



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 5)
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).

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

Appendix: 1

Ek 5-BRSAN 30.06.2024 Faaliyet Raporu.pdf - Other

Appendix: 2

Ek 5-BRSAN 31.12.2023 Faaliyet Raporu.pdf - Other

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.