

## ALARKO CARRIER SANAYİ VE TİCARET A.Ş.

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

#### 2024 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.	4.539.130,24	453.913.024	42,03
Carrier HVACR Investments B.V.	4.539.130,24	453.913.024	42,03
Publicly Listed	1.721.739,52	172.173.952	15,94
<b>Total</b>	<b>10.800.000,00</b>	<b>1.080.000.000</b>	<b>100,00</b>

##### 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:

Management and operational changes which have taken place in 2024 and are planned to take place in 2025 are announced to public through special case announcements through PDP and are available on the Company's website.

##### 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:

On 04.07.2024, the Board of Directors resolved to accept the resignation of Muriel Makharine TOPPAZZINI as a member of the Board of Directors and to appoint Marine Valerie Sylvia Madeleine CASIN as a member of the Board of Directors and to submit this matter to the approval of the shareholders at the first General Assembly meeting in accordance with Article 363 of the Turkish Commercial Code.

Below is the curriculum vitae of Marine Valerie Sylvia Madeleine CASIN.

Marine Casin joined Carrier Corporation in 2016 as the lead director for Carrier Transicold EMEA, the transport refrigeration division of Carrier. In 2020, she became Senior Legal Counsel for all Carrier Refrigeration businesses in EMEA.

Since January 2022, she holds the position of Senior Legal Counsel for the European Commercial HVAC and Refrigeration businesses and is managing the Middle East and supervising Carrier Joint Ventures relationship in the region since 2024. She is based in Paris, France.

Marine started her legal career in 1999 as a litigation attorney in a private practice in France, mainly focused on soft IP and commercial law. In 2010, she joined the Smartbox Group, a European group acting in the leisure Industry, as Legal Director.

Marine completed her Bachelor of Law in the University of Paris Assas and holds a Master degree in Private Law from Nanterre University (Paris) and a Master degree in Philosophy of Law from Assas (Paris). Marine is a certified French Attorney as well as a qualified IP specialist.

Marine is married and has three children (ages 23, 21 and 17). She resides in Paris, France.

#### **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 2024 Ordinary General Assembly Meeting which will be held on 07.04.2025 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**

None.

### **EXPLANATIONS REGARDING THE AGENDA OF THE ANNUAL ORDINARY GENERAL ASSEMBLY MEETING IN 07.04.2025**

#### **1- Opening and moment of silence.**

#### **2- Deliberation and decision on the election of the Presiding Committee**

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

#### **3- Deliberation and decision on authorizing the Presiding Committee 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- Discussions and decisions regarding the ratification of the appointment of the Board of Directors member appointed during the year, in accordance with Article 363 of the Turkish Commercial Code.**

Discussions and decisions will be made regarding the appointment of Marine Valerie Sylvia Madeleine CASIN to replace Muriel Makharine TOPPAZZINI, who resigned from her position as a member and Vice Chairperson of the Board of Directors, as well as her assumption of the duties of Vice Chairperson of the Board of Directors, in accordance with the decision shared on the Public Disclosure Platform on July 4, 2024.

#### **5- Reading and deliberation on the Annual Report of the Board of Directors, Auditor Report and Independent Audit Company Report for 2024.**

Pursuant to the relevant regulations, Audit Report and Independent External Audit Company for the fiscal year 2024 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.

**6- Reading, deliberation and approval of the Statement of Financial Position and the Statement of Comprehensive Income for 2024.**

Pursuant to the relevant regulations, 2024 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.

**7- Deliberation and resolution for the acquittal of the Board of Directors members for the activities in 2024.**

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 2024 will be submitted for the approval of the General Assembly

**8- Presenting information about donations made by the Company in 2024.**

The General Assembly will be informed about the donations made within the calendar year

**9- Deliberation and decision on determining the upper limit of donations to be made by our company in 2025.**

According to Capital Markets Board's article 19, paragraph 5, ceiling for donations to be made throughout the calendar year should be determined by the General Assembly. With this decree, the ceiling for the donations to be made in 2025 will be determined by General Assembly.

**10- Presenting information about the guarantees, pledges, mortgages and bails given by our company in favor of third parties**

Regarding the guarantees, pledges, mortgages and bails given by our Company in favor of third parties, information has been provided in footnote 16 of the financial statements for the year 2024 audited by Güney Bağımsız Denetim ve Serbest Muhasebeci Mali Müşavirlik A.Ş. and information will be provided to the General Assembly.

**11- Deliberation and resolution on the proposal of the Board of Directors for the profit distribution in 2024.**

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- Discussion and decision regarding the determination of the fees of the Board of Directors members.**

The amount of fees to be paid to the members of the Board of Directors in the 2025 fiscal year will be determined by our shareholders at the General Assembly meeting.

**13- Deliberation and resolution regarding vesting the authority to the Board of Directors members in accordance with articles 395 and 396 of the Turkish Commercial Code**

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.

**14- Presenting information to General Assembly on procedures indicated in articles 1.3.6 of the “Corporate Governance Principles” in the annex of the Communiqué numbered II-17.1 of the Capital Markets Board.**

According to the Article 1.3.6. of the Corporate Governance Communique (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 2024.

**15- Deliberation and decision on the approval for the auditing of the company’s accounts and operations for 2025 by an Independent Audit Company selected by the Board of Directors in accordance with the Capital Markets Regulations and Turkish Commercial Code.**

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 Firm determined by the Board of Directors.

**16- Discussion and resolution regarding the approval of the Independent Audit Firm selected by the Board of Directors for the assurance audit of our company's Sustainability Reports for the years 2024 and 2025, as well as the execution of other activities within the framework of relevant 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 Firm 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 Reports for the years 2024 and 2025, as well as the execution of other activities within the framework of relevant regulations.

**17- Remarks and suggestions.**