



KAMUYU AYDINLATMA PLATFORMU

BORUSAN BİRLEŞİK BORU FABRİKALARI SANAYİ VE TİCARET A.Ş. Notification Regarding Merger

Notification Regarding Merger

Summary Info	Disclosure of CMB Approved Announcement Document and Amendment Text to the Articles of Association Related to the Merger of Our Company with BMB Holding A.Ş., Notice on the Right to Review in the TTSG
Update Notification Flag	Yes
Correction Notification Flag	No
Postponed Notification Flag	No

Board Decision Date	06.09.2024
Merger Model	Merger Through Acquisition
Date Of Financial Statements Base To Merger	30.06.2024
Currency Unit	TRY

Acquired Company	Trading On The Stock Exchange/Not Trading On The Stock Exchange	Share Exchange Rate	Group of Share To Be Distributed To Acquired Company Shareholders	Form of Share To Be Distributed To Acquired Company Shareholders
BMB Holding A.Ş.	Not Trading On The Stock Exchange	0,0008	B	Bearer

Share Group Info	Paid In Capital	Amount Of Capital To Be Increased Due To The Acquisition (TL)	Capital To Be Decreased (TL)	Target Capital	New Shares To Be Given Due To Merger
A Grubu, İşlem Görmüyor, TREBRSN00014	14.175.000	0	0	14.175.000	
B Grubu, BRSAN, TRABRSAN91G8	127.575.000	21.582,28	0	127.596.582,28	B Grubu, BRSAN, TRABRSAN91G8

	Paid In Capital	Amount Of Capital To Be Increased Due To The Acquisition (TL)	Capital To Be Decreased (TL)	Target Capital
TOTAL	141.750.000 TL	21.582,28 TL	0 TL	141.771.582,28 TL

Capital Market Board Application Date Regarding Merger	06.09.2024
Capital Market Board Application Result Regarding Merger	APPROVAL
Capital Market Board Approval Date Regarding Merger	21.11.2024

Additional Explanations

It was announced via the Capital Markets Board (CMB) Bulletin dated 21/11/2024 and numbered 2024/53 that the request for approval of the "Announcement Document" prepared regarding the merger of our company with BMB Holding A.Ş., based on the financial statements dated 30.06.2024 and through the "transfer of all assets and liabilities" of BMB Holding A.Ş. as a whole, was approved, and the aforementioned announcement was shared with the public.

With regard to the relevant merger transaction, the announcement document approved by the CMB at its meeting dated November 21, 2024 and numbered 60/1664, as well as the Amendment Text to the Articles of Association regarding the proposed changes to Article 6 titled "Capital," have been officially notified to our company and are attached.

As part of the merger transaction, the Company has been informed by the Board that, due to the capital increase of TRY 21,582.28 determined in the Expert Institution Report, the Amendment Text to the Articles of Association, approved for changes to Article 6 titled 'Capital,' will be included as a separate agenda item at the general assembly meeting where the merger transaction will be submitted for shareholder approval.

Regarding the merger of our company with BMB Holding A.Ş. through acquisition, the documents listed in the second paragraph of Article 8 of the Capital Markets Board's Merger and Division Communiqué numbered II-23.2 will be made available for our shareholders' review for at least thirty days starting from November 28, 2024, prior to the date of the general assembly meeting where the merger transaction will be approved. These documents will be accessible at the company's headquarters located at Pürtelaş Hasan Mah. Meclisi Mebusan Cad. No.37 Beyoğlu/Istanbul, on our corporate website at <https://www.borusanboru.com/bmb-holding-birlesmesi>, and on the Public Disclosure Platform (www.kap.org.tr). Additionally, the information and documents specified in the first and second paragraphs of Article 8 of the Capital Markets Board's Merger and Demerger Communiqué numbered II-23.2 will remain available on our website for a period of 5 years.

Furthermore, in the context of the merger of our company with BMB Holding A.Ş. through acquisition, an announcement regarding the right to review has been published today in the Turkish Trade Registry Gazette in accordance with Article 149 of the Turkish Commercial Code No. 6102.

Updates regarding the merger transaction will continue to be shared with the public.

The Turkish translation of this disclosure is also available and in case of any discrepancy, the Turkish version shall prevail.

Documents Regarding Merger

Appendix: 1

Ek_1_Duyuru Metni.pdf - Announcement Text

Appendix: 2

Ek_2_Tadil Metni.pdf - Other

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.