

## BORUSAN BİRLEŞİK BORU FABRİKALARI SANAYİ VE TİCARET ANONİM ŞİRKETİ

### INVITATION FOR EXTRAORDINARY GENERAL ASSEMBLY MEETING, TO BE HELD ON 31 DECEMBER 2024, ISSUED BY THE PRESIDENCY OF BOARD OF DIRECTORS

**Trade Register Number: 69531**

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 Sarıyer Caddesi No.77 Sarıyer/İSTANBUL (Borusan Oto Servis ve Ticaret A.Ş. İstinye Branch).

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 Sarıyer Caddesi No.77 Sarıyer/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.

**BORUSAN BİRLEŞİK BORU FABRİKALARI SANAYİ VE TİCARET ANONİM ŞİRKETİ**

**AGENDA OF THE EXTRAORDINARY GENERAL ASSEMBLY MEETING  
DATED 31 DECEMBER 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.

**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 (" <b>Merger</b> "), 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**

**ANNEX**

**BORUSAN BİRLEŞİK BORU FABRİKALARI SANAYİ VE TİCARET ANONİM ŞİRKETİ**

**AMENDMENT TO ARTICLES OF ASSOCIATION**

**OLD VERSION**

**Capital**

**Article 6:**

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 Kuruş 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

TRY 141,750,000 constituting the Company capital is fully paid.

Shares representing the capital are monitored in dematerialized form within the framework of dematerialization principles.

**NEW VERSION**

**Capital**

**Article 6:**

The capital of the Company is TRY 141,771,582.28. This capital is divided into 14,177,158,228 Class A and Class B shares with a nominal value of 1 Kuruş each. TRY 141,750,000 constituting the previous Company capital is fully paid.

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 Articles 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.

The distribution of the Company's capital and shares in the current situation is as follows;

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

Shares representing the capital are monitored in dematerialized form within the framework of dematerialization principles.