

BORUSAN MANNESMANN BORU SANAYİ VE TİCARET ANONİM ŞİRKETİ

THE CALL FOR EXTRAORDINARY MEETING OF THE GENERAL ASSEMBLY OF SHAREHOLDERS, TO BE HELD ON 21 NOVEMBER 2023, ISSUED BY THE PRESIDENCY OF BOARD OF DIRECTORS

Trade Registry Number: 69531

Our Company's General Assembly of Shareholders will be convened for an Extraordinary Meeting at the address of İstinye Mahallesi Sarıyer Caddesi No.77 Sarıyer / İSTANBUL (Borusan Oto Servis ve Ticaret A.Ş. İstinye Branch) at 15:00 hours on Tuesday, November 21, 2023.

Shareholders may personally attend the extraordinary meeting of the General Assembly of Shareholders of our Company in physical environment or via electronic media, or be represented by a proxy holder therein. Shareholders may attend the general assembly meeting via electronic media with a safe electronic signature of themselves or their proxy holders. For this reason, a shareholder intending to use the Electronic General Assembly System must first of all be registered in Merkezi Kayıt Kuruluşu A.Ş. ("MKK") (Central Registry Agency) and e-MKK Information Portal, and have their communication data registered therein, and also have a safe electronic signature. Accordingly, shareholders or their proxy holders not registered in e-MKK Information Portal and not having a safe electronic signature are not permitted to attend the General Assembly meeting via electronic media.

Shareholders or their proxy holders intending to attend the General Assembly meeting via electronic media are required to perform their obligations in strict compliance with the provisions of the "Communiqué on Electronic General Assembly System to be Employed in General Assembly Meetings of Joint-Stock Companies", promulgated in the Official Gazette issue 28395 on 28.08.2012.

Shareholders which are not going to personally attend the meeting in physical environment and are to be represented in the meeting by proxy are required to issue their powers of attorney in accordance with the following format or to receive a sample power of attorney from the Company headquarters or from the Company's internet website at the address of <http://www.borusanmannesmann.com>, and then, to bring said powers of attorney, duly certified via a notary public within the frame of provisions of the Communiqué, Serial IV No. 8, of the Capital Markets Board, to the meeting to be held at the address of İstinye Neighbourhood Sarıyer Street No.77 Sarıyer / İSTANBUL (Borusan Oto Servis ve Ticaret A.Ş. İstinye Branch).

Shareholders intending to submit shares dematerialised pursuant to the related article of the Capital Markets Law are required to issue a "Certificate of Representation Relating to Submitted Shares" and an "Instruction Notification Form", samples of which are attached to the Regulation on Procedures and Principles of General Assembly Meetings of Joint-stock Companies and on Representatives of Ministry of Commerce to be Assigned for said Meetings, in line with the pertinent provisions of said Regulation.

BORUSAN MANNESMANN BORU SANAYİ VE TİCARET ANONİM ŞİRKETİ

**AGENDA FOR
EXTRAORDINARY GENERAL ASSEMBLY MEETING
TO BE HELD ON 21 NOVEMBER 2023**

Opening and determination of meeting quorum.

1. Opening and election of chairmanship council members for meeting; and
2. Taking decisions on amendment of article 2 “**Name of Company**”, article 9 “**Election of Directors**” and article 10 “**Term of Office of Directors**” in line and in accordance with the permissions and exemptions to be received from T.R. Capital Markets Board and T.R. Ministry of Commerce; and
3. Wishes and closing.

POWER OF ATTORNEY

I, the Undersigned, hereby appoint, empower and assign, as my proxy holder, duly authorized to represent me in line with my opinions cited below, and to vote in my name, and to raise motions, and to sign the required documents, in the Extraordinary General Assembly Meeting of BORUSAN MANNESMANN BORU SANAYİ VE TİCARET ANONİM ŞİRKETİ, to be held at the address of İstinye Neighbourhood Sarıyer Street No.77 Sarıyer / İSTANBUL (Borusan Oto Servis ve Ticaret A.Ş. İstinye Branch) at 15:00 hours on Tuesday, November 21, 2023.

A) SCOPE OF THE POWER OF REPRESENTATION

- a. Proxy holder is authorized to vote for and on all agenda topics in line with his own opinions.
- b. Proxy holder is authorized to vote for and on all agenda topics in line with the following instructions.
Instructions: (Insert special instructions.)
- c. Proxy holder is authorized to vote for and on all agenda topics in line with suggestions of the company management.
- d. Proxy holder is authorized to vote for and on other topics or motions that may be proposed in the meeting in line with the following instructions.
(In absence of instructions, proxy holder freely uses his vote.)
Instructions: (Insert special instructions.)

B) SHARE CERTIFICATE(S) HELD BY SHAREHOLDER

- a. Series and Serial Number
- b. Number
- c. Quantity - Nominal Value
- d. Whether privileged in voting or not
- e. Whether written to Bearer – Name (Registered Shares)

SHAREHOLDER’S NAME & SURNAME OR TITLE :

SIGNATURE :

ADDRESS :

NOTES: In the part (A), one of the options described in (a), (b) or (c) is chosen.
Explanations are given for options (b) and (d).

BORUSAN MANNESMANN BORU SANAYİ VE TİCARET ANONİM ŞİRKETİ DRAFT FOR AMENDMENT OF ARTICLES OF ASSOCIATION	
Old Text	New Text
<p>Article 2 - Tradename</p> <p>The tradename of the Company is BORUSAN MANNESMANN BORU SANAYİ VE TİCARET ANONİM ŞİRKETİ.</p>	<p>Article 2 - Tradename</p> <p>The tradename of the Company is Borusan Birleşik Boru Fabrikaları Sanayi ve Ticaret Anonim Şirketi.</p>
<p>Article 9 – Election of Directors</p> <p>The Board of Directors is composed of minimum 5 and maximum 9 directors. One more than half of the number of directors are appointed among the candidates nominated by Group (A) shareholders. The provisions of the Capital Markets Law and other regulations of the Capital Markets Board pertaining to independent directors to be elected to the Board of Directors are reserved.</p>	<p>Article 9 – Term of Office and Number of Members of Board</p> <p>The Board of Directors is composed of minimum 5 and maximum 9 persons. The term of office of board of directors is 1 to 3 years.</p>
<p>Article 10 – Term of Office of Members of Board</p> <p>The directors are elected for a maximum term of three years, and serve until new directors are appointed, and may be re-elected. The General Assembly may, if deemed necessary, replace the directors at any time. The provisions of the Capital Markets Law and other regulations of the Capital Markets Board are reserved.</p>	<p>Article 10 – Formation of Board</p> <p>The directors serve until new directors are appointed, and they may be re-elected. The General Assembly may, if deemed necessary, replace the directors at any time.</p> <p>Half of the number of directors are appointed among the candidates nominated by Group (A) shareholders. The provisions of the Capital Markets Law and other regulations of the Capital Markets Board pertaining to independent directors to be elected to the Board of Directors are reserved.</p>