

ALARKO CARRIER SANAYİ VE TİCARET A.Ş.

INFORMATION DOCUMENT FOR ALARKO CARRIER SANAYİ VE TİCARET A.Ş.'s

2025 ORDINARY GENERAL ASSEMBLY MEETING

ADDITIONAL EXPLANATIONS REGARDING CMB REGULATIONS

Additional explanations to be made in accordance with the article (1.3.1) of the Corporate Governance Principles attached to the "Corporate Governance Communiqué" (II-17.1) of the Capital Markets Board are provided for your information below.

1. Shareholding Structure and Voting Rights

There are no privileged shares among the shares representing the paid-in capital of our company.

The shareholders shall have one vote for each share they hold.

Shareholding Structure:

Shareholder	Share (TL)	# of Shares	Ownership (%)
Alarko Holding A.Ş.	4.539.135,77	453.913.577	42,03
Carrier HVACR Investments B.V.	4.539.130,25	453.913.025	42,03
Publicly Listed	1.721.733,98	172.173.398	15,94
Total	10.800.000,00	1.080.000.000	100,00

2. Information about the management and operational changes that affected the Company's or its subsidiaries' operations in the previous fiscal period and the changes that are planned in the following fiscal periods and the reasons on the back of these changes:

There are no management and operational changes which will substantially affect the Company's operations in the previous fiscal period and the operations that are planned for the following fiscal period.

3. Information on the Dismissal of the Members of the Board of Directors, the Resolution and Reasons for the Change of the Board of Directors and the Persons to be Nominated for the Board of Directors:

There will be no changes to the Board of Directors of Alarko Carrier Sanayi ve Ticaret A.Ş.

4. Information on Requests by Shareholders, Capital Markets Board (CMB) or Other Public Authorities to Include Items on the Agenda:

While preparing the agenda of the 2025 Ordinary General Assembly Meeting which will be held on 30.03.2026 there has not been any written requests that the shareholders sent to the Investor Relations Unit in a written format to be included on the agenda. Likewise, shareholders, CMB or other government institutions, which are related to the company, have not sent any agenda item requests to be added to the agenda.

5. Information on the changes made in the Company's Articles of Association and Board of Director' Resolution

According to the Board of Directors' decision dated 14.10.2025, it was resolved to apply to the Capital Markets Board for the amendment of Article (4) titled "Purpose and Subject" of the Company's

Articles of Association, as set forth in **Annex 1**, in order to include activities related to renewable energy systems and product rental activities into the Company's main fields of operation.

Regarding the amendment to the Articles of Association, pursuant to the Capital Markets Board's authorization letter dated 24.10.2025, numbered E-29833736-110. 03.03-80205 dated 07.11.2025, and the Ministry of Trade of the Republic of Turkey, General Directorate of Domestic Trade, has issued its approval letter numbered E-50035491-431. 02-00115451039 dated 07.11.2025, from the Ministry of Trade of the Republic of Turkey, Directorate General of Domestic Trade. The amendment to the Articles of Association will be submitted to the shareholders for approval at the Ordinary General Meeting for the year 2025.

EXPLANATIONS REGARDING THE AGENDA OF THE ANNUAL ORDINARY GENERAL ASSEMBLY MEETING IN 30.03.2026

1- Opening and stand of silence.

2- Deliberation and decision on the election of the Chairman of the Meeting.

The Chairmanship Council that will chair the General Assembly Meeting will be established pursuant to the relevant regulations.

3- Deliberation and decision on granting the Chairman of the Meeting the authority to sign the minutes of the General Assembly Meeting.

In line with the related regulations, authorization of the Board of Assembly to sign the meeting minutes and list of attendees will be voted.

4- Reading and deliberating the Board of Directors Annual Report, Audit Report and the Report of the Independent Audit Company regarding the fiscal year 2025.

Pursuant to the relevant regulations, Annual Report, Audit Report and the Report of the Independent Audit Company for the fiscal year 2025 will be read in the General Assembly Meeting.

The above-mentioned report has been made available for the review of our Shareholders at the Company Head Office and our website.

5- Reading, deliberating and approving the Statement of Financial Position and the Statement of Comprehensive Income of the fiscal year 2025.

Pursuant to the relevant regulations, 2025 Financial Statements will be read, discussed in the General Assembly Meeting and submitted to approval of our Shareholders.

The documents have been made available for review of our Shareholders at the Company Head Office and our website.

6- Submission to the shareholders, for their information and approval, of the Sustainability Report for the year 2024, which has been prepared in accordance with the Turkish Sustainability Reporting Standards and subjected to mandatory sustainability assurance audit, pursuant to the regulations of the Public Oversight, Accounting and Auditing Standards Authority.

The TSRS-compliant Sustainability Report for 2024, which is available for review by our shareholders on our company's website, will be read at the General Assembly and submitted to shareholders for their opinion and approval.

7- Decision regarding the release of the members of the Board of Directors for the activities of fiscal year 2025.

Pursuant to the relevant regulations, the acquittal of the members of the Board of Directors separately for their activities, procedures and accounts for the year 2025 will be submitted for the approval of the General Assembly.

8- Presenting information regarding the donations made by our Company during the fiscal year 2025.

In accordance with Article 6 of the Capital Markets Board's Profit Distribution Communiqué (II-19.1), donations and payments made during the year will be informed to the shareholders at the Ordinary General Assembly.

9- Deliberation and decision on determining the upper limit of donations that will be made in year 2026.

In accordance with the provision of Article 19, paragraph 5 of the Capital Markets Law, the limit for donations to be made during the year must be determined by the shareholders at the General Assembly meeting. Pursuant to this provision, the upper limit for donations to be made in 2026 will be determined by the General Assembly.

10- Presenting information regarding the guarantees, pledges, mortgages and suretyships granted by our Company for the benefit of third parties.

Regarding the guarantees, pledges, mortgages and suretyships granted by our Company in favor of third parties, information has been provided in footnote 15 of the financial statements for the year 2025 audited by KPMG Bağımsız Denetim ve Serbest Muhasebeci Mali Müşavirlik A.Ş. and information will be provided to the General Assembly.

11- Deliberation and decision on the proposal of the Board of Directors regarding the distribution of the profit.

The proposed profit distribution, prepared by our Board of Directors in accordance with the Capital Markets Board regulations, Company Profit Distribution Policy, and Company Articles of Association, will be submitted to the approval of the General Assembly.

12- Deliberation and decision on the determination of the Board of Directors' remuneration.

The amount of fees to be paid to the members of the Board of Directors in the 2026 fiscal year will be determined by our shareholders at the General Assembly meeting.

13- Deliberation and decision on the approval of the amended version of Article 4 of the Company's Articles of Association, upon reading and reviewing the permission letter obtained from the Capital Markets Board and the General Directorate of Internal Trade of the Ministry of Trade of the Republic of Turkey, together with its annex containing the former and revised versions of the amendment text.

According to the Board of Directors' decision dated 14.10.2025, it was resolved to apply to the Capital Markets Board for the amendment of Article (4) titled "Purpose and Subject" of the Company's Articles of Association, as set forth in **Annex 1**, in order to include activities related to renewable energy systems and product rental activities into the Company's main fields of operation.

Regarding the amendment to the Articles of Association, the Capital Markets Board's authorization letter dated 24.10.2025, numbered E-29833736-110. 03.03-80205 dated 07.11.2025, and the permission letter numbered E-50035491-431.02-00115451039 dated 07.11.2025, from the General Directorate of Domestic Trade of the Ministry of Trade of the Republic of Turkey have been obtained.

The amendment to Article 4 of the Company's Articles of Association titled "Purpose and Subject" will be submitted to the General Assembly for approval, following the reading and discussion of the

old and new versions of the Amendment Text to the Articles of Association in **Annex 1**, along with the CMB approval letter.

14- Deliberation and decision for granting of authorities defined in Article 395 and 396 of the Turkish Commercial Code to the members of the Board of Directors.

As the performance of transactions by the members to the Board of Directors, under Article 395 of the TCC, titled “Prohibition of Transactions and Borrowing with Company” and Article 396, titled “Non-Competition,” may only be possible with the approval of the General Assembly, the issuance of the authorization in question will be presented for approval of our shareholders in the General Assembly.

15- Providing information to the General Assembly on the transactions indicated in Article (1.3.6) of the “Corporate Governance Principles” attached to the Communiqué numbered II-17.1 of the Capital Markets Board.

According to the Article 1.3.6. of the Corporate Governance Communiqué (II-17.1.) of the Capital Markets Board; “In cases where shareholders who have a management control, members of board of directors, managers with administrative liability and their spouses, relatives by blood or marriage up to second degree conduct a significant transaction with the corporation or subsidiaries thereof which may cause a conflict of interest, and/or conduct a transaction on behalf of themselves or a third party which is in the field of activity of the corporation or subsidiaries thereof, or become an unlimited shareholder to a Corporation which operates in the same field of activity with the corporation or subsidiaries thereof, such transactions shall be included in the agenda as a separate item for providing detailed information at the general assembly meeting on the matter and recorded in the minutes of meeting.” The General Assembly will be informed whether or not such a transaction took place in 2025.

16- Deliberation and decision regarding the approval of the independent audit firm determined by the Board of Directors for the purpose of auditing the financial statements and transactions of 2026 in accordance with the Turkish Commercial Code and the Capital Markets legislation.

According to the Turkish Commercial Code and CMB legislation, the opinions of the Audit Committee will also be submitted to the approval of the General Assembly of the Independent Audit Company determined by the Board of Directors.

17- Deliberation and decision regarding the approval of the Independent Audit Firm appointed by the Board of Directors for the assurance audit of our Company's sustainability compliance reports for the year 2026, as well as the execution of other activities within the scope of the applicable regulations.

In accordance with the Turkish Commercial Code, the regulations of the Public Oversight, Accounting and Auditing Standards Authority, and other relevant legislation, the Independent Audit Company selected by the Board of Directors, taking into account the opinions of the Audit Committee, will be submitted for the approval of the General Assembly for the assurance audit of our company's Sustainability Report for the year 2026, as well as the execution of other activities within the framework of relevant regulations.

18- Wishes and requests.

Annex 1 - AMENDMENT TEXT OF THE ARTICLES OF ASSOCIATION

AMENDMENT TEXT OF THE ARTICLES OF ASSOCIATION

<u>PREVIOUS VERSION</u>	<u>NEW VERSION</u>
<p data-bbox="113 555 261 589"><u>ARTICLE 4</u></p> <p data-bbox="113 618 443 651"><u>PURPOSE AND SUBJECT</u></p> <p data-bbox="113 808 810 887">The main businesses which constitute the purpose and subject of the Company are as follows:</p> <p data-bbox="113 976 810 1167">A- To manufacture all types of heating and cooling devices, circulation pumps, hydrophores, submersible pumps, submersible pump motors and equipment, metal goods and all forms and types of devices for industrial applications;</p> <p data-bbox="113 1234 810 1715">B- to purchase or otherwise obtain or supply, sell or otherwise dispose of, export and import raw materials, semi-raw materials, semi-finished products and finished products related to such manufacturing, and to engage in all types of commercial activities related to such materials and goods; to acquire, use, sell, transfer or grant license in relation to patent rights and patents, licenses and concessions, copyrights, trademarks and trade names related to or useful for the activities of the Company;</p> <p data-bbox="113 1738 810 1984">In relation to the businesses within the area of activity of the Company, to engage in activities related to energy efficiency services in a way that would include relevant domestic and international legislations and to obtain and supply, manufacture, export or import, sell,</p>	<p data-bbox="815 555 963 589"><u>ARTICLE 4</u></p> <p data-bbox="815 618 1145 651"><u>SCOPE AND OBJECTIVE</u></p> <p data-bbox="815 808 1501 887">The main businesses which constitute the purpose and subject of the Company are as follows:</p> <p data-bbox="815 976 1501 1211">A- To manufacture all types of heating and cooling devices, circulation pumps, hydrophores, submersible pumps, submersible pump motors and equipment, metal goods and all forms and types of devices for industrial applications;</p> <p data-bbox="815 1279 1501 1760">B- to purchase or otherwise obtain or supply, sell or otherwise dispose of, export and import raw materials, semi-raw materials, semi-finished products and finished products related to such manufacturing, and to engage in all types of commercial activities related to such materials and goods; to acquire, use, sell, transfer or grant license in relation to patent rights and patents, licenses and concessions, copyrights, trademarks and trade names related to or useful for the activities of the Company;</p> <p data-bbox="815 1783 1501 2029">In relation to the businesses within the area of activity of the Company, to engage in activities related to energy efficiency services in a way that would include relevant domestic and international legislations and to obtain and supply, manufacture, export or import, sell,</p>

lease or lease out, install and undertake or have others undertake within this concept,

In relation to the businesses within its area of activity, to conceptualize the projects of, install and apply device and equipment related to heating or sanitary hot water, to measure heating energy and sanitary hot water consumptions monthly or in certain periods and to share the expenses among the users,

C- to engage in mining and metallurgy and other various metal and mining activities using mineral, metals and ores, to open mine shafts, to extract and process mines, to operate surface and underground mines, to participate in tenders, to produce, market, transport, promote, import and export metals and mining products and to cooperate as partnerships, companies' representative offices with local and foreign companies in these regards;

D- to acquire, construct, have constructed, purchase, lease, lease out, operate, sell and transfer hotels, motels, holiday villages, camping sites, guesthouse and all types of accommodation facilities; to establish and sell necessary legal rights related to time-sharing arrangements; and to make all types of tourism investments;

to purchase and lease urban and rural lands for tourism facilities and investments, to undertake all types of tourism investments on urban and

lease or lease out, install and undertake or have others undertake within this concept,

In relation to the businesses within its area of activity, to conceptualize the projects of, install and apply device and equipment related to heating or sanitary hot water, to measure heating energy and sanitary hot water consumptions monthly or in certain periods and to share the expenses among the users,

Within the scope of Renewable Energy Systems activities, to procure and supply all kinds of devices and equipment, engage in their manufacturing, export and import, sell, provide after-sales services, carry out assembly and contracting work or have them performed.

Within the scope of product rental activities, to procure and supply all kinds of devices and equipment and engage in rental operations.

C- to engage in mining and metallurgy and other various metal and mining activities using mineral, metals and ores, to open mine shafts, to extract and process mines, to operate surface and underground mines, to participate in tenders, to produce, market, transport, promote, import and export metals and mining products and to cooperate as partnerships, companies' representative offices with local and foreign companies in these regards;

D- to acquire, construct, have constructed, purchase, lease, lease out, operate, sell and transfer hotels, motels, holiday villages, camping sites, guesthouse and all types of accommodation facilities; to establish and sell necessary legal rights related to time-sharing arrangements; and to make all types of tourism investments;

to purchase and lease urban and rural lands for tourism facilities and investments, to undertake all types of tourism investments on urban and rural lands allocated to the

rural lands allocated to the Company; to open, operate, lease and lease out entertainment, recreation and sports facilities at tourism facilities and investments, such as restaurants, cafeterias, bakeries, night clubs, discos, game rooms, theatres, movie theatres, video clubs, spas, beaches, saunas and sport fields;

to open, operate, lease and lease out shops, markets, other sales points and duty-free shops serving passengers and tourists;

to intermediate in or outside of Turkey in all types of travel and tourism activities to or from Turkey; to organize trips, entertainment events, conferences and sports events for individuals or groups, using land vehicles, marine vessels and aircrafts; to sell tickets for events and to book names and places for such events;

to organize tours in or outside of Turkey; to sell or have others sell tickets for the tours organized by other travel agencies; to book names and places for such events;

to possess, acquire, use or lease all types of transportation vehicles, and to transport and provide services to tourists using these vehicles;

to sell or have others sell tickets for transportation vehicles; to reserve or have others book names and places for such vehicles;

to book names and places for accommodation and healthcare facilities or entertainment and sport events;

to assist tourists and passengers in foreign-exchange legislation, customs brokerage, passports, visas, travels and all related procedures; to offer welcoming and accommodation services; to provide information regarding all institutions whose tickets it sells;

to provide or have others provide all types of passenger transfer and guide services;

Company; to open, operate, lease and lease out entertainment, recreation and sports facilities at tourism facilities and investments, such as restaurants, cafeterias, bakeries, night clubs, discos, game rooms, theatres, movie theatres, video clubs, spas, beaches, saunas and sport fields;

to open, operate, lease and lease out shops, markets, other sales points and duty-free shops serving passengers and tourists;

to intermediate in or outside of Turkey in all types of travel and tourism activities to or from Turkey; to organize trips, entertainment events, conferences and sports events for individuals or groups, using land vehicles, marine vessels and aircrafts; to sell tickets for events and to book names and places for such events;

to organize tours in or outside of Turkey; to sell or have others sell tickets for the tours organized by other travel agencies; to book names and places for such events;

to possess, acquire, use or lease all types of transportation vehicles, and to transport and provide services to tourists using these vehicles;

to sell or have others sell tickets for transportation vehicles; to reserve or have others book names and places for such vehicles;

to book names and places for accommodation and healthcare facilities or entertainment and sport events;

to assist tourists and passengers in foreign-exchange legislation, customs brokerage, passports, visas, travels and all related procedures; to offer welcoming and accommodation services; to provide information regarding all institutions whose tickets it sells;

to sell or have others sell all types of tourist products, gifts, souvenirs, postcards and similar items;

to provide all types of services and complete all formalities related to commercial and private yachts used for cruises, sports or entertainment and their passengers; to engage in yacht tourism, yacht operation and obtain all necessary permits;

to organize hunting and underwater hunting events, hunting tourism, hunting fairs and hunting parties for local or foreign persons; to provide all related services, complete all related formalities and obtain all necessary permits;

E- provided that the following do not constitute brokerage activity, to purchase, issue, subscribe, sell, exchange, transfer share certificates, bonds and other securities issued by individuals, companies, or government, local administrations and or affiliated bodies or pledge or use the same as a collateral in favor of the company or of third parties for the purpose of carrying out ordinary commercial activities with the partnerships included in full consolidation during the preparation of the financial charts and otherwise dispose of such securities;

F- to execute all types of contracts and provide all types of undertakings, and to perform and complete the same;

G- to acquire and dispose of all types of immovable properties and rights related to such properties; where it is necessary for the Company's business, to purchase, construct, have others construct, lease; and where necessary sell or lease out the same; mortgage or pledge the

to provide or have others provide all types of passenger transfer and guide services;

to sell or have others sell all types of tourist products, gifts, souvenirs, postcards and similar items;

to provide all types of services and complete all formalities related to commercial and private yachts used for cruises, sports or entertainment and their passengers; to engage in yacht tourism, yacht operation and obtain all necessary permits;

to organize hunting and underwater hunting events, hunting tourism, hunting fairs and hunting parties for local or foreign persons; to provide all related services, complete all related formalities and obtain all necessary permits;

E- provided that the following do not constitute brokerage activity, to purchase, issue, subscribe, sell, exchange, transfer share certificates, bonds and other securities issued by individuals, companies, or government, local administrations and or affiliated bodies or pledge or use the same as a collateral in favor of the company or of third parties for the purpose of carrying out ordinary commercial activities with the partnerships included in full consolidation during the preparation of the financial charts and otherwise dispose of such securities;

F- to execute all types of contracts and provide all types of undertakings, and to perform and complete the same;

G- to acquire and dispose of all types of immovable properties and rights related to such properties; where it is necessary for the Company's business, to purchase, construct, have others construct, lease; and where necessary sell or lease out the same; mortgage

<p>same in favor of the company or of third parties for the purpose of carrying out ordinary commercial activities with the partnerships included in full consolidation during the preparation of the financial charts; to accept and lift mortgages on the immovable properties of third parties;</p> <p>H- to borrow short-term or long-term funds, issue, accept and endorse any commercial bonds, issue all types of securities provided that this does not constitute a brokerage activity, and pledge or mortgage the movable and immovable assets of the Company to secure payments related to these, in each case for the purpose of achieving any of the purposes of the Company;</p> <p>I- to own, lease or operate all types of transportation vehicles;</p> <p>J- to establish new companies with real persons or legal entities; to acquire shares in or accept the transfer of existing companies, in relation to the commercial purpose and subject of the Company;</p> <p>K- to engage in all types of commercial activities; to import and export all types of goods and to complete all formalities related to or required by these activities;</p> <p>L- to complete all formalities and exercise all rights and authorities granted to companies by law in relation to the above-listed objectives.</p> <p>M- The principles set forth in the Capital Markets Legislation shall be complied with in any related party transaction of the Company and in transactions related to granting guarantee, surety and security or establish pledge including mortgage on behalf of the Company or of the third parties;</p>	<p>or pledge the same in favor of the company or of third parties for the purpose of carrying out ordinary commercial activities with the partnerships included in full consolidation during the preparation of the financial charts; to accept and lift mortgages on the immovable properties of third parties;</p> <p>H- to borrow short-term or long-term funds, issue, accept and endorse any commercial bonds, issue all types of securities provided that this does not constitute a brokerage activity, and pledge or mortgage the movable and immovable assets of the Company to secure payments related to these, in each case for the purpose of achieving any of the purposes of the Company;</p> <p>I- to own, lease or operate all types of transportation vehicles;</p> <p>J- to establish new companies with real persons or legal entities; to acquire shares in or accept the transfer of existing companies, in relation to the commercial purpose and subject of the Company;</p> <p>K- to engage in all types of commercial activities; to import and export all types of goods and to complete all formalities related to or required by these activities;</p> <p>L- to complete all formalities and exercise all rights and authorities granted to companies by law in relation to the above-listed objectives.</p> <p>M- The principles set forth in the Capital Markets Legislation shall be complied with in any related party transaction of the Company and in transactions related to granting guarantee, surety and security or establish pledge including mortgage on behalf of the Company or of the third parties;</p>
--	--

N- The principles set forth in the Capital Markets Legislation shall be complied with in relation to performance of the transactions that are material in terms of application of the Corporate Governance Rules such as the Company to transfer all or significant part of its assets, establish rights in rem over or lease out the same, take over or lease a significant asset, make a concession or amend the scope and subject of the current concessions and delisting.

O- The Company may make donations to public authorities, foundations and associations established for various purposes and to various other institutions and organizations, provided that the Company adheres to the regulations of the Capital Markets Board, does not violate the regulations of the capital market legislation on the transfer of concealed gains, does not hinder its own purpose and subject, makes the necessary special circumstances disclosures, and submits the donations made during the year to the information of the shareholders at the general assembly. The upper limit of the donations to be made must be determined by the general assembly, and donations in excess of this limit shall not be made.

N- The principles set forth in the Capital Markets Legislation shall be complied with in relation to performance of the transactions that are material in terms of application of the Corporate Governance Rules such as the Company to transfer all or significant part of its assets, establish rights in rem over or lease out the same, take over or lease a significant asset, make a concession or amend the scope and subject of the current concessions and delisting.

O- The Company may make donations to public authorities, foundations and associations established for various purposes and to various other institutions and organizations, provided that the Company adheres to the regulations of the Capital Markets Board, does not violate the regulations of the capital market legislation on the transfer of concealed gains, does not hinder its own purpose and subject, makes the necessary special circumstances disclosures, and submits the donations made during the year to the information of the shareholders at the general assembly. The upper limit of the donations to be made must be determined by the general assembly, and donations in excess of this limit shall not be made.