



## KAMUYU AYDINLATMA PLATFORMU

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

# Notification Regarding Merger

|                              |                                                                                                |
|------------------------------|------------------------------------------------------------------------------------------------|
| Summary Info                 | Documents Related to the Right to Review for the Merger Process with BMB Holding A.Ş. (Part 1) |
| Update Notification Flag     | Yes                                                                                            |
| Correction Notification Flag | No                                                                                             |
| Postponed Notification Flag  | No                                                                                             |

|                                             |                            |
|---------------------------------------------|----------------------------|
| Board Decision Date                         | 06.09.2024                 |
| Merger Model                                | Merger Through Acquisition |
| Date Of Financial Statements Base To Merger | 30.06.2024                 |
| Currency Unit                               | 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 Grubu, BRSAN, TRABRSAN91G8          | 127.575.000     | 21.582,28                                                     | 0                            | 127.596.582,28 | B Grubu, BRSAN, TRABRSAN91G8         |

|       | Paid In Capital | Amount Of Capital To Be Increased Due To The Acquisition (TL) | Capital To Be Decreased (TL) | Target Capital    |
|-------|-----------------|---------------------------------------------------------------|------------------------------|-------------------|
| TOTAL | 141.750.000 TL  | 21.582,28 TL                                                  | 0 TL                         | 141.771.582,28 TL |

|                                                          |            |
|----------------------------------------------------------|------------|
| Capital Market Board Application Date Regarding Merger   | 06.09.2024 |
| Capital Market Board Application Result Regarding Merger | APPROVAL   |
| Capital Market Board Approval Date Regarding Merger      | 21.11.2024 |

## Additional Explanations

As part of the merger process of our company with BMB Holding A.Ş through acquisition, pursuant to Article 149 of the Turkish Commercial Code No.6102 and Article 8 of the Capital Markets Board's Communiqué on Merger and Demerger (II-23.2):

- Announcement Document approved by the Capital Markets Board (Annex 1),

- Merger Agreement (Annex 2),
- Merger Report (Annex 3),
- Financial statements, independent audit reports and statements of responsibility for the last three years (Annex 4),
- Board of Directors' annual reports for the last three years (Annex 5),
- Expert institution report and supplementary declaration regarding financials by the expert institution (Annex 6),
- Estimated opening balance sheet post-merger (Annex 7),
- Real estate valuation reports (Annex 8)

will be made available for our shareholders to review starting from November 28, 2024, and at least 30 days before the date of the general assembly meeting where the merger process will be approved. Shareholders may review them at our company headquarters located at Pürtelaş Hasan Mah. Meclisi Mebusan Cad. No.37, Beyoğlu/Istanbul, on our company's website at <https://www.borusanboru.com/bmb-holding-birlesmesi>, and on the Public Disclosure Platform ([www.kap.org.tr](http://www.kap.org.tr)).

The aforementioned documents are attached to this announcement.

Additionally, the information and documents specified in the first and second paragraphs of Article 8 of the Capital Markets Board's Merger and Demerger Communiqué numbered II-23.2 will remain available on our website for a period of 5 years.

Updates regarding the merger transaction will continue to be shared with the public.

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> | Ek 1-Onaylı Duyuru Metni.pdf - Announcement Text |
| <b>Appendix: 2</b> | Ek 2-Birlesme Sözleşmesi.pdf - Merger Contract   |
| <b>Appendix: 3</b> | Ek 3-Birlesme Raporu.pdf - Merger 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.