being considered.

Taking the floor, the Chairman of the Board of Directors, Mesut Altan, stated that Birleşim Mühendislik and its subsidiary operate on a multi-year contracting basis, and therefore the completion of projects and their reflection in the financial statements take time. For instance, the Ankara Courthouse project—one of the largest projects in Europe with an approximate value of TRY 2.5 billion—will take more than one year to complete, and, as in other projects (such as Pegasus Hangar Phase 1 and Phase 2), additional phases may also be included. In multi-year projects, the total project amount is reflected in the financial statements upon completion of the final account and provisional acceptance.

He further stated that the Company and its subsidiaries have ongoing projects extending until the end of 2027, with a backlog of approximately USD 150 million including additional works. Since the Company continues to undertake major projects, personnel and material procurements at construction sites are ongoing.

Regarding the share buyback program, he noted that no action has been taken to date as there has been no need, but the buyback mechanism can be activated if deemed necessary.

He also stated that the Company's annual capacity is 2 million square meters, and there is an expected capacity utilization headroom of approximately 30–35% until the end of 2027. Tenders are disclosed on the Public Disclosure Platform (KAP), and the Company has ongoing projects extending through 2027.

Finally, he noted that there is currently no decision regarding a paid or bonus capital increase, but it may be evaluated if deemed necessary in the future.

This minutes was prepared and signed at the meeting place following the meeting. **28/04/2026**

Ministry Representative
Aysun ARASOĞLU

Meeting Chairman
Mesut ALTAN

Minutes Clerk
Erdal ASLAN

Vote Collector
Mert ASLAN