

**BİRLEŞİM MÜHENDİSLİK ISITMA SOĞUTMA HAVALANDIRMA**  
**SANAYİ VE TİCARET A.Ş.**  
**2023 ANNUAL ORDINARY GENERAL MEETING**  
**INFORMATION DOCUMENT**

**İstanbul Trade Registry**

**Trade Register Number: 477875-0**

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 on Monday 27.05.2024 at 10:30 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 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](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 2023 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 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.

## **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:

<b>Shareholder</b>	<b>Amount of Nominal Shares (TL)</b>	<b>Ownership (%)</b>	<b>Rate of Voting Right (%)</b>
Mesut ALTAN	58.196.077,60	25,98	25,98
İdris ÇAKIR	58.196.077,60	25,98	25,98
Other	107.607.844,80	48,04	48,04
<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:**

According to Capital Markets Board regulation and articles of association of the Company, selection and determination of term of office of Members of the Board of Directors will be discussed and decided. Resumes and Statement of Independency of the Independent Board of Directors candidates are provided in Annex-2

**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 agenda of 2023 General Meeting does not include an amendment of articles of association.

## **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 2023**

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 2023 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 2023,**

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 2023 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 2023,**

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 2023 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 2023,**

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 2023 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 2023,**

Pursuant to Resolution of Board of Directors dated 03.05.2024; it has been resolved that since there is no distributable profit due to infaltion accounting in our company’s financial statements prepared in accordance with the Capital Markets legislation and the prvisions of Tax Procedure Law for the

fiscal year of 2023, the proposal about not to distribute profit for the year 2023 decision shall be submitted to the approval of shareholders at the 2023 Annual Ordinary General Meeting. The profit distribution table is presented in Annex-1

#### **8. Election of the new Board Members and discussion and determination of their term of office,**

In accordance with the Corporate Governance Communique and the Turkish Commercial Code , new board members will be elected in place of the existing board members whose term of office has expired.

Upon the recommendation of the Corporate Governance Committee, that evaluated the candidates submitted to it, Rahime Alev DUMANLI and Gültekin PORTİOĞLU were determined by our Board of Directors as Independent Board Member Candidates. The candidates whom no negative opinion was expressed by Capital Markets Board, will be submitted to the approval of the shareholders at the General Assembly.

The CV's and statements of independence of the independent board member candidates are presented in Annex-2.

#### **9. Discussion and determination of the remuneration of the members of the Board of Directors for the fiscal year 2024,**

Remuneration of the members of the Board of Directors for the fiscal year 2024 will be determined at the General Assembly.

#### **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,**

Taking into consideration the evaluation made by the Audit Committee on 03.05.2024 regarding the election of the independent auditor; the Board of Directors decision dated 03.05.2024 and numbered 2024/007 about determining Yeditepe Bağımsız Denetim ve YMM A.Ş. for auditing 2024 fiscal years financial reports and carrying out other activities, shall 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 2023 and discussion and determination on the limits of donations and aids to be made by the Company for the fiscal year 2024,**

In accordance with Article 6 of the Capital Markets Board's Communiqué on Dividends No. II-19.1, information concerning the donations and payments made within the year must be submitted to shareholders at the general assembly meeting. Information shall be given about the donations made in 2023 and the upper limit of donations to be made in the year 2024 will be resolved upon at the general assembly meeting.

#### **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,**

In accordance with the amended Article 14 of our Company's Article of Association and the Capital Markets Board's Dividend Communique numbered II-19.1; the issue of authorizing the Board of Directors to decide on the distribution of advanced dividend payment limited with the fiscal year 2024, shall be submitted to the approval of the shareholders at the General Assembly.

#### **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 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,**

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 2023 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 2023 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 hadled with related parties.

**16. Wishes and opinions.**

The meeting will be ended by receiving opinions and wishes of our shareholders.

**Annex-1: Profit Distribution Table**

BİRLEŞİM MÜHENDİSLİK İSİTMA SOĞUTMA HAVALANDIRMA SAN. VE TİC. A.Ş.			
2023 Dividend Distribution Table (TL)			
1 Paid-In / Issued Capital		224.000.000	
2. Total Legal Reserves (According to Legal Records)		10.198.138	
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	-201.540.200	-82.124.993
4	Taxes Payable (-)	14.183.869	38.348.594
5	Net Current Period Profit	-215.724.069	-120.473.587
6	Losses in Previous Years (-)	-	-
7	Primary Legal Reserve (-)	-	-
8	Net Distributable Current Period Profit	-	-
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	-	-
20	Other Distributable Resources	-	-

### CV-Rahime Alev DUMANLI

Alev Dumanlı graduated from Ankara University, Faculty of Political Sciences, Department of Economics in 1987. Alev Dumanlı worked as an independent auditor at KPMG and Deloitte between 1988 and 1992, and served as the Responsible Manager at Borsa Istanbul Listing Department between 1992 and 2017. In the Listing Department, she was responsible for evaluating the applications of companies to be traded on Borsa Istanbul after their public offering, evaluating the status of listed companies against Borsa Istanbul's listing legislation, re-drafting the listing legislation in accordance with the Capital Markets Law and CMB regulations, and working on public disclosure and corporate governance practices. She currently serves as an Independent Board Member at Birleşim Mühendislik Isıtma Soğutma Havalandırma Sanayi ve Ticaret A.Ş., Çuhadaroğlu Metal Sanayi ve Pazarlama A.Ş., Sanifoam Endüstri ve Tüketin Ürünleri Sanayi ve Ticaret A.Ş., Lider Faktoring A.Ş. and Koleksiyon Mobilya Sanayi A.Ş. Alev Dumanlı holds SMMM, Capital Market Activities Level 3 and Corporate Governance Rating Licenses. Alev Dumanlı graduated from Ankara University

### DECLARATION OF INDEPENDENCE-Rahime Alev DUMANLI

I hereby declare that I am a candidate for independent board membership at the Board of Directors of Birleşim Mühendislik Isıtma Soğutma Havalandırma San. ve Tic. A.Ş. ("Company") under related regulations, Articles of Association of the Company and the criteria stated in the Capital Markets Board's Communique on Corporate Governance.

In that regard I also confirm that;

a) In the last five years, I, my spouse or my up to the second degree blood or affinity relatives is not or has not been; employed by as a key management personnel; has not had ordinary or privileged shareholding exceeding 5% by himself or together with; or has not been involved in any material business dealings with the Company, its subsidiaries and affiliates, or shareholders controlling the Company or having material effect over the Company and all entities controlled by those shareholders,

b) In the last five years, I am not or have not been employed by as an executive having significant duties and responsibilities or have not been a member of the board or did not have a shareholding exceeding 5% of an entity which has had a contractual relationship with the Company for a material business transaction including audit (including tax audit, legal audit, and internal audit) rating or consulting services during the terms in which the goods or services were provided,

c) My resume indicates that I have skills, knowledge and expertise relevant to the Company's business and extensive experience to fulfill my duties as an independent board member,

ç) After my election I will not work full time in a Turkish governmental or public institution, except for the faculty membership under relevant regulations,

d) I am deemed to be resident in Turkey according to Revenue Tax Law No.193 dated 31.12.1960,

e) I am capable to contribute positively to the operations of the Company, to maintain my objectivity in conflicts of interests between the Company and the shareholders, to have strong ethical standards, professional reputation and experience to freely take decisions by considering the rights of the stakeholders,

f) I will dedicate enough time to follow up the activities of the Company and for the duly fulfillment of my responsibilities,

g) I have not been on the board of the Company for more than six years within last ten years,

ğ) I am not an independent board member in more than three of the corporations controlled by the Company or its controlling shareholders and in more than five corporations listed on Borsa İstanbul,

h) I am not registered in the name of any legal entity elected as a board member,

Yours respectfully

Rahİme Alev DUMANLI

### **CV-Gültekin PORTİOĞLU**

Gültekin Portioğlu graduated from Istanbul Technical University Faculty of Maritime Studies Department of Mechanical Engineering. He started his career at Ereğli Demir Çelik Fabrikaları A.Ş. as Assistant General Foreman between 1969 and 1970. Between 1970 and 1991, he acted as Maintenance Manager, Project and Control Manager, Director of Project Investments and Supply Department, respectively at İpraş (Istanbul Oil Refinery) and Tüpraş (Turkey Oil Refinery). He moved into project management side by working as a Project Manager at petrochemistry and refinery projects of Tokar A.Ş. between 1991 and 1997. He conducted the management of various large scaled projects between 1997 and 2006 such as treatment facilities, natural gas plants, thermal power plants. He was appointed as Planning Coordination Manager at Birleşim Mühendislik A.Ş. in 2006 and retired in 2014. He then started working as Independent Board Member at the same company in 2021.

### **DECLARATION OF INDEPENDENCE-Gültekin PORTİOĞLU**

I hereby declare that I am a candidate for independent board membership at the Board of Directors of Birleşim Mühendislik Isıtma Soğutma Havalandırma San. ve Tic. A.Ş. ("Company") under related regulations, Articles of Association of the Company and the criteria stated in the Capital Markets Board's Communique on Corporate Governance.

In that regard I also confirm that;

a) In the last five years, I, my spouse or my up to the second degree blood or affinity relatives is not or has not been; employed by as a key management personnel; has not had ordinary or privileged shareholding exceeding 5% by himself or together with; or has not been involved in any material business dealings with the Company, its subsidiaries and affiliates, or shareholders controlling the Company or having material effect over the Company and all entities controlled by those shareholders,

b) In the last five years, I am not or have not been employed by as an executive having significant duties and responsibilities or have not been a member of the board or did not have a shareholding exceeding 5% of an entity which has had a contractual relationship with the Company for a material business transaction including audit (including tax audit, legal audit, and internal audit) rating or consulting services during the terms in which the goods or services were provided,

c) My resume indicates that I have skills, knowledge and expertise relevant to the Company's business and extensive experience to fulfill my duties as an independent board member,

ç) After my election I will not work full time in a Turkish governmental or public institution, except for the faculty membership under relevant regulations,

d) I am deemed to be resident in Turkey according to Revenue Tax Law No.193 dated 31.12.1960,

- e) I am capable to contribute positively to the operations of the Company, to maintain my objectivity in conflicts of interests between the Company and the shareholders, to have strong ethical standards, professional reputation and experience to freely take decisions by considering the rights of the stakeholders,
- f) I will dedicate enough time to follow up the activities of the Company and for the duly fulfillment of my responsibilities,
- g) I have not been on the board of the Company for more than six years within last ten years,
- ğ) I am not an independent board member in more than three of the corporations controlled by the Company or its controlling shareholders and in more than five corporations listed on Borsa İstanbul,
- h) I am not registered in the name of any legal entity elected as a board member,

Yours respectfully

Gültekin PORTİOĞLU