



## KAMUYU AYDINLATMA PLATFORMU

# BİRLEŞİM MÜHENDİSLİK ISITMA SOĞUTMA HAVALANDIRMA SANAYİ VE TİCARET A.Ş. Corporate Governance Information Form 2024 - Annual Notification

### Summary

Corporate Governance Information Form



# 1. SHAREHOLDERS

Related Companies  

Related Funds  

1. SHAREHOLDERS	
1.1. Facilitating the Exercise of Shareholders Rights	
The number of investor meetings (conference, seminar/etc. ) organised by the company during the year	No investor conference or meeting was held in 2024.
1.2. Right to Obtain and Examine Information	
The number of special audit request(s)	Doesn't exist
The number of special audit requests that were accepted at the General Shareholders' Meeting	Doesn't exist
1.3. General Assembly	
Link to the PDP announcement that demonstrates the information requested by Principle 1.3.1. (a-d)	<a href="https://www.kap.org.tr/tr/Bildirim/1281422">https://www.kap.org.tr/tr/Bildirim/1281422</a>
Whether the company provides materials for the General Shareholders' Meeting in English and Turkish at the same time	Documents related to the General Assembly Meeting were presented in Turkish and also presented in English.
The links to the PDP announcements associated with the transactions that are not approved by the majority of independent directors or by unanimous votes of present board members in the context of Principle 1.3.9	There is no such transaction in 2024.
The links to the PDP announcements associated with related party transactions in the context of Article 9 of the Communique on Corporate Governance (II-17.1)	There is no such transaction in 2024
The links to the PDP announcements associated with common and continuous transactions in the context of Article 10 of the Communique on Corporate Governance (II-17.1)	There is no such transaction in 2024
The name of the section on the corporate website that demonstrates the donation policy of the company	<a href="https://www.birlesim.com/yatirimci-iliskileri-politikalar.asp">https://www.birlesim.com/yatirimci-iliskileri-politikalar.asp</a>
The relevant link to the PDP with minute of the General Shareholders' Meeting where the donation policy has been approved	<a href="https://www.kap.org.tr/tr/Bildirim/1153354">https://www.kap.org.tr/tr/Bildirim/1153354</a>
The number of the provisions of the articles of association that discuss the participation of stakeholders to the General Shareholders' Meeting	Article 15
Identified stakeholder groups that participated in the General Shareholders' Meeting, if any	Company shareholders, members of the Board of Directors, Independent audit company representative and personnel from information technology and administration had attended.
1.4. Voting Rights	

Whether the shares of the company have differential voting rights	Hayır (No)
In case that there are voting privileges, indicate the owner and percentage of the voting majority of shares.	-
The percentage of ownership of the largest shareholder	% 25,89
1.5. Minority Rights	
Whether the scope of minority rights enlarged (in terms of content or the ratio) in the articles of the association	Hayır (No)
If yes, specify the relevant provision of the articles of association.	-
1.6. Dividend Right	
The name of the section on the corporate website that describes the dividend distribution policy	<a href="https://www.birlesim.com/yatirimci-iliskileri-politikalar.asp">https://www.birlesim.com/yatirimci-iliskileri-politikalar.asp</a>
Minutes of the relevant agenda item in case the board of directors proposed to the general assembly not to distribute dividends, the reason for such proposal and information as to use of the dividend.	It was decided to distribute dividend in the General Assembly for the year 2022 dated 24 May 2023
PDP link to the related general shareholder meeting minutes in case the board of directors proposed to the general assembly not to distribute dividends	<a href="https://www.kap.org.tr/tr/Bildirim/1291433">https://www.kap.org.tr/tr/Bildirim/1291433</a>

General Assembly Meetings

General Meeting Date	The number of information requests received by the company regarding the clarification of the agenda of the General Shareholders' Meeting	Shareholder participation rate to the General Shareholders' Meeting	Percentage of shares directly present at the GSM	Percentage of shares represented by proxy	Specify the name of the page of the corporate website that contains the General Shareholders' Meeting minutes, and also indicates for each resolution the voting levels for or against	Specify the name of the page of the corporate website that contains all questions asked in the general assembly meeting and all responses to them	The number of the relevant item or paragraph of General Shareholders' Meeting minutes in relation to related party transactions	The number of declarations by insiders received by the board of directors	The link to the related PDP general shareholder meeting notification
27/05/2024		% 52,13	% 52,01	% 0,13	<a href="https://www.birlesim.com/tr/yatirimci-iliskileri/genel-kurul-bilgileri/2023-yili">https://www.birlesim.com/tr/yatirimci-iliskileri/genel-kurul-bilgileri/2023-yili</a>	<a href="https://www.birlesim.com/tr/yatirimci-iliskileri/genel-kurul-bilgileri/2023-yili">https://www.birlesim.com/tr/yatirimci-iliskileri/genel-kurul-bilgileri/2023-yili</a>	Article 15	0	<a href="https://www.kap.org.tr/tr/Bildirim/1291433">https://www.kap.org.tr/tr/Bildirim/1291433</a>

## 2. DISCLOSURE AND TRANSPARENCY

<b>2. DISCLOSURE AND TRANSPARENCY</b>	
<b>2.1. Corporate Website</b>	
Specify the name of the sections of the website providing the information requested by the Principle 2.1.1.	It is located under the "Investor Relations" tab on the <a href="http://www.birlesim.com">www.birlesim.com</a> website.
If applicable, specify the name of the sections of the website providing the list of shareholders (ultimate beneficiaries) who directly or indirectly own more than 5% of the shares.	<a href="https://www.birlesim.com/tr/yatirimci-iliskileri/kurumsal-bilgiler/ortaklik-yapisi">https://www.birlesim.com/tr/yatirimci-iliskileri/kurumsal-bilgiler/ortaklik-yapisi</a>
List of languages for which the website is available	Turkish and English
<b>2.2. Annual Report</b>	
<b>The page numbers and/or name of the sections in the Annual Report that demonstrate the information requested by principle 2.2.2.</b>	
a) The page numbers and/or name of the sections in the Annual Report that demonstrate the information on the duties of the members of the board of directors and executives conducted out of the company and declarations on independence of board members	Duties performed by board members and managers outside the company are included in the Board of Directors Activity Report under the heading of information about the Board members. Independence statements are included at the end of the Corporate Governance Principles Compliance Report within the Annual Report.
b) The page numbers and/or name of the sections in the Annual Report that demonstrate the information on committees formed within the board structure	Committees Established in the Board of Directors
c) The page numbers and/or name of the sections in the Annual Report that demonstrate the information on the number of board meetings in a year and the attendance of the members to these meetings	16 meetings were held.
ç) The page numbers and/or name of the sections in the Annual Report that demonstrate the information on amendments in the legislation which may significantly affect the activities of the corporation	Other matters.

d) The page numbers and/or name of the sections in the Annual Report that demonstrate the information on significant lawsuits filed against the corporation and the possible results thereof	Other matters.
e) The page numbers and/or name of the sections in the Annual Report that demonstrate the information on the conflicts of interest of the corporation among the institutions that it purchases services on matters such as investment consulting and rating and the measures taken by the corporation in order to avoid from these conflicts of interest	-
f) The page numbers and/or name of the sections in the Annual Report that demonstrate the information on the cross ownership subsidiaries that the direct contribution to the capital exceeds 5%	Capital and Partnership Structure
g) The page numbers and/or name of the sections in the Annual Report that demonstrate the information on social rights and professional training of the employees and activities of corporate social responsibility in respect of the corporate activities that arises social and environmental results	Sustainability Section

### 3. STAKEHOLDERS

<b>3. STAKEHOLDERS</b>	
<b>3.1. Corporation's Policy on Stakeholders</b>	
The name of the section on the corporate website that demonstrates the employee remedy or severance policy	-
The number of definitive convictions the company was subject to in relation to breach of employee rights	Doesn't exist.
The position of the person responsible for the alert mechanism (i.e. whistleblowing mechanism)	Our company does not have a specific reporting mechanism. However, in such problems, employees contact their department managers and the Human Resources department manager.
The contact detail of the company alert mechanism	Human Resources Department at 0216 499 49 59
<b>3.2. Supporting the Participation of the Stakeholders in the Corporation's Management</b>	
Name of the section on the corporate website that demonstrates the internal regulation addressing the participation of employees on management bodies	Doesn't exist.
Corporate bodies where employees are actually represented	Human Resources Department.
<b>3.3. Human Resources Policy</b>	
The role of the board on developing and ensuring that the company has a succession plan for the key management positions	-
The name of the section on the corporate website that demonstrates the human resource policy covering equal opportunities and hiring principles. Also provide a summary of relevant parts of the human resource policy.	<a href="https://www.birlesim.com/tr/kurumsal">https://www.birlesim.com/tr/kurumsal</a>
Whether the company provides an employee stock ownership programme	Pay edindirme planı bulunmuyor (There isn't an employee stock ownership programme)
The name of the section on the corporate website that demonstrates the human resource policy covering	

discrimination and mistreatments and the measures to prevent them. Also provide a summary of relevant parts of the human resource policy.	<a href="https://www.birlesim.com/tr/kurumsal">https://www.birlesim.com/tr/kurumsal</a>
The number of definitive convictions the company is subject to in relation to health and safety measures	Doesn't exist.
<b>3.5. Ethical Rules and Social Responsibility</b>	
The name of the section on the corporate website that demonstrates the code of ethics	<a href="https://www.birlesim.com/tr/kurumsa">https://www.birlesim.com/tr/kurumsa</a>
The name of the section on the company website that demonstrates the corporate social responsibility report. If such a report does not exist, provide the information about any measures taken on environmental, social and corporate governance issues.	<a href="https://www.birlesim.com/tr/kurumsa">https://www.birlesim.com/tr/kurumsa</a>
Any measures combating any kind of corruption including embezzlement and bribery	-

## 4. BOARD OF DIRECTORS-I

4. BOARD OF DIRECTORS-I	
4.2. Activity of the Board of Directors	
Date of the last board evaluation conducted	Performance evaluation of the Board of Directors are not carried out.
Whether the board evaluation was externally facilitated	Hayır (No)
Whether all board members released from their duties at the GSM	Evet (Yes)
Name(s) of the board member(s) with specific delegated duties and authorities, and descriptions of such duties	Mesut Altan - Chairman of the Board of Directors / İdris Çakır - Deputy Chairman of the Board of Directors
Number of reports presented by internal auditors to the audit committee or any relevant committee to the board	-
Specify the name of the section or page number of the annual report that provides the summary of the review of the effectiveness of internal controls	Enterprise Risk Management Practices
Name of the Chairman	Mesut ALTAN
Name of the CEO	Sinan ŞAHİN
If the CEO and Chair functions are combined: provide the link to the relevant PDP announcement providing the rationale for such combined roles	-
Link to the PDP notification stating that any damage that may be caused by the members of the board of directors during the discharge of their duties is insured for an amount exceeding 25% of the company's capital	-
The name of the section on the corporate website that demonstrates current diversity policy targeting women directors	-
The number and ratio of female directors within the Board of Directors	Number:1, Rate:20%

### Composition of Board of Directors

Name, Surname of	Whether Executive	Whether Independent	The First	Link To PDP Notification That Includes	Whether the Independent Director	Whether She/He is the Director Who	Whether The Director Has At Least 5 Years'
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Board Member	Director Or Not	Director Or Not	Election Date To Board	The Independency Declaration	Considered By The Nomination Committee	Ceased to Satisfy The Independence or Not	Experience On Audit, Accounting And/Or Finance Or Not
Mesut ALTAN	İcrada görevli (Executive)	Bağımsız üye değil (Not independent director)	27/05/2024	-	Değerlendirilmedi (Not considered)	İlgisiz (Not applicable)	Evet (Yes)
İdris ÇAKIR	İcrada görevli (Executive)	Bağımsız üye değil (Not independent director)	27/05/2024	-	Değerlendirilmedi (Not considered)	İlgisiz (Not applicable)	Evet (Yes)
Sinan ŞAHİN	İcrada görevli (Executive)	Bağımsız üye değil (Not independent director)	27/05/2024	-	Değerlendirilmedi (Not considered)	İlgisiz (Not applicable)	Evet (Yes)
R.Alev DUMANLI	İcrada Görevli Değil (Non-executive)	Bağımsız üye (Independent director)	27/05/2024	<a href="https://www.kap.org.tr/tr/Bildirim/1254567">https://www.kap.org.tr/tr/Bildirim/1254567</a>	Değerlendirildi (Considered)	Hayır (No)	Evet (Yes)
Gültekin PORTİOĞLU	İcrada Görevli Değil (Non-executive)	Bağımsız üye (Independent director)	27/05/2024	<a href="https://www.kap.org.tr/tr/Bildirim/1254567">https://www.kap.org.tr/tr/Bildirim/1254567</a>	Değerlendirildi (Considered)	Hayır (No)	Evet (Yes)

## 4. BOARD OF DIRECTORS-II

4. BOARD OF DIRECTORS-II	
4.4. Meeting Procedures of the Board of Directors	
Number of physical or electronic board meetings in the reporting period	16
Director average attendance rate at board meetings	% 95
Whether the board uses an electronic portal to support its work or not	Hayır (No)
Number of minimum days ahead of the board meeting to provide information to directors, as per the board charter	No time has been set for the submission of information and documents, these are presented to members in a reasonable time.
The name of the section on the corporate website that demonstrates information about the board charter	Investor Relations/ Company Information/ Articles of Association
Number of maximum external commitments for board members as per the policy covering the number of external duties held by directors	-
4.5. Board Committees	
Page numbers or section names of the annual report where information about the board committees are presented	Board of Directors, Board Committees
Link(s) to the PDP announcement(s) with the board committee charters	<a href="https://www.kap.org.tr/tr/Bildirim/965485">https://www.kap.org.tr/tr/Bildirim/965485</a>

### Composition of Board Committees-I

Names Of The Board Committees	Name Of Committees Defined As "Other" In The First Column	Name-Surname of Committee Members	Whether Committee Chair Or Not	Whether Board Member Or Not
Denetim Komitesi ( Audit Committee)		R.Alev DUMANLI	Evet (Yes)	Yönetim kurulu üyesi (Board member)
Denetim Komitesi ( Audit Committee)		Gültekin PORTİOĞLU	Hayır (No)	Yönetim kurulu üyesi (Board member)

Kurumsal Yönetim Komitesi (Corporate Governance Committee)		R.Alev DUMANLI	Evet (Yes)	Yönetim kurulu üyesi (Board member)
Kurumsal Yönetim Komitesi (Corporate Governance Committee)		Gültekin PORTİOĞLU	Hayır (No)	Yönetim kurulu üyesi (Board member)
Kurumsal Yönetim Komitesi (Corporate Governance Committee)		Ersin KOCA	Hayır (No)	Yönetim kurulu üyesi değil (Not board member)
Riskin Erken Saptanması Komitesi (Committee of Early Detection of Risk)		R.Alev DUMANLI	Evet (Yes)	Yönetim kurulu üyesi (Board member)
Riskin Erken Saptanması Komitesi (Committee of Early Detection of Risk)		Gültekin PORTİOĞLU	Hayır (No)	Yönetim kurulu üyesi (Board member)
Riskin Erken Saptanması Komitesi (Committee of Early Detection of Risk)		Ebru Didar BAYKAN	Hayır (No)	Yönetim kurulu üyesi değil (Not board member)

## 4. BOARD OF DIRECTORS-III

4. BOARD OF DIRECTORS-III	
4.5. Board Committees-II	
Specify where the activities of the audit committee are presented in your annual report or website (Page number or section name in the annual report/website)	Management and Corporate Governance Practices
Specify where the activities of the corporate governance committee are presented in your annual report or website (Page number or section name in the annual report/website )	Management and Corporate Governance Practices
Specify where the activities of the nomination committee are presented in your annual report or website (Page number or section name in the annual report/website)	Duties of the nomination comitee has been carried out by the corporate governance comitee.
Specify where the activities of the early detection of risk committee are presented in your annual report or website (Page number or section name in the annual report/website )	Management and Corporate Governance Practices
Specify where the activities of the remuneration committee are presented in your annual report or website (Page number or section name in the annual report/website)	Duties of the remuneration comitee has been carried out by the corporate governance comitee.
4.6. Financial Rights	
Specify where the operational and financial targets and their achievement are presented in your annual report (Page number or section name in the annual report)	Financial Indicators
Specify the section of website where remuneration policy for executive and non-executive directors are presented.	Investor Relations/ Policies/Remuneration Policy
Specify where the individual remuneration for board members and senior executives are presented in your annual report (Page number or section name in the annual report)	Financial Benefits Provided to Members of the Board of Directors and senior executives.

### Composition of Board Committees-II

Names Of The Board Committees	Name of committees defined as "Other" in the first column	The Percentage Of Non-executive Directors	The Percentage Of Independent Directors In The Committee	The Number Of Meetings Held In Person	The Number Of Reports On Its Activities Submitted To The Board
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Denetim Komitesi (Audit Committee)	% 100	% 100	5	5
Kurumsal Yönetim Komitesi (Corporate Governance Committee)	% 66,66	% 66,66	5	5
Riskin Erken Saptanması Komitesi (Committee of Early Detection of Risk)	% 66,66	% 66,66	6	6