

**INVITATION LETTER FOR THE  
2023 ANNUAL ORDINARY GENERAL MEETING ON 27 MAY 2024**

**BY BOARD OF DIRECTORS OF  
BİRLEŞİM MÜHENDİSLİK İSİTMA SOĞUTMA  
HAVALANDIRMA SAN. VE TİC. A.Ş.**

2023 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 at on Monday 27.05.2024 10:30 a.m. to discuss and conclude the agenda stated in this letter.

Our shareholders may attend the 2023 Annual Ordinary General Meeting personally or via electronic media, and they may also appoint representatives to attend the meeting. Shareholders who wish to attend the General Meeting physically, are required to present their ID which is registered in the Central Registry Agency A.Ş. (MKK)'s "shareholders list" to exercise their shareholder rights at the Meeting. Attendance to General Assembly electronically is possible with secure electronic signatures of shareholders or their representatives. Therefore, shareholders are required to register to Central Registry Agency A.Ş. (MKK) and e-MKK Information Portal and record their contact details and to possess secure e-signatures. Shareholders or their representatives who are not registered at e-MKK Information Portal or who do not possess secure electronic signatures will not be able to attend the General Assembly Meeting electronically via Electronic General Assembly System (e-GKS). Detailed information regarding the attendance to General Meeting electronically, are available on Central Registry Agency A.Ş. (MKK)'s web site ([www.mkk.com.tr](http://www.mkk.com.tr)).

In addition, shareholders or their representatives who want to attend to the General Meeting via electronic media are required to fulfil their obligations in accordance with provisions of "Communiqué on Electronic General Assembly System to be Applied in General Assemblies of Joint Stock Companies issued at Official Gazette no. 2839 and dated 29 August 2012 and "Regulation on General Assemblies to be Held Electronically in Joint Stock Companies" issued at Official Gazette no. 28395 and dated 28 August 2012.

Shareholders who will not personally participate to the General Meeting physically or via electronic media, are required to arrange their powers of attorney in compliance with the attached sample form in Annex-2 or submit their notarized power of attorney forms bearing their own signatures, by fulfilling matters foreseen in "Voting by Proxy and Proxy Solicitation" Communiqué II-30-1of Capital Markets Board published in the Official Gazette dated 24 December 2013, no.28861. The sample powers of attorney can be obtained from our Company Headquarter, our Company's website at [www.birlesim.com](http://www.birlesim.com) and from the announcement attachment available in Public Disclosure Platform ("KAP") web site [www.kap.org.tr](http://www.kap.org.tr). Proxy holders who have been electronically appointed via Electronic General Assembly System don't have to submit a notarized power of attorney. Power of attorney forms which do not comply with the sample of power of attorney forms stipulated in the aforementioned Communiqué and attached to the General Assembly Invitation Announcement will not be accepted. Shareholders who will attend the general meeting electronically via the Electronic General Meeting System, can get information about General Meeting from the website of the Central Registry Agency A.Ş. at [www.mkk.com.tr](http://www.mkk.com.tr).

2023 Financial Statements, Annual Report and Independent Audit Report within the framework of Capital Markets regulations, will be readily available for review of shareholders within the legal period at [www.kap.org.tr](http://www.kap.org.tr), the web-site of Central Registry Agency A.Ş. , 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.

**Birleşim Mühendislik Isıtma Soğutma Havalandırma San ve Tic. A.Ş.**

**Board of Directors**

Annex:

- 1) 2022 Annual General Meeting Agenda
- 2) Power of Attorney Sample

## ANNEX-1

### **BİRLEŞİM MÜHENDİSLİK ISITMA SOĞUTMA HAVALANDIRMA SAN. VE TİC. A.Ş. 2023 ANNUAL GENERAL 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 2023,
4. Reading of the Independent Auditors Report's summary for the fiscal year 2023,
5. Reading, discussion, and approval of the Financial Statements for the fiscal year 2023,
6. Relieve of the Board Members individually regarding their works in 2023,
7. Discussion and approval on the proposal of the Board of Directors regarding the profit distribution for 2023,
8. Election of the new Board Members and discussion and determination of their term of office,
9. Discussion and determination of the remuneration of the members of the Board of Directors for the fiscal year 2024,
10. Discussion and approval of the independent audit company to conduct the independent audits for the fiscal year 2024 recommended by the Board of Directors,
11. Informing the shareholders for the donations and aids made by the Company in the fiscal year 2023 and discussion and determination on the limits of donations and aids to be made by the Company for the fiscal year 2024,
12. Resolution of distribution of advance dividend according to Capital Markets Law, Capital Markets Regulation and other related laws and regulations in accordance with the Company's article of association and profit distribution policy, and discussion and approval of granting authority to Board of Directors regarding to determination of the conditions for profit distribution,
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 2023 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,
15. Informing the Shareholders regarding transactions the Company performed with related parties withing the fiscal year 2023 in accordance with the regulations of the Capital Markets Board,
16. Wishes and opinions.

## ANNEX-2

### POWER OF ATTORNEY BİRLEŞİM MÜHENDİSLİK ISITMA SOĞUTMA HAVALANDIRMA SAN. VE TİC. A.Ş.

I, the undersigned, hereby appoint, empower and delegate \_\_\_\_\_, as identified in details hereinbelow, as my proxy holder fully authorized to represent me, and vote and make proposals and sign the required documents on my behalf, in accordance with my opinions cited below, in the 2023 Annual Ordinary General Meeting of the shareholders of Birleşim Mühendislik Isıtma Soğutma Havalandırma San ve Tic. A.Ş. to be held at the address of Dudullu OSB Mah., 1. Cad., Birleşim Grup No:3/1, Ümraniye - İstanbul at 10:30 a.m. on 27 May 2024, Monday

Proxy Holder's (\*)

Name & Surname / Title :

TR Identity No. / Tax Identity No. :

Trade Registry and Number (If it is a legal person) :

MERSİS No. : Signature :

(\*) For foreign proxy holders, the equivalents, if any, of such information should be provided

#### A) SCOPE OF THE POWER OF REPRESENTATION

Scope of the power of representation should be determined by choosing one of the options (a), (b) and (c) for the sections 1 and 2 hereinbelow.

##### 1. On the topics included in the agenda of the general assembly meeting;

- a) Proxy holder is authorized to vote in line with his/her own opinions
- b) Proxy holder is authorized to vote in line with proposals of the corporation management
- c) Proxy holder is authorized to vote in line with the instructions given in the following table.

**Instructions:** If the shareholder chooses the option (c), instructions on the relevant agenda topic are given by marking one of the options (acceptance or rejection) shown beside the relevant agenda topic and if the 'rejection' option is chosen, by stating the dissention requested to be included in the minutes of the general assembly meeting.

<b>Meeting Agenda</b>	<b>Accep</b>	<b>Reject</b>	<b>Dissenting Opinion</b>
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 2023,			
4. Reading of the Independent Auditors Report's summary for the fiscal year 2023,			
5. Reading, discussion, and approval of the Financial Statements for the fiscal year 2023,			
6. Relieve of the Board Members individually regarding their works in 2023,			
7. Discussion and approval on the proposal of the Board of Directors regarding the profit distribution for 2023,			
8. Election of the new Board Members and discussion and determination of their term of office,			
9. Discussion and determination of the remuneration of the members of the Board of Directors for the fiscal year 2024,			
10. Discussion and approval of the independent audit company to conduct the independent audits for the fiscal year 2024 recommended by the Board of Directors,			
11. Informing the shareholders for the donations and aids made by the Company in the fiscal year 2023 and discussion and determination on the limits of donations and aids to be made by the Company for the fiscal year 2024,			
12. Resolution of distribution of advance dividend according to Capital Markets Law, Capital Markets Regulation and other related laws and regulations in accordance with the Company's article of association and profit distribution policy, and discussion and approval of granting authority to Board of Directors regarding to determination of the conditions for profit distribution,			
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 2023 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,			

15. Informing the Shareholders regarding transactions the Company performed with related parties withing the fiscal year 2023 in accordance with the regulations of the Capital Markets Board,			
16. Wishes and opinions.			

(\* ) The items included in the General Assembly agenda are listed separately. If the minority has a separate draft resolution, this is specified separately to ensure voting by proxy.

**Special instruction on the other issues that may arise during the General Assembly meeting and especially on the execution of the minority rights:**

- a) The proxy is authorized to vote as per their opinions.
- b) The proxy is not authorized to represent in these issues.
- c) The proxy is authorized to vote in accordance with the following special instructions.

The special instructions to be given to the proxy by the shareholder, if any, are stated here.

**B) The shareholder chooses one of the following options to specify the shares to be represented by the Proxy**

**1. I approve the representation of the shares with the details below by my proxy.**

- a) Issue and series \*:
- b) Number /Group\*\*:
- c) Number of shares-Nominal value:
- d) Whether the vote is privileged:
- e) Whether they are bearer or registered shares:\*
- f) Their ratio to the total number of shares/voting rights held by the shareholder:

\* This information is not required for shares monitored from the registry.

\*\* For shares monitored from the registry, information on the group, if any, shall be given rather than number.

**2. It approves the representation by my proxy of all my shares in the list of shareholders that might participate in the general assembly, which is prepared one day before the general assembly date.**

NAME SURNAME or TITLE OF THE SHAREHOLDER(\*):

Republic of Turkey ID No/Tax No:

Trade Registry and Number and MERSIS number:

Address:

(\* ) For shareholders of foreign nationality, the equivalent of the listed information, if any, must be submitted.

Signature:

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.