



## KAMUYU AYDINLATMA PLATFORMU

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

# Notification Regarding Merger

<b>Summary Info</b>	Regarding Our Company's Decision to Merge with BMB Holding A.Ş. Through Acquisition and the Application to the Capital Markets Board (CMB)
<b>Update Notification Flag</b>	No
<b>Correction Notification Flag</b>	No
<b>Postponed Notification Flag</b>	Yes

<b>Board Decision Date</b>	06.09.2024
<b>Merger Model</b>	Merger Through Acquisition
<b>Date Of Financial Statements Base To Merger</b>	30.06.2024
<b>Currency Unit</b>	TRY

Acquired Company	Trading On The Stock Exchange/Not Trading On The Stock Exchange	Share Exchange Rate	Group of Share To Be Distributed To Acquired Company Shareholders	Form of Share To Be Distributed To Acquired Company Shareholders
BMB Holding A.Ş.	Not Trading On The Stock Exchange	0,0008	B	Bearer

Share Group Info	Paid In Capital	Amount Of Capital To Be Increased Due To The Acquisition (TL)	Capital To Be Decreased (TL)	Target Capital	New Shares To Be Given Due To Merger
A Grubu, İşlem Görmüyor, TREBRSN00014	14.175.000	0	0	14.175.000	
<b>B Grubu, BRSAN, TRABRSAN91G8</b>	<b>127.575.000</b>	<b>21.582,28</b>	<b>0</b>	<b>127.596.582,28</b>	<b>B Grubu, BRSAN, TRABRSAN91G8</b>

	Paid In Capital	Amount Of Capital To Be Increased Due To The Acquisition (TL)	Capital To Be Decreased (TL)	Target Capital
<b>TOTAL</b>	141.750.000 TL	21.582,28 TL	0 TL	141.771.582,28 TL

<b>Capital Market Board Application Date Regarding Merger</b>	06.09.2024
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## Additional Explanations

Our Board of Directors has convened and resolved the following:

1. Subject to the approval of our Company's General Assembly; within the framework of the Capital Markets Law No. 6362, the Communiqué on Mergers and Demergers No. II-23.2 of the Capital Markets Board, the Communiqué on Material Transactions and Exit Rights No. II-23.3 of the Capital Markets Board, other relevant Capital Markets regulations, Articles 134 and following of the Turkish Commercial Code No. 6102, Articles 18, 19, and 20 of the Corporate Tax Law No. 5520, and other relevant legal

provisions, the commencement of procedures related to the merger of BMB Holding A.Ş., registered with Istanbul Trade Registry Office under registration number 402760-0 and Beyoğlu Tax Office under tax number 1800098569, with all its assets and liabilities being transferred to our Company as a whole ("Merger Transaction");

2. In the Merger Transaction and the calculations to be made in relation to this Merger Transaction; it has been decided that the financial statements as of 30.06.2024 of both our Company as the transferee and BMB Holding A.Ş. as the transferor, will be used as a basis, pursuant to Article 6 of the Communiqué on Mergers and Demergers No. II-23.2 titled "Financial statements to be used in merger and demerger transactions";

3. In the Merger Transaction; it has been decided to base the determination of the "merger ratio", "exchange ratio", and the corresponding "capital increase amount" to be made as a result of the merger in a fair, reasonable, and indisputable manner, in compliance with the regulations, by using an Expert Institution Report in accordance with Article 7 of the Communiqué on Mergers and Demergers No. II-23.2 titled "Expert Institution Opinion", due to the fact that our Company is subject to capital market regulations and its shares are traded on the Stock Exchange; and to base the Merger Agreement, Merger Report, Disclosure Document, and other documents to be prepared in the scope of this Merger Transaction on the Expert Institution Report;

4. Since there is no privileged share or holders of participation certificates in BMB Holding A.Ş.; it has been decided that there is no need to provide equivalent rights or appropriate compensation to the shareholders or holders of participation certificates of BMB Holding A.Ş., and there are no additional benefits to be provided within our Company in this regard;

5. In the Merger Transaction, it has been decided that; there will be no severance payment provided under Article 141 of the Turkish Commercial Code No. 6102, and no balancing payment provided under Article 140 of the same law;

6. Based on the financial statements as of 30.06.2024, the merger of all assets and liabilities of BMB Holding A.Ş. with our Company as a whole; has been deemed not to be a "material transaction" in terms of the Communiqué on Material Transactions and Exit Rights No. II-23.3 of the Capital Markets Board, and therefore, no "exit rights" will arise for the shareholders of Borusan Birleşik Boru Fabrikaları Sanayi ve Ticaret A.Ş., and there is no need to include provisions regarding the use of exit rights in the merger agreement;

7. Since there is no change in control within our Company; there will be no obligation to make a "mandatory tender offer" under the Communiqué on Tender Offers No. II-26.1 of the Capital Markets Board, and therefore, no application to the Capital Markets Board regarding a mandatory tender offer is required;

8. To carry out all procedures necessary to complete the Merger Transaction, including all official applications to be made to the Capital Markets Board, the Ministry of Trade, the Competition Authority, the Chambers of Commerce and Industry, the Trade Registry Offices, and other relevant authorities, including all official announcements and legal procedures;

9. For the purpose of obtaining necessary permissions, submitting applications, and initiating, monitoring, and concluding the Merger Transaction in accordance with the regulations, it has been decided that any two of the members of the Board of Directors and the Executive Committee of our Company will be jointly authorized and responsible for executing all necessary acts and signing all necessary documents;

10. In light of the decision made by our Company's Board of Directors on 26.06.2024, it was resolved that, due to the potential harm to our Company's shareholders, minority shareholders, or potential stakeholders, and the legitimate interests of our Company, if discussions and studies regarding the Merger Transaction were disclosed to the public before concrete steps were taken, the necessary measures were taken to ensure the confidentiality of the information. In accordance with Article 6 of the Capital Markets Board's (II-15.1) Communiqué on Material Events, titled "Postponement of Public Disclosure of Inside

Information," the decision to postpone the public disclosure of inside information was made. At this point, as the reasons for postponing the public disclosure of inside information no longer exist, it has been resolved to lift the postponement and announce to the shareholders and the public that discussions and preparations for the Merger Transaction have commenced.

Furthermore, our Board of Directors has convened and resolved the following:

1. In accordance with the above-mentioned Board Resolution, since it was decided to base the determination of the merger ratio, exchange ratio, and the corresponding capital increase amount on the "Expert Institution Report" in compliance with Article 7 of the Communiqué on Mergers and Demergers No. II-23.2 of the Capital Markets Board, titled "Expert Institution Opinion," in order to ensure that the calculation is fair, reasonable, and compliant with the relevant legal provisions, it has been decided to use the Expert Institution Report prepared by PwC Yönetim Danışmanlığı A.Ş., dated 06.09.2024, as the basis for the Merger Transaction;

2. According to the Expert Institution Report; although the merger ratio has been calculated as 26.5164%, the exchange ratio as 0.00080, and the capital increase amount as 21,582.28 TL, subject to the approval of the General Assembly, it has been decided to distribute the increased capital to the shareholders of BMB Holding A.Ş., which will be dissolved as a result of the merger;

3. In this context, due to the capital increase of 21,582.28 TL determined by the Expert Institution Report, it has been decided to amend Article 6, titled "Capital," of the Company's Articles of Association;

4. To obtain the necessary approvals from the Capital Markets Board and the Ministry of Trade regarding the amendment of the Articles of Association, to make the necessary applications and legal procedures to other relevant institutions and authorities, and to present the amendments for approval at the next General Assembly meeting.

In this context, an application was made to the Capital Markets Board as of September 6, 2024, and the Announcement Document, the Expert Institution Report, the Merger Agreement, the Merger Report, and Amendment Text to Articles of Association prepared within the scope of the transaction are attached herewith.

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

## Documents Regarding Merger

<b>Appendix: 1</b>	Tadil Metni.pdf - Other
<b>Appendix: 2</b>	Birleşme Sözleşmesi.pdf - Merger Contract
<b>Appendix: 3</b>	Birleşme Raporu.pdf - Merger Report
<b>Appendix: 4</b>	Borusan Boru Duyuru Metni.pdf - Announcement Text
<b>Appendix: 5</b>	PwC_BBB ve BMBH Birleşmesi_Uzman Kuruluş Raporu_06.09.2024.pdf - Expert Institution Report

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.