

INFORMATION DOCUMENT
EXTRAORDINARY MEETING OF
THE GENERAL ASSEMBLY OF SHAREHOLDERS OF
BORUSAN MANNESMANN BORU SANAYİ VE TİCARET ANONİM ŞİRKETİ,
TO BE HELD ON NOVEMBER 21, 2023

The Extraordinary Meeting of the General Assembly of Shareholders of our Company will be convened and held 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 in order to discuss and take decisions on the topics of the meeting agenda given hereinbelow.

Shareholders may either attend personally or be represented by a proxy in the extraordinary Meeting of the General Assembly of Shareholders of our Company physically or electronically. However, electronic participation in the General Assembly meeting is possible only through secure signatures of shareholders or their proxies. For this reason, shareholders intending to make use of Electronic General Assembly System are first of all required to be registered in the Central Registry Authority (“CRA”) and in e-MKK Information Portal and have their communication data registered therein, and separately receive and hold a secure electronic signature. This means to say that shareholders not registered in e-MKK Information Portal and not holding a secure electronic signature or their proxies will not be permitted to participate in the General Assembly meeting electronically.

In addition, shareholders or their proxies wishing to attend the General Assembly meeting electronically are further under obligation to perform their obligations in strict compliance with the provisions of the “Communiqué on Electronic General Assembly System To Be Applied in General Assembly Meetings of Joint-stock Companies”, promulgated in the Official Gazette edition 28395 on 28.08.2012.

Shareholders who are not going to attend the meeting physically and will therefore be represented by a proxy in the meeting are required to grant a power of attorney according to the form given hereinbelow or to receive a sample power of attorney from the Company’s headquarters or from the Company internet website at the address of <http://www.borusanmannesmann.com> and to bring these powers of attorney with signatures duly certified by a notary public within the frame of the provisions of the Communiqué, Serial IV, No. 8, of the Capital Markets Board, to the meeting to be held at the address of İstinye Mahallesi Sarıyer Caddesi No.77 Sarıyer / İSTANBUL (Borusan Oto Servis ve Ticaret A.Ş. İstinye Branch).

Shareholders who will submit dematerialized capital shares kept on book-entry basis pursuant to the relevant article of the Capital Markets Law are required to fill in and issue “Certificate of Representation Regarding Shares Submitted” and “Instructions Notification Form”, attached to the relevant regulation, in accordance with the pertinent provisions of the Regulation on Procedures and Principles of General Assembly Meetings of Joint-Stock Companies and on Representatives of Ministry of Trade To Be Assigned For These Meetings.

With our best regards,

BORUSAN MANNESMANN BORU
SANAYİ VE TİCARET ANONİM ŞİRKETİ

COMPANY HEAD OFFICES ADDRESS: Pürtelaş Hasan Mah. Meclisi Mebusan Cad.

No. 37, Salıpaazarı, Beyoğlu / ISTANBUL

Telephone Number: (0212) 393 58 00

Website Address: www.borusanmannesmann.com

Date of Registration: 02.07.1958

Mersis No.: 0-1800-0381-4000016

Trade Registry Number: 69531

Trade Registry Directorate: Istanbul Trade Registry Directorate

Tax Department: Large Taxpayers

Tax Identity Number: 180 003 8140

- ❖ Agenda Topics of Extraordinary Meeting of General Assembly of Shareholders are given in **Exhibit-1** attached hereto.
- ❖ Sample Format of Power of Attorney is given in **Exhibit-2** attached hereto.
- ❖ Amendment text of the Articles of Association is given in **Exhibit-3** attached hereto.

OUR ADDITIONAL EXPLANATIONS DISCLOSED PURSUANT TO PERTINENT REGULATIONS OF THE CAPITAL MARKETS BOARD (“CMB”)

Within the frame of Article 437 of the TURKISH COMMERCIAL CODE, no. 6102, dated 13/1/2011, promulgated in the Official Gazette edition 27846 on February 14, 2011 with immediate effect, additional explanations required to be disclosed in accordance with the Corporate Governance Principle no. 1.3.1 referred to and covered by the “CORPORATE GOVERNANCE COMMUNIQUÉ” no. II-17.1 of CMB, promulgated in the Official Gazette edition 28871 on January 3, 2014 with immediate effect, to the extent they are related to any one of the agenda topics, have been disclosed and clarified under the heading of the relevant agenda topic hereinbelow, and other general explanations are hereby presented in this section for your information.

(a) Information about total number of shares and voting rights reflecting the capital and shareholding structure of our Company, and if our Company’s capital contains privileged shares, information about number of shares and voting rights representing each privileged share group, and about nature and kind of said privileges:

Capital of the Company is 141,750,000.00 Turkish Liras. This capital is divided into a total of 14,175,000,000 shares in Groups A and B, each with a nominal value of 1 Kurush.

Breakdown of these shares is as tabulated hereinbelow:

<u>Number</u>	<u>Group</u>	<u>Type</u>	<u>Amount (TL)</u>
1,417,500,000	A	Registered	14,175,000.00
12,757,500,000	B	Bearer	127,575,000.00

The Board of Directors is comprised of minimum 5 and maximum 9 directors. One more than half of the total number of Directors will be elected from among nominees to be nominated by Group (A) Shareholders.

Pursuant to Article 20 of the Company’s Articles of Association, there are privileges on the voting rights. Accordingly, each of the Group (A) Shares shall have 5 voting rights in both ordinary and extraordinary

general assembly meetings, without prejudice to the provisions of Article 479 of the Turkish Commercial Code.

Capital and shareholding structure of the Company is as tabulated below:

NAME & SURNAME / TITLE OF SHAREHOLDERS	CAPITAL AMOUNT (TL)	CAPITAL SHARES	PERCENTAGE OF SHARES
BORUSAN MANNESMANN BORU YATIRIM HOLDİNG A.Ş.	104,157,266.26 ₺	10,415,726,626	73.48%
PUBLIC FLOAT AND OTHERS	37,592,733.74 ₺	3,759,273,374	26.52%
TOTAL	141,750,000.00 ₺	14,175,000,000	100.00%

(b) Information on changes in management and business activities which are expected to materially affect its business activities and operations already carried out by our Company and its affiliates in the past accounting period or are planned to be carried out in the next accounting periods, and on justification of such changes:

Apart from the disclosures made by our Company to date, there is no additional information to be provided at this stage.

(c) If meeting agenda of the general assembly meeting contains any topic regarding dismissal, change or election of directors, information on justification of such dismissal or change, and as for the persons who are nominated to the Board of Directors and are reported so to the Company, their curriculum vitae, and job positions assumed during the recent ten years, and causes of departure therefrom, and nature, kind and materiality level of relations of said persons with the Company and the Company's related parties, and whether said persons may be considered as independent or not, and if these persons are elected to the Board of Directors, information about similar other issues that may affect the business activities and operations of the Company:

There is no such item on the agenda.

(ç) Information on requests reported in writing by the shareholders of our Company to the Investor Relations Department for new topics wanted to be added to the agenda, and if the Board of Directors does not accept such agenda topics suggested or proposed by the shareholders, information on their unaccepted suggestions and on causes of rejection of them:

No such request has been reported.

(d) If meeting agenda contains a proposed amendment in the Articles of Association, information the relevant resolutions of the Board of Directors, and on the former and new versions of such amendments to the Articles of Association:

The agenda of the Extraordinary General Assembly meeting includes amendments to the Articles of Association, and the draft amendment is attached as **Exhibit-3**.

**OUR EXPLANATIONS ON AGENDA TOPICS OF
EXTRAORDINARY MEETING OF
THE GENERAL ASSEMBLY OF SHAREHOLDERS,
DATED NOVEMBER 21, 2023**

1) Opening and Election of Chairmanship Council:

Chairmanship Council, comprised of a Chairperson for chairing the General Assembly meeting, and Vote-collectors and Secretary of the meeting, will be elected and formed in accordance with our Company's Articles of Association and within the frame of the provisions of the "Turkish Commercial Code no. 6102" ("TCC"), and 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" ("Regulation" or "General Assembly Regulation"), and the "Regulation on General Assembly Meetings of Joint-stock Companies To Be Held in Electronic Medium", promulgated by the Ministry of Commerce in the Official Gazette edition 28395 on August 28, 2012 with immediate effect, and the "Communiqué on Electronic General Assembly System To Be Applied in General Assembly Meetings of Joint-stock Companies" promulgated in the Official Gazette edition 28396 on August 29, 2012, and our Internal Bylaws on General Assembly Meetings pertaining thereto.

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

In line with the permissions and exemptions obtained from the Capital Markets Board and the R.T. Ministry of Trade, the amendment of Article 2 titled "Name of the Company", Article 9 titled "Election of Directors" and Article 10 titled " Term of Office of Directors " of the Articles of Association of our Company will be submitted to the approval of the shareholders as stated in the attached amendment text.

3) Wishes and Closing

Exhibits:

Exhibit-1: Agenda

Exhibit-2: Sample Format of Power of Attorney

Exhibit-3: Amendment text of the Articles of Association

EXHIBIT-1

**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.

EXHIBIT-2

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).

EXHIBIT-3:

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>