



Borusan Mannesmann Boru Sanayi ve Ticaret A.Ş.

Material Disclosure

November 27, 2023

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|----------------------------------------------------------|---------------------------------------------------------------------------------|
| Update Notification Flag | Yes |
| Correction Notification Flag | No |
| Date of the Previous Notification About the Same Subject | 23.06.2023 – 23.08.2023 – 28.09.2023 |
| Postponed Notification Flag | No |
| Summary Info | Finalization of Transfer of Borusan Mannesmann Boru Yatırım Holding A.Ş. Shares |

EXPLANATION

Pursuant to the notifications of Borusan Mannesmann Boru Yatırım Holding A.Ş. ("**BMBYH**"), the owner of shares representing 73.48% of our Company's share capital, contemplated transaction regarding the transfer of 230,000,000 shares with the total nominal value of TRY 2,300,000 representing 23% of the share capital of BMBYH from Salzgitter Mannesmann GmbH ("**Salzgitter**") to Borusan Holding A.Ş. ("**Borusan Holding**") ("**Transaction**") as well as certain developments regarding the conditions necessary for the completion of the Transaction were announced to the public.

Pursuant to the notification dated 27.11.2023 received from BMBYH and submitted to our investors' attention in the attachment,

- All the conditions that the Transaction was subject to have been fulfilled and the closing of the Transaction occurred on 27.11.2023,
- Among the said shares, 92,000,000 shares with the total nominal value of TRY 920,000 have been purchased by Borusan Holding and 138,000,000 shares with the total nominal value of TRY 1,380,000 have been purchased by Borusan İstikbal Ticaret Türk A.Ş., a 100% owned affiliate of Borusan Holding,
- Therefore, Borusan group companies' total share has increased from 77% to 100% in BMBYH's share capital, which owns 73.48% of the shares representing the share capital of our Company,
- There has been no change in the management control of our Company as a result of the Transaction, which was also held by the Borusan group prior to the Transaction, and
- As a result of the Transaction, there has been no change in our Company's direct shareholding structure; nevertheless, Salzgitter's indirect shareholding ratio in our Company's share capital has decreased to 0% from 16.9%, and Borusan group companies' total indirect shareholding ratio in our Company's share capital has increased to 73.48% from 56.58%.

It is respectfully announced to the public.

Supplementary document is available on <https://www.kap.org.tr/en/Bildirim/1220325>.

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.