

**INFORMATION DOCUMENT FOR THE EXTRAORDINARY GENERAL ASSEMBLY MEETING DATED 31.12.2024
OF BORUSAN BİRLEŞİK BORU FABRİKALARI SANAYİ VE TİCARET ANONİM ŞİRKETİ**

The Extraordinary General Assembly Meeting of our Company will be held on Tuesday, 31.12.2024, at 09:00 at the address of İstinye Mahallesi Sariyer Caddesi No.77 Sariyer/İSTANBUL (Borusan Oto Servis ve Ticaret A.Ş. İstinye Branch) to discuss and resolve on the agenda written below.

Shareholders may attend the extraordinary general assembly meeting physically or electronically in person or through their representatives. Electronic participation in the General Assembly is possible with the secure electronic signatures of the shareholders or their representatives. Shareholders who will carry out transactions in the Electronic General Assembly System (e-GKS) must therefore primarily register with Merkezi Kayıt Kuruluşu A.Ş. (“MKK”) and e-MKK Information Portal and register their contact information thereto as well as having a secure electronic signature. It is not possible for shareholders or their representatives who are not registered to e-MKK Information Portal and do not have a secure electronic signature to participate in the General Assembly electronically.

Shareholders or their representatives who wish to attend the meeting electronically must fulfill their obligations in accordance with the provisions of the “Communiqué on the Electronic General Assembly System to be Applied in the General Assemblies of Joint Stock Companies” published in the Official Gazette dated 28.08.2012 and numbered 28395. Otherwise, it will not be possible for the shareholders to participate in the General Assembly Meeting electronically. Shareholders may obtain the necessary information regarding participation in the General Assembly Meeting electronically from MKK and/or MKK's Corporate Website at “www.mkk.com.tr”. Shareholders wishing to participate in the Extraordinary General Assembly Meeting are required to fulfill the procedures announced to the public by MKK. Shareholders whose names appear on the list of attendees prepared through considering the “list of shareholders” provided by the MKK may attend the Extraordinary General Assembly Meeting. The control of whether the persons who physically come to the meeting hall to attend the Extraordinary General Assembly Meeting are shareholders or their representatives will be made through the aforementioned list.

In order for the shareholders who cannot attend the meeting in person to exercise their voting rights by proxy, provided that their rights and obligations regarding participation in the Extraordinary General Assembly Meeting in electronic environment are reserved, they must prepare their power of attorney in accordance with the attached sample, fulfill the other requirements stipulated in the Capital Markets Board's “Communiqué II-30.1 on Voting by Proxy and Proxy Solicitation”, which published in the Official Gazette dated 24.12.2013 and numbered 28861, and submit these power of attorneys with their notarized signatures to İstinye Mahallesi Sariyer Caddesi No.77 Sariyer/İSTANBUL (Borusan Oto Servis ve Ticaret A.Ş. İstinye Branch) during their attendance to the meeting to be held at the address. Sample Power of Attorney Forms can also be obtained from our Company Headquarters or our Company's Corporate Website at <https://www.borusanboru.com>. If the authorization is made through the e-GKS, the name and surname of the proxy (representative) must be included in the list received from MKK. If the authorization is not made through e-GKS, a power of attorney in accordance with the legislation must be submitted. Power of attorneys that are not in compliance with the attached power of attorney sample required by the Capital Markets Board Communiqué No. II-30.1 will not be accepted.

The announcement document approved by the Capital Markets Board, the merger agreement, the merger report, last three years' financial reports, the expert institution report, the estimated opening balance sheet after the merger, the last three years' independent audit reports, and real estate evaluation reports have been made available for the review of shareholders at the Company Headquarters, on our Company's Corporate Website at <https://www.borusanboru.com/bmb-holding-birlesmesi> and on the Public Disclosure Platform at least 30 (thirty) days prior to the Extraordinary General Assembly meeting, in accordance with Article 149 of the Turkish Commercial Code No. 6102 and the Capital Markets Board Communiqué No. II-23. 2 titled “Communiqué on Merger and Demerger”. In addition to these documents, the General Assembly Information Document and the Sample Power of Attorney will be made available for the review of our shareholders at the Company Headquarters, on the Public Disclosure Platform, on our corporate website at <https://www.borusanboru.com> and on e-GKS as of three weeks prior to the meeting.

Regards,

**BORUSAN BİRLEŞİK BORU FABRİKALARI
SANAYİ VE TİCARET ANONİM ŞİRKETİ
BOARD OF DIRECTORS**

COMPANY HEADQUARTERS ADDRESS: Pürtelaş Hasan Mah. Meclisi Mebusan Cad. No.37 Salıpaazarı, Beyoğlu, İSTANBUL
Phone: (0212) 393 58 00
Web Address: www.borusanboru.com
Registration Date: 02.07.1958
Mersis Number: 0-1800-0381-4000016
Trade Registry Number: 69531
Trade Registry Directorate: İstanbul Ticaret Sicili Directorate
Tax Office: Büyük Mükellefler
Tax Number: 180 003 8140

- ❖ Agenda Items of the Extraordinary General Assembly Meeting are given in **Annex-1**.
- ❖ Sample Power of Attorney is given in **Annex-2**.

ADDITIONAL EXPLANATIONS WITHIN THE SCOPE OF CAPITAL MARKETS BOARD REGULATIONS

Pursuant to Article 437 of the Turkish Commercial Code No. 6102 dated 13/1/2011, which entered into force by being published in the Official Gazette No. 27846 dated February 14, 2011, and pursuant to the Corporate Governance Principle No. 1.3.1 of the Capital Markets Board's "Corporate Governance Communiqué" No. II-17.1, which entered into force by being published in the Official Gazette No. 28871 dated January 3, 2014, the additional disclosures required have been made in the relevant agenda item below. General explanations are presented for your information in this section.

a) Information on the total number of shares and voting rights reflecting the shareholding structure of our Company, the number of shares and voting rights representing each privileged share group, if there are privileged shares in the share capital, and the nature of the privileges:

The Company's capital is 141,750,000.00 Turkish Liras. This capital is divided into 14,175,000,000 Group A and Group B shares with a nominal value of 1 Kurus each.

The distribution of these shares is as follows;

Number	Group	Type	Amount (TRY)
1,417,500,000	A	Registered	14,175,000.00
12,757,500,000	B	Bearer	127,575,000.00

The Board of Directors consists of at least 5 and at most 9 members. Half of the members of the Board of Directors are elected among the candidates nominated by Group (A) shareholders.

Pursuant to Article 20 of the Company's Articles of Association, there is a privilege in voting rights; accordingly, Group (A) shares are entitled to 5 votes each in ordinary and extraordinary meetings, without prejudice to the provisions of Article 479 of the Turkish Commercial Code.

The shareholding structure of the Company is as follows:

NAME – SURNAME / TITLE OF THE SHAREHOLDER	SHAREHOLDING STRUCTURE				
	NUMBER OF SHARES	CAPITAL AMOUNT (TRY)	SHARE RATIO (%)	SHARE GROUP	VOTING RATIO (%)
BMB Holding Anonim Şirketi	1,417,500,000	14,175,000.00	10.00	A (Registered)	81.06
BMB Holding Anonim Şirketi	8,998,226,626	89,982,266.26	63.48	B (Bearer)	
Other	945,000,000	9,450,000.00	6.67	B (Bearer)	18.94
Public part	2,814,273,374	28,142,733.74	19.85	B (Bearer)	
Total	14,175,000,000	141,750,000	100		100

b) Information about the changes in the management and activities of our Company and its subsidiaries that have taken place in the previous accounting period or planned in the future accounting periods that will significantly affect the Company's activities and the reasons for these changes are presented below:

Changes in the management and operations of the Company and its subsidiaries in 2023 that will significantly affect the Company's operations were disclosed during the ordinary general assembly meeting held on May 27, 2024. Matters concerning the next accounting period are, to the extent possible, disclosed by our Company on Public Disclosure Platform.

Material event disclosures made by our Company within the scope of the relevant legislation can be accessed at www.kap.org.tr.

c) If the agenda of the general shareholders' meeting includes dismissal, replacement or election of board members, information on grounds for dismissal and replacement, résumés of the persons whose candidacy for board membership has been submitted to the company, their positions held in the last ten years and reasons for leaving, the nature and level of their relationship with the company and its related parties, whether they are independent or not, and information on similar issues that may affect the activities of the company in case such persons are elected as board members:

None.

ç) Information on the requests of the Company's shareholders submitted in writing to the Investor Relations Department regarding the placement of items on the agenda, and in cases where the board of directors does not accept the shareholders' agenda proposals, information on the rejected proposals and the grounds for rejection:

None.

d) Information on if there is an amendment to the articles of association on the agenda, the relevant board of directors' resolution and information on the old and new versions of the amendments to the articles of association:

In accordance with Borusan Boru's Board of Directors decision dated 06.09.2024 and numbered 23 (2024) and Board of Directors decision dated 03.12.2024 and numbered 32 (2024), among other matters, it is planned to amend Article 6 titled "Capital" of the Company's Articles of Association. The old and new versions of the Articles of Association are as follows:

BORUSAN BİRLEŞİK BORU FABRİKALARI SANAYİ VE TİCARET ANONİM ŞİRKETİ AMENDMENT TO ARTICLES OF ASSOCIATION																									
OLD VERSION	NEW VERSION																								
<p>Capital Article 6:</p> <p>The capital of the Company is 141,750,000 Turkish Liras. This capital is divided into 14,175,000,000 Group A and Group B shares with a nominal value of 1 Kurus each.</p> <p>The distribution of these shares is as follows;</p> <table border="1"> <thead> <tr> <th>Number</th> <th>Group</th> <th>Type</th> <th>Amount (TRY)</th> </tr> </thead> <tbody> <tr> <td>1,417,500,000</td> <td>A</td> <td>Registered</td> <td>14,175,000.00</td> </tr> <tr> <td>12,757,500,000</td> <td>B</td> <td>Bearer</td> <td>127,575,000.00</td> </tr> </tbody> </table> <p>TRY 141,750,000 constituting the Company capital is fully paid.</p> <p>Shares representing the capital are monitored in dematerialized form within the framework of dematerialization principles.</p>	Number	Group	Type	Amount (TRY)	1,417,500,000	A	Registered	14,175,000.00	12,757,500,000	B	Bearer	127,575,000.00	<p>Capital Article 6:</p> <p>The capital of the Company is TRY 141,771,582.28. This capital divided into 14,177,158,228 Class A and Class B shares with a nominal value of 1 Kurus each. TRY 141,750,000 constituting the previous Company capital is fully paid.</p> <p>The increased amount of 21,582.28 TRY, was covered from the equity of the BMB Holding Anonim Şirketi due to the acquisition and merger thereof by our Company with all its assets, liabilities, rights and obligations in light of the universal succession principle in accordance with the provisions of the Capital Markets Legislation, the Turkish Commercial Code No. 6102, and Article 19 and 20 of the Corporate Tax Law No. 5520 and other relevant legislation and within the scope of principles accepted in the merger agreement of the merging companies.</p> <p>The distribution of the Company's capital and shares in the current situation is as follows;</p> <table border="1"> <thead> <tr> <th>Number</th> <th>Group</th> <th>Type</th> <th>Amount (TRY)</th> </tr> </thead> <tbody> <tr> <td>1,417,500,000</td> <td>A</td> <td>Registered</td> <td>14,175,000.00</td> </tr> <tr> <td>12,759,658,228</td> <td>B</td> <td>Bearer</td> <td>127,596,582.28</td> </tr> </tbody> </table> <p>Shares representing the capital are monitored in dematerialized form within the framework of dematerialization principles.</p>	Number	Group	Type	Amount (TRY)	1,417,500,000	A	Registered	14,175,000.00	12,759,658,228	B	Bearer	127,596,582.28
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**EXPLANATIONS ON AGENDA ITEMS
FOR THE EXTRAORDINARY GENERAL ASSEMBLY MEETING DATED 31.12.2024**

1) Opening, formation of the Meeting Presidency and authorization of the Meeting Chair to sign the meeting minutes.

In accordance with the Turkish Commercial Code No. 6102 (TCC), the “Regulation on the Procedures and Principles of the General Assembly Meetings of Joint Stock Companies and the Representatives of the Ministry of Commerce to be Present at these Meetings” (“Regulation” or “General Assembly Regulation”), the Regulation on General Assemblies to be Held Electronically in Joint Stock Companies published by the Ministry of Commerce in the Official Gazette No. 28395 on August 28, 2012, the “Communiqué on the Electronic General Assembly System to be Applied in the General Assemblies of Joint Stock Companies” published in the Official Gazette numbered 28396 on August 29, 2012, our General Assembly Internal Directive and our Articles of Association, the formation of the Meeting Presidency consisting of the Chair, Vote Collectors and Minutes Secretary who will manage the General Assembly meeting will be carried out.

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.

Board of Directors of our company adopted the resolution dated 06/09/2024 regarding the merger of BMB Holding Anonim Şirketi with our Company through “acquisition” with all of its assets and liabilities as a whole by our Company. The announcement document regarding the merger transaction was approved by the Capital Markets Board on 21.11.2024. In this respect; information will be presented to the shareholders of our Company regarding the aforementioned merger transaction.

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.

A decision dated 06/09/2024 was taken by the Board of Directors of our Company regarding the “acquisition” of BMB Holding Anonim Şirketi by our Company through merger with all of its assets and liabilities as a whole by our Company. Since the Capital Markets Board has decided to approve the announcement document regarding the merger transaction on 21.11.2024, the “Merger” transaction and the “Merger Agreement” prepared by the Board of Directors of our Company and reviewed by the Capital Markets Board will be submitted to the opinions, evaluations and approvals of the shareholders of our Company.

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,

Subject to the approval of the merger transaction to be discussed in the 3rd item of the agenda and provided that the necessary legal permits are obtained, the issue of increasing the Company's capital of TRY 141,750,000.00 by TRY 21,582.28 thereby increasing the Company's capital to TRY 141,771,582.28 will be submitted to the opinions, evaluations and approvals of the shareholders of our Company.

5) Wishes and closing.

ANNEXES:

ANNEX-1: Extraordinary General Assembly Minutes of Meeting

ANNEX-2: Sample Power of Attorney

ANNEX-1

**BORUSAN BİRLEŞİK BORU FABRİKALARI SANAYİ VE TİCARET ANONİM ŞİRKETİ
AGENDA OF THE EXTRAORDINARY GENERAL ASSEMBLY MEETING
DATED 31.12.2024**

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.

ANNEX-2

**POWER OF ATTORNEY
BORUSAN BİRLEŞİK BORU FABRİKALARI SANAYİ VE TİCARET ANONİM ŞİRKETİ**

At the Extraordinary General Assembly Meeting of Borusan Birleşik Boru Fabrikaları Sanayi ve Ticaret Anonim Şirketi to be held on **Tuesday, 31.12.2024**, at **09:00** at İstinye Mahallesi Sarıyer Caddesi No.77 Sarıyer/İSTANBUL (Borusan Oto Servis ve Ticaret A.Ş. İstinye Branch), I hereby appoint _____, who is introduced in detail below, as my proxy to be authorized to represent me, to vote, to make proposals and to sign the necessary documents in line with the opinions I have expressed below.

Proxy (*);

Name Surname/Commercial Title:

Turkish Identity No/Tax No, Trade Registry and No and MERSIS No:

(*) For foreign proxies, it is obligatory to submit the equivalent of the aforementioned information, if any.

A) SCOPE OF THE AUTHORIZATION OF REPRESENTATION

The scope of representation authority should be determined by selecting one of the options (a), (b) or (c) for sections 1 and 2 below.

1. About the Issues on the Agenda of the General Assembly;

- a) The proxy is authorized to vote in accordance with his/her own opinion.
- b) The proxy is authorized to vote in line with the suggestions of the company management.
- c) The proxy is authorized to vote in accordance with the instructions specified in the table below.

Instructions:

If option (c) is selected by the shareholder, the instructions specific to the agenda item shall be given by marking one of the options given opposite the relevant general assembly agenda item (acceptance or rejection) and, if the rejection option is selected, by indicating the dissenting opinion, if any, requested to be written in the minutes of the general assembly meeting.

Agenda Items (*)	Acceptance	Rejection	Dissenting Opinion
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.			

There is no voting on informative articles.

If the minority has a separate draft resolution, this is also indicated separately to ensure proxy voting.

2. Special instruction on other issues that may arise at the General Assembly meeting and especially on the exercise of minority rights:

- a) The proxy is authorized to vote in accordance with his/her own opinion.
- b) The proxy is not authorized to represent in these matters.
- c) The proxy is authorized to vote in accordance with the following special instructions.

SPECIAL INSTRUCTIONS; Special instructions, if any, to be given by the shareholder to the proxy shall be specified here.

B) The shareholder shall specify the shares he/she wants the proxy to represent by selecting one of the following options.

1.I hereby approve the representation of my shares detailed below by proxy.

- a) Type and series:(*)
- b) Number/Group:(**)
- c) Number - Nominal value:
- ç) Whether it has voting privileges:
- d) Bearer or registered:(*)
- e) Proportion of total shares/voting rights held by the shareholder:
(*) This information is not requested for dematerialized shares.
(**) For dematerialized shares, information regarding the group, if any, will be given instead of the number.

2. I hereby approve the representation by proxy of all of my shares included in the list of shareholders who can attend the general assembly prepared by MKK one day prior to the day of the general assembly.

FULL NAME or TITLE OF SHAREHOLDER (*)

Turkish Identity No/Tax No, Trade Registry and Number and MERSIS number:

Address: (*)

For foreign shareholders, it is mandatory to submit the equivalent of the aforementioned information, if any.

SIGNATURE