



Borusan Mannesmann Boru Sanayi ve Ticaret A.Ş.

Material Disclosure

September 28, 2023

Update Notification Flag	No
Correction Notification Flag	No
Date of the Previous Notification About the Same Subject	23.06.2023
Postponed Notification Flag	No
Summary Info	Processes Regarding the Transfer of Borusan Mannesmann Boru Yatırım Holding A.Ş. Shares

EXPLANATION

On 23.06.2023, pursuant to the notification of Borusan Mannesmann Boru Yatırım Holding A.Ş. ("**BMBYH**"), the owner of shares representing 73.48% of our Company's share capital, dated 22.06.2023, the fact that a share transfer agreement has been signed between Borusan Holding A.Ş. and Salzgitter Mannesmann GmbH 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 to Borusan Holding A.Ş. ("**Transaction**"); the conditions precedents for the share transfer within the scope of the Transaction; and in the event that the Transaction is completed, the fact that Borusan group companies' total shares in the BMBYH will increase from %77 to %100 and that there will be no change in the management control of our company, which is currently owned by Borusan group, were announced to the public.

In addition, it has been announced to public on 23.08.2023 that our Company's requests for amendment of the articles of association and exemption from the exercise of exit rights have been approved by the Capital Markets Board with the letter of the Capital Markets Board dated 18.08.2023 and numbered E-29833736-110.03.03-41063, which was received by our Company on 23.08.2023.

Following the letter of the Capital Markets Board, an application has been made by our Company before the Ministry of Trade for the amendment of the articles of association, and the approval process is pending.

Finally, pursuant to the notification of BMBYH dated 28.09.2023, which is annexed hereto, relating to the conditions which the said Transaction is subject to;

The Transaction has been unconditionally approved by the competition authorities of Romania, Germany, Poland and Türkiye, and by the Foreign Direct Investments Authority of Romania.

An application has been made to the Foreign Direct Investments Authority of Italy, and the relevant authority's review process regarding the Transaction is pending.

Developments regarding the conditions necessary for the completion of the Transaction will continue to be announced to the public.

It is respectfully announced to the public.

Supplementary document is available on <https://www.kap.org.tr/en/Bildirim/1198023>.

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.