



## KAMUYU AYDINLATMA PLATFORMU

# ALARKO CARRIER SANAYİ VE TİCARET A.Ş. Notification Regarding General Assembly



**MERKEZİ KAYIT  
İSTANBUL**  
Türkiye Sermaye Piyasası - Merkezi  
Saklama ve Veri Depolama Kuruluşu

# Notification Regarding General Assembly

Summary Info	Approval of General Assembly on 07.04.2025
Update Notification Flag	Yes
Correction Notification Flag	No
Postponed Notification Flag	No

## General Assembly Invitation

General Assembly Type	Annual
Beginning of The Fiscal Period	01.01.2024
Ending Date Of The Fiscal Period	31.12.2024
Decision Date	05.03.2025
General Assembly Date	07.04.2025
General Assembly Time	15:00
Record Date (Deadline For Participation In The General Assembly)	06.04.2025
Country	Turkey
City	İSTANBUL
District	BEŞİKTAŞ
Address	Muallim Naci Cad. No: 69 34347 Alarko Merkezi Ortaköy-Beşiktaş/İSTANBUL

## Agenda Items

- 1 - Opening and stand of silence.
- 2 - Deliberation and decision on the election of the Chairman of the Meeting.
- 3 - Deliberation and decision on granting the Chairman of the Meeting the authority to sign the minutes of the General Assembly Meeting.
- 4 - Deliberation and decision on the approval of the appointment of the Board Member who has been temporarily appointed during the year pursuant to Article 363 of the Turkish Commercial Code.
- 5 - Reading and deliberating the Board of Directors Activity Report, Audit Report and the Report of the Independent Audit Company regarding the fiscal year 2024.
- 6 - Reading, deliberating and approving the Statement of Financial Standing and the Statement of Comprehensive Income of the fiscal year 2024.
- 7 - Decision regarding the release of the members of the Board of Directors for the activities of the fiscal year 2024.
- 8 - Presenting information regarding the donations made by our Company during the fiscal year 2024.
- 9 - Deliberation and decision on determining the upper limit of donations that will be made in year 2025.
- 10 - Presenting information regarding the assurances, pledges, mortgages and suretyships granted by our Company for the benefit of third-parties.
- 11 - Deliberation and decision on the proposal of the Board of Directors regarding the distribution of the profit.
- 12 - Deliberation and decision on the determination of the Board of Directors' remuneration.
- 13 - 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.
- 14 - 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.
- 15 - Deliberation and decision regarding the approval of the independent audit firm determined by the Board of Directors for the purpose of inspection of the accounts and transactions of 2025 in accordance with the Turkish Commercial Code and the Capital Markets legislation.
- 16 - 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 years 2024 and 2025, as well as the execution of other activities within the scope of the applicable regulations.
- 17 - Wishes and requests.

## Corporate Actions Involved In Agenda

Dividend Payment
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## General Assembly Results

The General Assembly Meeting of Alarko Carrier Sanayi ve Ticaret A.Ş. related to the fiscal year 2024 is held at the headquarters of the Company, located at the address of "Muallim Naci Cad. No. 69 Ortaköy/İstanbul" on 7 April 2025 at 3:00 pm, under the supervision of the Ministry Representative MUSTAFA KENDİ, authorized by the letter of Provincial Directorate of Commerce of Governorship of Istanbul of the Republic of Türkiye, numbered 107857349 and dated 02.04.2025.

As it is foreseen by the law and the articles of association of the Company, the invitation of the meeting, which also includes the agenda, is made on due time by means of announcing in the Turkish Trade Registry Gazette numbered 11288, dated 10 March 2025, in the gazette named "Hürses" numbered 16820, dated 10 March 2025, published in the location where the Company's headquarters is situated, on the website of the Company, on the Public Disclosure Platform and on the Electronic General Meeting System (e-GKS) of the Central Depository Institution (Merkezi Kayıt Kuruluşu Anonim Şirketi).

With the examination of the attendance list, it is understood that 500 shares which is equal to the nominal value of TRY 5.- has been represented in person and 907,826,601 shares which is equal to the total nominal value of TRY 9,078,266.01- has been represented in the meeting by means of proxies, out of the total nominal value of TRY 10,800,000.- of the Company's shares, thereby, it is ascertained that the minimum meeting quorum foreseen by the law and the articles of association is reached. Thereafter, the meeting was opened simultaneously in physical and electronic environments by ÜMİT NURİ YILDIZ (Member of the Board of Directors), stating that Mr. NİV GARİH (Chairman of the Board of Directors), Ms. Sıla BAŞARAN (Member of the Board of Directors) and ONUR ÜNAL, representing Güney Bağımsız Denetim ve Serbest Muhasebeci Mali Müşavirlik A.Ş. were present at the meeting; and the discussions on the agenda were commenced.

1. The meeting was opened by ÜMİT NURİ YILDIZ, the member of the Board of Directors . The General Assembly stood in silence.

2. Upon the written proposal submitted, it has been unanimously resolved to appoint MEHMET AHKEMOĞLU as the Chairman of the Meeting. The Chairman has appointed ZÜMRÜT DİLEK ELMAS as the Vote Collector, NİLAY FULYA KURUTÇU as the Secretary and Mr. SÜLEYMAN SAMİ İNAL as the person in charge of carrying out the Electronic General Meeting System, as he has the relevant license.

The Chairman of the Meeting announced to the General Assembly that the representatives of the consigned shares have not been present at the meeting.

Agenda items are read to the General Assembly and the deliberation of the said items has been continued with the same order as it has been announced, as there has been no proposal to change the order of the agenda items.

3. It has been unanimously resolved to grant the Presidency of the Meeting the authority to sign the minutes of the General Assembly Meeting.

4. Following the resignation of MURIEL MAKHARINE TOPPAZZINI, it has been decided to put to vote the appointment of MARINE VALERIE SYLVIA MADELEINE CASIN who was elected to fill the vacant position as director pursuant to the article 363 of the Turkish Commercial Code and the appointment was approved unanimously.

5. The annual activity report of the Board of Directors for the year 2024 has been read by the members of the said Board, the Audit Report has been read by ONUR ÜNAL representing the auditor "Güney Bağımsız Denetim ve Serbest Muhasebeci Mali Müşavirlik A.Ş. Following the reading of the Independent Audit Company's report as well, the reports that were read were submitted to deliberation. There has been no statement regarding the said reports.

6. The Financial Situation Statement and the Comprehensive Income Statement related to the fiscal year 2024 have been read and submitted to deliberation. There has been no statement regarding the said statements. It has been unanimously resolved to approve these statements.

7. It has been separately voted and unanimously resolved to discharge the members of the Board of Directors for their acts performed in the fiscal year 2024. The members of the Board of Directors did not cast votes regarding their own discharge.

8. It has been presented by the Board of Directors that the amount of donations made is TRY 3,453,339.- during the year 2024 and the necessary information provided related to the institutions to which the donations were made. The Chairman of the Meeting declared that this item of the agenda is for informational purposes and will not be voted.

9. The limit of the donations that shall be made during the year 2025 has been submitted to the deliberation. There has been no statement. In accordance with the written proposal, it has been unanimously decided that the upper limit for the donations to be made in 2025 shall be TRY 15,000,000.-

10. The information regarding the assurances, pledges, mortgages and surety ships granted by our Company for the benefit of third-parties, is presented by the Board of Directors. The Chairman of the Meeting stated that this item of the agenda is for informational purposes and will not be voted.

11. The proposal of the Board of Directors regarding the distribution of dividend has been read. The proposals of the shareholders have been read and as a consequence of the casted votes, in accordance with the proposal made by the Board of Directors' decision and in direction of the given proposal;

It has been unanimously resolved;

- From the pre-tax period income of TRY 635,664,923.- of our Company as provided in the financial statements of the year 2024, prepared in accordance with the provisions of the Capital Markets Board's Communiqué Serial: II No: 14.1; after setting apart the tax reserves of TRY 222,738,226 as per the provisions of the Capital Market legislation, Company's Articles of association and other legislation, Company's remaining net profit of the period amounts to TRY 412,926,697.-; not to set aside primary general legal reserve, as the amount of primary general legal reserves set aside during the previous years has reached the legal cap,

- To distribute TRY 341,620,139 (Gross), corresponding to 82.05% of TRY 416,380,036, which is formed by adding donations amounting to TRY 3,453,339 to the net distributable profit for the period, to the shareholders in cash as dividend,

- To transfer the total of TRY 3,085,678 into the special funds account in liabilities in the balance sheet for Research and Development Venture Capital Fund,

- To distribute the shareholders in cash the amount of TRY 341,128,861.- (Gross) as dividend transferred from the profit of the past years,
- To set aside secondary general legal reserve amounting to TRY 68,220,900.- from the dividend to be paid,
- To levy the tax on the part of the dividend which is subject to tax cut,
- To add the remaining amount to the extraordinary reserve funds in accordance with the legal records,
- To start paying the dividend on 10 April 2025,
- In the financial statements for the years 2023 and 2024, which have been adjusted for inflation, the inflation difference loss from the previous year will be offset and closed by the inflation adjustment differences related to equity components, taking into account the legal obligations, and by the positive differences arising from capital adjustments.

12. A proposal was made regarding the remuneration of the members of the Board of directors. In accordance with the proposal given; it has been unanimously decided to grant monthly remuneration of TRY 80,000.- (Gross) to the independent board members Ms. Bedriye Banu KÖKER and Ms. Sıla BAŞARAN and not to grant remuneration to the other members of the Board of directors.

13. It has been unanimously resolved to grant the members of the Board of Directors the authorities foreseen in Articles 395 and 396 of the Turkish Commercial Code, provided that the non-competition provisions of the Shareholders' Agreement between Carrier and Alarko are reserved.

14. The shareholders have been informed that no transactions stated under the Article (1.3.6) of the "Corporate Governance Principles", which are provided in the annex of the Communiqué numbered II-17.I of the Capital Markets Board, have been made by the shareholders having the control of the management of the Company, the members of the Board of directors, the managers having an administrative responsibility or their spouses or relatives with blood or with marriage until the second degree.

15. In accordance with the Turkish Commercial Code and Capital Markets legislation, the selection of KPMG Bağımsız Denetim ve Serbest Muhasebeci Mali Müşavirlik A.Ş., registered with the Istanbul Trade Registry under Trade Registry Number 480474-0, as the independent audit firm for the audit of the accounts and transactions of the year 2025, as determined by the Board of Directors, was put to vote upon the submitted written proposal and it was unanimously resolved to approve the selection.

16. For the purpose of conducting the assurance audit of our Company's sustainability reports for the years 2024 and 2025 and carrying out other activities within the scope of the relevant regulations, the selection of KPMG Bağımsız Denetim ve Serbest Muhasebeci Mali Müşavirlik A.Ş., registered with the Istanbul Trade Registry under Trade Registry Number 480474-0, as the independent audit firm appointed by the Board of Directors, was put to vote upon the submitted written proposal and it was unanimously resolved to approve the selection.

17. Wishes and requests have been submitted to deliberation. There has been no statement.

Since there is no other agenda item, the Chairman of the Meeting stated that the meeting has ended, the present minutes are issued at the place of the meeting and has been signed as 6 copies as per the above-mentioned 3rd decision. The necessary copies of the meeting's documents have been delivered to the Ministry Representative and the rest has been delivered to Mr. Niv Garih, Chairman of the Board of Directors.

## Decisions Regarding Corporate Actions

Dividend Payment	Discussed
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## General Assembly Registry

Were The Minutes Registered?	Yes
Date of Registry	17.04.2025

## General Assembly Result Documents

<b>Appendix: 1</b>	Alarko Carrier Olağan Genel Kurulu - Tutanak 07.04.pdf - Minute
<b>Appendix: 2</b>	Alarko Carrier GA Meeting Minutes 07.04.pdf - Minute
<b>Appendix: 3</b>	hazirun 07.04.2025.pdf - List of Attendants

## Additional Explanations

The results of the Ordinary General Assembly meeting of our company held on 07.04.2025 were registered on 17.04.2025 by the Istanbul Trade Registry Office.

Respectfully announced to the public.

This statement has been translated into English for information purposes only. In case of any discrepancy between Turkish and English versions of this statement of disclosure, Turkish version shall prevail.

We proclaim that our above disclosure is in conformity with the principles set down in "Material Events Communiqué" of Capital Markets Board, and it fully reflects all information coming to our knowledge on the subject matter thereof, and it is in conformity with our books, records and documents, and all reasonable efforts have been shown by our Company in order to obtain all information fully and accurately about the subject matter thereof, and we're personally liable for the disclosures.