



## KAMUYU AYDINLATMA PLATFORMU

# BORUSAN BİRLEŞİK BORU FABRİKALARI SANAYİ VE TİCARET A.Ş. Notification Regarding General Assembly

# Notification Regarding General Assembly

Summary Info	Board of Directors' Resolution Regarding the Convening of an Extraordinary General Assembly Meeting Relating to the Merger of Our Company with BMB Holding A.Ş.
Update Notification Flag	No
Correction Notification Flag	No
Postponed Notification Flag	No

## General Assembly Invitation

General Assembly Type	Extraordinary
Decision Date	03.12.2024
General Assembly Date	31.12.2024
General Assembly Time	09:00
Record Date (Deadline For Participation In The General Assembly)	30.12.2024
Country	Turkey
City	İSTANBUL
District	SARIYER
Address	İstinye Mahallesi Sarıyer Caddesi No.77

## Agenda Items

- 1 - Opening, formation of the Meeting Presidency and authorization of the Meeting Presidency to sign the meeting minutes,
- 2 - Informing the shareholders regarding the merger transaction through "acquisition" of BMB Holding Anonim Şirketi by our Company with all of its assets and liabilities ("Merger"), which will be discussed and resolved in the 3rd item of the Agenda, without being submitted to voting and resolved at the General Assembly meeting,
- 3 - In accordance with the provisions of the Turkish Commercial Code No. 6102, Corporate Tax Law No. 5520, Capital Markets Board's Communiqué No. II-23. 2 titled "Communiqué on Merger and Demerger" of the Capital Markets Board and the provisions of the Capital Markets Legislation and other relevant legislation, "acquisition" of BMB Holding Anonim Şirketi, registered with the Istanbul Trade Registry Directorate under the registration number 402760-0, by our Company as a whole with all its assets and liabilities, and by its dissolution without liquidation, submission of the "Merger" transaction and the "Merger Agreement" prepared by the Board of Directors of our Company to the approval of the shareholders, discussion and resolution within the scope of the merger transaction within our Company and within the approval of the Capital Markets Board,
- 4 - Within the scope of the matters stated in the Capital Markets Board's letter dated 22.11.2024 and numbered E-29833736-106.01-63203; subject to the approval of the Merger Agreement and the Merger Transaction by the shareholders within the scope of 3rd item of the Agenda; the Company's capital of 141,750,000.00 Turkish Liras shall be increased by 21,582.28 Turkish Liras, thereby increasing the Company's capital to 141,771,582.28 Turkish Liras and submitting the amendment of Article 6 titled "Capital" of the Company's Articles of Association to the approval of the shareholders in line with the permissions of the Capital Markets Board and the Republic of Turkey Ministry of Trade, to be discussed and resolved,
- 5 - Wishes and closing.

## Corporate Actions Involved In Agenda

Merger
--------

## General Assembly Invitation Documents

Appendix: 1	Birlesme Sözleşmesi.pdf - Other Invitation Document
Appendix: 2	Tadil Metni.pdf - Article of Association Amendment Text
Appendix: 3	Genel Kurul Bilgilendirme Dokümanı.pdf - General Assembly Informing Document
Appendix: 4	General Assembly Meeting Invitation.pdf - Announcement Document
Appendix: 5	Genel Kurul Daveti.pdf - Announcement Document
Appendix: 6	General Assembly Information Document.pdf - General Assembly Informing Document

## Additional Explanations

Our Board of Directors convened and resolved to call the Extraordinary General Assembly Meeting to be held on Tuesday, December 31, 2024, at 09:00 at the address Istinye Mahallesi, Sariyer Caddesi No. 77, Sariyer/ISTANBUL (Borusan Oto Servis ve Ticaret A.Ş. İstinye Şubesi) to discuss and decide on the agenda items outlined above.

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