

**BİRLEŞİM MÜHENDİSLİK ISITMA SOĞUTMA HAVALANDIRMA**  
**SANAYİ VE TİCARET A.Ş.**  
**2025 ANNUAL ORDINARY GENERAL MEETING**  
**INFORMATION DOCUMENT**

**İstanbul Trade Registry**

**Trade Register Number: 477875-0**

2025 Annual Ordinary General Meeting of our Company will be held at our Head Office, Dudullu Organize Sanayi Bölgesi 1. Cad. No:3 Ümraniye - Istanbul on Tuesday 28.04.2026 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](http://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 to the 2025 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](http://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](http://www.birlesim.com), or from Public Disclosure Platform's ("KAP") web-site [www.kap.org.tr](http://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 Gazette 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 2025 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](http://www.kap.org.tr), Electronic General Assembly System ("e-GKS") and our Company's corporate web-site, [www.birlesim.com](http://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 2025,
- 4.** Reading of the Independent Auditors Report's summary for the fiscal year 2025,
- 5.** Reading, discussion, and approval of the Financial Statements for the fiscal year 2025,
- 6.** Relieve of the Board Members individually regarding their works in 2025,
- 7.** Discussion and approval on the proposal of the Board of Directors regarding the profit distribution for 2025,
- 8.** Discussion and determination of the remuneration of the members of the Board of Directors for the year 2026,
- 9.** 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,
- 10.** Reading, discussion, and approval of the Sustainability Report for the accounting period of January 1, 2024 – December 31, 2024 prepared in compliance with the Turkish Sustainability Reporting Standards in accordance with the regulations of the Public Oversight, Accounting and Auditing Standards Authority,
- 11.** Informing the shareholders for the donations and aids made by the Company in the fiscal year 2025 and discussion and determination on the limits of donations and aids to be made by the Company for the fiscal year 2026,
- 12.** Informing the shareholders at the General Assembly that prior years' losses arising under IAS/IFRS have been offset in the financial statements prepared as of 2025,
- 13.** 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,
- 14.** Informing the Shareholders regarding guarantees, mortgages, surety, pledges given in favour of third persons in 2025 and the consequent income and benefits in accordance with 4th paragraph of the 12th article of the Capital Markets Board's Corporate Governance Communiqué no II.17.1,
- 15.** Informing the Shareholders regarding transactions the Company performed with related parties withing the fiscal year 2025 in accordance with the regulations of the Capital Markets Board,
- 16.** Informing the shareholders about the transactions carried out during the 2025 fiscal year within the scope of the mandatory Principle No. 1.3.6 of the Corporate Governance Communiqué of the Capital Markets Board,
- 17.** 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 2.500.000.000,-TL and it is divided into 2.500.000.000 (Two and a half billion) 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:

<b>Shareholder</b>	<b>Amount of Nominal Shares (TL)</b>	<b>Ownership (%)</b>	<b>Rate of Voting Right (%)</b>
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
<b>TOTAL</b>	<b>224.000.000,00</b>	<b>100,00</b>	<b>100,00</b>

#### **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](http://www.birlesim.com) and Public Disclosure Platform’s web-site [www.kap.org.tr](http://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:**

There are no amendments to the Articles of Association on the agenda.

## **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 2025**

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 2025 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](http://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 2025,**

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 2025 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](http://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 2025,**

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 2025 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](http://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 2025,**

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 2025 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 2025,**

The profit distribution proposal decided at the meeting of our Board of Directors meeting dated 31.03.2026 is given below.

“It has been determined that, in accordance with the Communiqué on Principles Regarding Financial Reporting in Capital Markets (II-14.1), our Company’s financial statements for the accounting period 01.01.2025–31.12.2025, prepared in compliance with Turkish Accounting Standards and Turkish Financial Reporting Standards (TMS/TFRS) and audited independently, show a loss of 229.880.880 TL while the solo financial statements prepared for the same period in accordance with the Turkish Commercial Code and the Tax Procedure Law show a loss of 22.528.849 TL.

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

The Dividend Distribution Table is provided in Annex-1.

## **8. Discussion and determination of the remuneration of the members of the Board of Directors for the fiscal year 2026,**

Remuneration of the members of the Board of Directors for the fiscal year 2026 will be determined at the General Assembly.

## **9. 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 31.03.2026, 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 01.01.2026 – 31.12.2026 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 report to be prepared for the accounting period of 2026 in accordance with the Turkish Sustainability Reporting Standards published by KGK, will be submitted to the approval of the shareholders.

## **10. Reading, discussion, and approval of the Sustainability Report for the accounting period of January 1, 2024 – December 31, 2024 prepared in compliance with the Turkish Sustainability Reporting Standards in accordance with the regulations of the Public Oversight, Accounting and Auditing Standards Authority,**

Our Company’s 2024 TSRS-Compliant Sustainability Report, prepared in accordance with the Turkish Sustainability Reporting Standards (“TSRS”) and subjected to mandatory sustainability assurance audit by Yeditepe Bağımsız Denetim ve YMM A.Ş., will be read, discussed by the shareholders, and submitted for the approval of the General Assembly.

## **11. Informing the shareholders for the donations and aids made by the Company in the fiscal year 2025 and discussion and determination on the limits of donations and aids to be made by the Company for the fiscal year 2026,**

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 2025 will be presented to the shareholders.

Information regarding donations and aids made by our Company between January 1, 2025 and December 31, 2025 is provided in the 2025 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, 2026 and December 31, 2026 will be determined by the General Assembly.

**12. Informing the shareholders at the General Assembly that prior years' losses arising under IAS/IFRS have been offset in the financial statements prepared as of 2025,**

Information will be provided to the shareholders at the General Assembly that the accumulated losses from prior years, arising in accordance with IAS/IFRS, have been offset in the financial statements prepared as of 2025.

**13. 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.

**14. Informing the Shareholders regarding guarantees, mortgages, surety, pledges given in favour of third persons in 2025 and the consequent income and benefits in accordance with 4th paragraph of the 12th article of the Capital Markets Board's Corporate Governance Communiqué no II.17.1,**

In accordance with Article 12 of the Capital Markets Board's Communiqué 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 2025 for the purpose of carrying out its ordinary commercial activities.

**15. Informing the Shareholders regarding transactions the Company performed with related parties within the fiscal year 2025 in accordance with the regulations of the Capital Markets Board,**

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

**16. Informing the shareholders about the transactions carried out during the 2025 fiscal year within the scope of the mandatory Principle No. 1.3.6 of the Corporate Governance Communiqué of the Capital Markets Board,**

Pursuant to Principle No. 1.3.6 of the Corporate Governance Principles annexed to the Capital Markets Board's Communiqué on Corporate Governance (II-17.1), if shareholders who hold management control, members of the board of directors, executives with administrative responsibility, and their spouses and relatives by blood or marriage up to the second degree carry out a significant transaction that may give rise to a conflict of interest with the company or its subsidiaries, and/or engage in a commercial transaction falling within the scope of the company's or its subsidiaries' field of activity on their own behalf or on behalf of others, or become an unlimited partner in another company engaged in the same type of commercial activities, such transactions shall be included in the agenda of the general assembly as a separate item in order to provide detailed information, and shall be recorded in the minutes of the general assembly.

Within this framework, our shareholders will be informed as to whether any transaction falling within the scope of Corporate Governance Principle No. 1.3.6 took place during the accounting period between January 1, 2025 and December 31, 2025.

## 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-TL

1.	Paid-in / Issued Capital		224.000.000
2.	Total Legal Reserves (According to Tax Book)		39.609.002
If there is dividend privilege in the Articles of Association, information regarding this privilege: No			None.
		<b>According to CMB</b>	<b>According to Tax Book</b>
3.	Current Period Profit	-157.687.288	-22.528.849
4.	Taxes Payable (-)	-72.193.592	-5.998.225
5.	Net Current Period Profit	-229.880.880	-28.527.075
6.	Losses in Previous Years (-)	0	0
7.	Primary Legal Reserve (-)	0	0
8.	NET DISTRIBUTABLE CURRENT PERIOD PROFIT	-229.880.880	-28.527.075
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 Employees		
	-To the Members of the Board of Directors,		
	To None 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		
20.	Other Distributable Resources		

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.