

**INFORMATION DOCUMENT FOR THE ORDINARY MEETING OF THE GENERAL
ASSEMBLY OF SHAREHOLDERS OF BORUSAN BİRLEŞİK BORU FABRİKALARI
SANAYİ VE TİCARET ANONİM ŞİRKETİ TO BE HELD ON 28 APRIL 2026 FOR THE
YEAR 2025**

Our Company's Ordinary General Meeting of Shareholders will be held on Tuesday, 28 April 2026, 14:00, at the address of İstinye Mahallesi, Sarıyer Caddesi No. 77, Sarıyer / İSTANBUL (Borusan Oto Servis ve Ticaret A.Ş. İstinye Branch) in order to discuss the activities of the year 2025 and decide on the following agenda items.

Shareholders may attend our Company's Ordinary General Meeting in person, either physically, electronically, or by proxy. Participation in the General Meeting via electronic means is possible with the secure electronic signatures of shareholders or their representatives. Therefore, shareholders who intend to use the Electronic General Meeting System must first register with the Central Securities Depository (MKK) and the e-MKK Information Portal and provide their contact information. They must also have a secure electronic signature. Shareholders or their representatives who have not registered with the e-MKK Information Portal and do not possess a secure electronic signature cannot participate in the General Meeting via electronic means.

Shareholders or their representatives wishing to participate in the meeting electronically must fulfil their obligations in accordance with the provisions of the "Communiqué on the Electronic General Meeting System to be Applied in General Meetings of Joint-Stock Companies", published in the Official Gazette dated 28 August 2012 and numbered 28395.

Shareholders who will not attend the meeting in person but wish to be represented by proxy must draw up their powers of attorney in accordance with the form below, or obtain the power of attorney template from the Company's website at <http://www.borusanboru.com> and bring these powers of attorney, with signatures notarized in accordance with the provisions of the Capital Markets Board's Series IV No. 8 Circular, to the meeting to be held at the address: İstinye Mahallesi, Sarıyer Caddesi 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.

The financial statements, independent audit report, the Sustainability Report prepared in accordance with the Turkish Sustainability Reporting Standards, and the annual report of the Board of Directors will be made available for inspection by shareholders at the Company's head office.

Best regards,

**BORUSAN BİRLEŞİK BORU FABRİKALARI
SANAYİ VE TİCARET ANONİM ŞİRKETİ
BOARD OF DIRECTORS**

Registered Office Address of the Company: İçerenköy Mah. Umut SK. QUICK TOWER Sitesi No.10-12 İç Kapı No.51 Ataşehir, İSTANBUL
Phone : (0212) 393 58 00
Website: www.borusanboru.com
Registration Date : 2 July 1958
Mersis No : 0-1800-0381-4000016
Trade Register Number : 69531
Trade Register Office: İstanbul Trade Register Office
Tax Office : Büyük Mükellefler
Tax No : 180 003 8140

- ❖ The Agenda Items of the 2025 Ordinary General Assembly Meeting are provided in Annex-1.
- ❖ A Sample Proxy Statement is provided in Annex-2.

ADDITIONAL EXPLANATIONS WITHIN THE SCOPE OF CAPITAL MARKETS BOARD (CMB) REGULATIONS

Pursuant to Article 437 of the Turkish Commercial Code No. 6102 dated 13 January 2011, which entered into force upon publication in the Official Gazette No. 28871 dated 3 January 2014, and in accordance with Corporate Governance Principle No. 1.3.1 set out in the CMB's Corporate Governance Communiqué, the additional disclosures required under Corporate Governance Principle No. 1.3.1, specifically those relating to agenda items, have been included in the relevant agenda item below, whilst general disclosures are provided for your information in this section.

a) Information on the total number of shares and voting rights reflecting the shareholding structure of our Company, and if there are privileged shares in the share capital, the number of shares and voting rights represented by each group of privileged shares, as well as the nature of such privileges:

The Company's current share capital is 141,771,582.28 Turkish Lira. This capital is divided into 14,177,158,228 A and B group shares, each with a nominal value of 1 Kuruş.

The breakdown of these shares is as follows:

Number	Group	Type	Amount (TRY)
1.417.500.000	(A)	Registered	14.175.000,00
12.759.658.228	(B)	Bearer	127.596.582,28

The Board of Directors consists of a minimum of 5 and a maximum of 9 members. Half of the Board members are elected from among the candidates nominated by the (A) group shareholders. Pursuant to Article 20 of the Company's Articles of Association, there is a voting privilege in place; accordingly, (A) group shares carry 5 votes each at ordinary and extraordinary general meetings, subject to the provisions of Article 479 of the Turkish Commercial Code.

The Company's shareholding structure is as follows:

TITLE / NAME SURNAME	Capital Amount	Capital Share	Capital Ratio
BORUSAN HOLDİNG A.Ş.	102.135.342,86 ₺	10.213.534.286	72,04%
BORUSAN YATIRIM VE PAZARLAMA A.Ş.	12.876.505,68 ₺	1.287.650.568	9,08%
Others	26.759.733,74 ₺	2.675.973.374	18,88%
Total	141.771.582,28 ₺	14.177.158.228	100,00%

b) Information regarding the changes in the management and operations of our Company and its subsidiaries that occurred in the previous financial year or are planned for future financial periods, which may significantly affect the activities of the Company, and the reasons for such changes, is presented below:

On 6 September 2024, the Board of Directors of Borusan Boru resolved to initiate the procedures for the merger of BMB Holding Anonim Şirketi—holder of shares representing 73.48% of the

Company's share capital—into Borusan Boru through the transfer of all its assets and liabilities as a whole ("Merger Transaction").

Within the scope of the Merger Transaction, the financial statements as at 30 June 2024 have been taken as the basis; calculations such as the merger ratio, exchange ratio and capital increase have been determined in accordance with the report prepared by an independent expert organisation under the Capital Markets Board (CMB) Communiqué on Mergers and Demergers No. II-23.2., issued by the Capital Markets Board. In this context, all calculations relating to the merger process, as well as the Merger Agreement, Merger Report and Announcement Text, have been prepared in accordance with the Expert Organisation Report.

The Announcement Text regarding the merger transaction was approved by the CMB via Bulletin No. 2024/53 dated 21 November 2024, and following the obtaining of the necessary approvals, an Extraordinary General Meeting was held on 31 December 2024. At the General Meeting, the merger transaction and the amendment to Article 6 of the Company's Articles of Association, titled "Capital", were approved; the decisions taken were registered with the Commercial Registry on 10 January 2025, thereby completing the merger transaction and the amendment to the relevant article of the Articles of Association.

As a result, the Company's share capital of 141,750,000 TL increased to 141,771,582.28 TL following the merger; Borusan Holding A.Ş. became the direct owner of 64.40% of the share capital, whilst Borusan Yatırım ve Pazarlama A.Ş. became the direct owner of 9.08%.

On 3 December 2025, various share transfer notifications were submitted to Borusan Boru by the shareholders Ayşe Nükhet Özmen, Zehra Nurhan Kocabıyık, Fatma Zeynep Hamedî and Borusan Logistics Distribution Storage Transport and Trade A.Ş. On the same date, Borusan Holding A.Ş. also submitted a notification regarding the acquisition of the aforementioned shares.

Under the scope of these notifications: 3,150,000 shares, representing 2.22%, were transferred by each of Ayşe Nükhet Özmen, Zehra Nurhan Kocabıyık and Fatma Zeynep Hamedî outside the Stock Exchange, and 461,000 shares representing 0.33% via a special transaction notification on the Stock Exchange; furthermore, the transfer of 11.57 shares representing 0.0000082% held by Borusan Logistics Distribution Storage Transport and Trade A.Ş. to Borusan Holding A.Ş. outside the Stock Exchange has been completed. The transactions were carried out in cash at a price of TRY 486 per share with a nominal value of TRY 1.

As a result of these share transfers, the shareholdings of Ayşe Nükhet Özmen and Zehra Nurhan Kocabıyık in the Company's capital have decreased from 3.98% to 1.44%, and Fatma Zeynep Hamedî's shareholding has decreased from 4.11% to 1.56%; whilst the shareholding of Borusan Logistics Distribution Storage Transport and Trade A.Ş. has fallen from 0.0000082% to 0%. As a result of the same transactions, Borusan Holding A.Ş.'s shareholding in the Company's capital has increased from 64.40% to 72.04%.

Material disclosures made by our Company in accordance with the relevant legislation can be accessed at www.kap.org.tr.

c) If the agenda of the general assembly meeting includes the dismissal, replacement, or election of members of the board of directors; information regarding the reasons for dismissal or replacement, as well as the individuals whose candidacies for board membership have been submitted to the company; including their résumés, positions held within the last ten years and their reasons for leaving such positions, the nature and materiality level of their relationship with the company and its related parties, whether they possess the qualifications for independence, and other similar matters that may affect the company's activities in the event that these individuals are elected as board members:

The agenda includes the election of Board of Directors members and Independent Board of Directors members. The CVs of the candidates for Board of Directors membership and the candidates for Independent Board of Directors membership, along with other necessary information, are set out in Annex 4.

ç) Information regarding the requests submitted in writing by our shareholders to the Investor Relations Department for the inclusion of items on the agenda, and, in cases where the Board of Directors does not accept such agenda proposals, information on the proposals that were not accepted along with the reasons for their rejection:

No such request has been submitted regarding the Ordinary General Meeting.

d) In the event that the agenda includes an amendment to the articles of association, information regarding the relevant board of directors resolution, along with the former and revised versions of the proposed amendments to the articles of association:

There is no amendment to the Articles of Association included in the agenda.

**OUR EXPLANATIONS ON AGENDA ITEMS OF ANNUAL ORDINARY MEETING OF
THE GENERAL ASSEMBLY OF SHAREHOLDERS DATED 28 APRIL 2026**

1) Opening and formation of the meeting chairmanship.

The “Turkish Commercial Code No. 6102” (TCC) and the “Regulation on the Procedures and Principles of General Meetings of Joint-Stock Companies and the Representatives of the Ministry of Trade to Be Present at Such Meetings” (“Regulation” or “General Meeting Regulation”), the “Regulation on General Meetings of Joint-Stock Companies to be Held in an Electronic Environment”, published in the Official Gazette No. 28395 on 28 August 2012 and entered into force, the “Communiqué on the Electronic General Meeting System to be Applied in General Meetings of Joint-Stock Companies”, and in accordance with the provisions of our General Meeting Internal Regulations and our Articles of Association, the composition of the Meeting chairmanship, consisting of the Chairperson, the Vote Collectors and the Secretary of the Meeting, who will preside over the General Meeting, shall be established.

2) Reading and discussion of the Board of Directors’ annual report for the year 2025 and the independent audit reports, separately.

In accordance with the provisions of the Turkish Commercial Code, the Capital Markets Law and its Regulations, our annual report of the Board of Directors and Independent Audit Reports have been made available for shareholders to review on the Public Disclosure Platform, at our Company’s Head Office, on the MKK’s Electronic General Meeting portal, and on the Company’s website at www.borusanboru.com, will be read out at the General Meeting and submitted for the shareholders’ consideration. The 2025 Annual Report is available on our investor relations page at <https://www.borusanboru.com/>

3) Discussion and approval of the Sustainability Report prepared in accordance with the Türkiye Sustainability Reporting Standards for the 2024 fiscal year.

In accordance with the regulations of the Public Oversight, Accounting and Auditing Standards Authority of the Republic of Turkey (KGK), the 2024 Sustainability Report prepared in compliance with the Türkiye Sustainability Reporting Standards (TSRS)—which was made available to shareholders for three weeks prior to the General Assembly Meeting on the Public Disclosure Platform, at our Company’s Headquarters, on MKK’s Electronic General Assembly portal, and on the Company’s website at www.borusanboru.com, and which has undergone a mandatory assurance audit conducted by Güney Bağımsız Denetim ve Serbest Muhasebeci Mali Müşavirlik A.Ş. and was published on the Public Disclosure Platform on 30 October 2025—will be presented to the General Assembly for their information and submitted for the shareholders’ evaluation and approval.

4) Reading, discussion, and approval of the financial statements for the year 2025.

In accordance with the provisions of the Turkish Commercial Code, the Capital Markets Law and its Regulations, the 2025 Financial Statements, which have been made available for review by shareholders on the Public Disclosure Platform, at the Company’s Head Office, on the MKK’s Electronic General Meeting portal, and on the Company’s website at www.borusanboru.com, the 2025 Financial Statements will be read out at the General Meeting and submitted to the shareholders for their views and approval.

5) Resolution on the release and discharge of the members of the Board of Directors from liability.

In accordance with the provisions of the Turkish Commercial Code, the Capital Markets Law and its Regulations, and our General Meeting Internal Regulations, the discharge of our Board of Directors members individually for their work in 2025 will be submitted to the General Meeting for approval.

6) Determination of the number of Board members, election of Board members, submission of the independent member candidate list to the general assembly, discussion thereof, and resolution on the election of independent Board members from among the candidates on this list.

New members will be elected to replace those whose terms have expired, in accordance with the principles regarding the election of Board members set out in the Turkish Commercial Code and our Articles of Association.

Furthermore, the election of independent members will be conducted in accordance with the Capital Markets Board's (SPK) Corporate Governance Communiqué No. II.17.1.

Pursuant to Articles 9 and 10 of our Articles of Association, our Company is managed by a Board of Directors comprising a minimum of 5 and a maximum of 9 members, elected by the General Meeting for a term of up to 3 years, in accordance with the provisions of the Turkish Commercial Code and the regulations of the Capital Markets Board (CMB). The General Meeting may replace the members of the Board of Directors at any time if it deems it necessary.

Furthermore, in the election of the Board of Directors, due regard will be given to the selection of the number of independent Board members as stipulated in the CMB Corporate Governance Principles.

7) Resolution on the selection of the independent audit firm and the firm that will conduct assurance audits on sustainability reports, as proposed by the Board of Directors, and determination of their terms of office.

The Board of Directors has resolved to propose, in line with the recommendations of the Audit Committee, to the Company's 2025 Annual General Meeting that Güney Bağımsız Denetim ve Serbest Muhasebeci Mal Müşavirlik A.Ş. as the auditor and the entity to conduct the assurance audit of the sustainability reports for the year 2026, and this appointment will be submitted to the General Meeting for approval.

8) Determination of the remuneration and other rights such as attendance fees, bonuses, and premiums to be paid to the members of the Board of Directors.

The remuneration to be paid to members of the Board of Directors, along with attendance fees, bonuses and other entitlements, will be determined and submitted to the General Meeting for approval.

9) Determination of the method of profit distribution, the distribution itself, and the ratios of dividend entitlements.

In accordance with the Capital Markets Board's Series II-14.1 "Communiqué on Principles Regarding Financial Reporting in the Capital Markets", in accordance with the Turkish Accounting Standards ("TAS") published by the Public Oversight, Accounting and Auditing

Standards Authority (“KGK”), and audited by Güney Bağımsız Denetim ve Serbest Muhasebeci Mal Müşavirlik A.Ş., our profit distribution table and profit distribution proposal, prepared in accordance with our consolidated financial statements for the financial year 01.01.2025–31.12.2025 financial period, are set out in Annex 3 and will be submitted to the General Meeting for consideration and approval.

10) Informing shareholders regarding the donations made by our Company in 2025.

In accordance with the Capital Markets Board’s “Corporate Governance Communiqué” No. II-17.1, the amount of donations made by our Company during the year will be disclosed to shareholders in the manner set out in the Company’s Annual Report.

11) Determination of the upper limit for donations to be made in 2026.

The upper limit for donations and aid to be made in 2026, within the boundaries of our Company’s Donation Policy, will be determined by the General Meeting.

Our Company’s Donation Policy is available on our website and in our Annual Reports.

12) Informing shareholders regarding guarantees, pledges, and mortgages granted by the Company in favor of third parties.

Information regarding pledges, guarantees and mortgages provided by the Company to secure the debts of other third parties in the course of its ordinary commercial activities is included in the notes to the Independent Auditor’s Report. This matter will be read out during the General Meeting and brought to the attention of shareholders.

13) Resolution on granting the permissions stipulated in Articles 395 and 396 of the Turkish Commercial Code to the members of the Board of Directors.

As our Board of Directors members may only conduct transactions within the framework of Article 395, paragraph 1, titled “Prohibition on Transactions with the Company and Borrowing from the Company”, and Article 396, titled “Prohibition on Competition”, of the Turkish Commercial Code with the approval of the General Meeting, the granting of the aforementioned authorisation will be submitted to the General Meeting for approval.

14) Wishes and closing

ANNEX:

ANNEX-1: Agenda Items of the 2025 Ordinary General Assembly Meeting

ANNEX-2: Sample Proxy Statement

ANNEX-3: Dividend Distribution Table and Dividend Distribution Proposal

ANNEX-4: Résumés of the Board Member Candidates and Independent Board Member Candidates, Their Declarations of Independence, Positions Held in the Last Ten Years, and Their Reasons for Leaving Such Positions

ANNEX-1

AGENDA OF THE ORDINARY GENERAL ASSEMBLY MEETING OF BORUSAN BİRLEŞİK BORU FABRİKALARI SANAYİ VE TİCARET ANONİM ŞİRKETİ TO BE HELD ON 28 APRIL 2026

Opening and quorum determination.

1. Opening and formation of the meeting chairmanship.
2. Reading and discussion of the annual report of the Board of Directors for the year 2025 and the independent audit reports, separately.
3. Discussion and approval of the Sustainability Report prepared in accordance with the Türkiye Sustainability Reporting Standards for the 2024 fiscal year.
4. Reading, discussion, and approval of the financial statements for the year 2025.
5. Resolution on the release of the members of the Board of Directors from liability.
6. Determination of the number of Board members, election of Board members, submission of the independent member candidate list to the general assembly, discussion thereof, and resolution on the election of independent Board members from among the candidates on this list.
7. Resolution on the selection of the independent audit firm and the firm that will conduct assurance audits on sustainability reports, as proposed by the Board of Directors, and determination of their terms of office.
8. Determination of the remuneration and other rights such as attendance fees, bonuses, and premiums to be paid to the members of the Board of Directors.
9. Determination of the method of profit distribution, the distribution itself, and the ratios of dividend entitlements.
10. Informing shareholders regarding the donations made by our Company in 2025.
11. Determination of the upper limit for donations to be made in 2026.
12. Informing shareholders regarding guarantees, pledges, and mortgages granted by the Company in favor of third parties.
13. Resolution on granting the permissions stipulated in Articles 395 and 396 of the Turkish Commercial Code to the members of the Board of Directors.
14. Wishes and closing.

ANNEX -2

PROXY STATEMENT

I hereby appoint as my proxy to represent me, vote on my behalf, make proposals, and sign the necessary documents in line with the instructions specified below at the Ordinary General Assembly Meeting of Borusan Birleşik Boru Fabrikaları Sanayi ve Ticaret Anonim Şirketi to be held on Tuesday, April 28, 2026, at 14:00, at the address İstinye Mahallesi Sarıyer Caddesi No. 77 Sarıyer / ISTANBUL (Borusan Oto Servis ve Ticaret A.Ş. İstinye Branch).

A) SCOPE OF THE REPRESENTATION AUTHORITY

- a. The proxy is authorized to vote at his/her own discretion on all agenda items.
- b. The proxy is authorized to vote on the agenda items in line with the instructions stated below.
Instructions: (Special instructions shall be written.)
- c. The proxy is authorized to vote in line with the proposals of the company management.
- d. The proxy is authorized to vote on any other matters that may arise during the meeting in line with the instructions stated below.
(If no instructions are provided, the proxy may vote freely.)
Instructions: (Special instructions shall be written.)

B) INFORMATION ON THE SHARE CERTIFICATES OWNED BY THE SHAREHOLDER

- a. Class and Series
- b. Number
- c. Quantity – Nominal Value
- d. Whether it carries any voting privileges
- e. Registered or Bearer Form

NAME / TITLE OF THE SHARE HOLDER :

SIGNATURE :

ADDRESS :

NOTE: In Section (A), one of the subparagraphs **(a)**, **(b)**, or **(c)** shall be selected.
For subparagraphs **(b)** and **(d)**, an explanation must be provided.

ANNEX-3:

Our Board of Directors has convened and, regarding the distribution of the profit for the year 2025, has resolved as follows:

1. For the 2025 fiscal period, the Company recorded a loss of TRY 1,034,787,647 according to its legal records, while it achieved a consolidated net profit for the period amounting to TRY 2,014,084,501 in the financial statements prepared in accordance with Turkish Accounting Standards/Turkish Financial Reporting Standards.
2. In this context, since there is no distributable profit for the period in the Company's legal records, it has been resolved to submit for the approval of the shareholders at the Ordinary General Assembly Meeting to be held on 28 April 2026 the proposal not to distribute dividends.

BORUSAN BİRLEŞİK BORU FABRİKALARI SANAYİ VE TİCARET A.Ş.
2025 YEARLY PROFIT DISTRIBUTION STATEMENT (000 TL)

1. Paid Capital		141.772
2. Total Legal Reserves		70.326
	According to Capital Markets Board	According to Legal Records
3. Profit of the Period / (Loss)	2.014.085	-1.034.788
4. Taxes (-)	-742.424	0
5. Net Profit of Period (=)	1.271.661	-1.034.788
6. Losses of Past Years (-)	0	0
7. Total Legal Reserves (-)	0	0
8. NET DISTRIBUTABLE PROFIT OF PERIOD (=)	1.271.661	-1.034.788
Advances for Dividend Distributed During the Year (-)	0	0
Net Profits / Losses of Period Remaining after Deduction of Advances for Dividend	1.271.661	-1.034.788
9. Donations Made During The Year (+)	78.952	78.952
10. Net Distributable Profit of Period Plus Donations	1.350.613	-955.836
11. First Dividends to Shareholders	0	0
- Cash	0	0
- Bonus Issue Shares	0	0
- Total	0	0
12. Dividends Distributed to Holders of Privileged Share Certificates	0	0
13. Dividends to Directors, Employees, etc.	0	0
14. Dividends to Holders of Jouissance Shares	0	0
15. Second Dividends to Shareholders	0	0
16. Total Legal Reserves	0	0
17. Statutory Reserves	0	0
18. Special Reserves	0	0
19. Extraordinary reserves	0	0
20. Other Resources To Be Distributed	0	0
- Profits of Past Years	0	0
- Extraordinary Reserves	0	0
- Other Reserves Distributable Pursuant to Laws and Articles of Association	0	0

DIVIDEND RATES STATEMENT

	GROUP	TOTAL AMOUNT OF DISTRIBUTED DIVIDENDS	DIVIDEND PER SHARE OF 1 TL NOMINAL VALUE	
		CASH (TL)	AMOUNT (TL)	PERCENTAGE (%)
GROSS	A	0	0,00000	0,0000
	B	0	0,00000	0,0000
	TOTAL	0	0,00000	0,0000
NET	A	0	0,00000	0,0000
	B	0	0,00000	0,0000
	TOTAL	0	0,00000	0,0000

RATIO OF DISTRIBUTED PROFIT SHARES TO THE NET DISTRIBUTABLE PROFIT OF PERIOD PLUS DONATIONS

AMOUNT OF PROFIT SHARES DISTRIBUTED TO
SHAREHOLDERS (TL)
0

RATIO OF PROFIT SHARES DISTRIBUTED TO SHAREHOLDERS TO THE NET
DISTRIBUTABLE PROFIT OF PERIOD PLUS DONATIONS (%)
0,00%

ANNEX 4: Résumés of the Board Member Candidates and Independent Board Member Candidates, Their Declarations of Independence, Positions Held in the Last Ten Years, and Their Reasons for Leaving Such Positions

Ali Ahmet Kocabiyyik

Ali Ahmet Kocabiyyik graduated from Istanbul Erkek High School and subsequently completed his undergraduate studies in Economics and Mechanical Engineering at the University of Birmingham in the UK. He then obtained a master's degree in mechanical engineering from Carnegie Mellon University in Pittsburgh, USA. In 1990, he completed the OPM (Owner/President Management) programme at Harvard Business School.

Kocabiyyik began his professional career in 1980 as a design engineer at Blaw-Knox Foundry in Pittsburgh, USA, and has held various senior positions within the Borusan Group since 1983. He currently serves as Chairman of the Board of Directors of the Borusan Group and Borusan Pipe.

Ahmet Kocabiyyik has been awarded the "Order of Science and Art" by the Austrian Government and the "Gold Medal in the Arts" by the US Kennedy Center Foundation. In 2013, he was awarded an Honorary Doctorate by Istanbul Technical University in recognition of his contributions to society in the fields of education, culture and the arts. He is a member of the Board of Directors of the Borusan Kocabiyyik Foundation and one of the founding members of the Efes Foundation.

Semih Abidin Özmen

After completing his undergraduate and doctoral studies in Mechanical Engineering at the University of Birmingham, Semih Özmen began his professional career at Isuzu Motors in 1983. Between 1986 and 1987, he was stationed in Japan, where the company's headquarters are located, to specialise in the design and production of steel components.

Özmen joined Borusan Boru in 1988 as Manager of New Product Design. Between 1992 and 2016, he held the positions of Deputy General Manager of Procurement and Supply Chain, Executive Deputy General Manager of the Automotive Tubes Segment, and CEO of Borusan Boru.

Having served as Chairman of the Board of Directors at Borusan Boru from 2017 to 2023, Özmen has continued in the roles of Chairman of the Board of Directors at Borusan Berg Pipe and Deputy Chairman of the Board of Directors at Borusan Boru since 2023.

Özmen also holds the positions of Chairman of the Board of Directors at Borusan EnBW Energy and Member of the Board of Directors at Borusan Holding within the Borusan Group.

Erkan Muharrem Kafadar

Erkan Kafadar completed his secondary and high school education at Istanbul Boys' High School before graduating from the Faculty of Business Administration at Istanbul University.

Kafadar joined the Borusan Group in 1991 as a trainee at Borusan Boru. Over the course of his 34-year career, he has held various roles in different areas such as Sales, Marketing, Customer Technical Services and Procurement at Borusan Boru and Borçelik; during this period, he also served as General Manager of Borçelik for nine years.

Having served on the Executive and Steering Committees of Borusan Holding between 2015 and 2019, Kafadar has been serving as Group CEO of Borusan Holding from 1 January 2020 to 1 April 2026. In addition to this role, Erkan Kafadar currently holds various positions as a Board Member across all operational companies within the Borusan Group, and also serves as an Executive Board Member at Borusan Boru.

Erkan Kafadar is a member of the Board of Directors of the Turkish Metal Industries Association (MESS), a member of the Turkish Industrialists' and Businessmen's Association (TÜSİAD), a member of the Disciplinary Committee of the Confederation of Turkish Employers' Associations (TİSK), a member of the Board of Directors of the Sabancı University Istanbul International Centre for Energy and Climate Studies (IIEEC), and also serves as a member of the 43rd Professional Committee of the Istanbul Chamber of Industry (İSO) 43rd Professional Committee.

Özgür Günaydın

Born in Muğla in 1969, Özgür Günaydın graduated from the Department of Mechanical Engineering at METU. He holds an Executive MBA from Sabancı University and is a graduate of the Stanford University Leadership Academy.

Günaydın began his career at Borusan Cat in 1995 as a service engineer, later serving as Regional Manager for Istanbul, and subsequently managed the company's international operations for 10 years. In this role, he was responsible for Borusan Cat operations in Kazakhstan, Azerbaijan, Georgia and Kyrgyzstan. Having assumed the role of Chairman of the Executive Board at Borusan Cat on 1 January 2017, Günaydın is involved in initiatives shaping the future within the global Caterpillar ecosystem; he is a Founding Member of the Caterpillar Digital Council, a member of the Caterpillar Dealer Advisory Group, and a member of the Caterpillar Mining Council.

Günaydın is a member of the Foreign Economic Relations Board (DEİK), which contributes to the development of Turkey's foreign economic relations, and also serves on the Turkey-US Business

Council (TAİK), which aims to enhance trade and investment relations between Turkey and the United States. Furthermore, he is a member of AmCham Turkey, a business association and civil society organisation comprising US companies operating in Turkey, and has spearheaded the establishment of AmCham memberships in the countries where Borusan Cat operates. Günaydın also contributes to Turkey's sustainability efforts through the United Nations Global Compact (UN Global Compact). With a focus on projects that prioritise social benefit, Günaydın serves on the Board of Directors of KODA, a civil society organisation supporting the improvement of educational conditions in disadvantaged regions of Turkey.

As of April 2026, Günaydın will continue to serve as CEO of the Borusan Group and will also continue to serve on the Boards of Directors of various companies within the Borusan Group.

Defne Kocabıyık Narter

Defne Kocabıyık Narter completed her bachelor's degree in 2014 with a double major in Economics and Psychology at New York University. After working at various start-up companies, she joined the Borusan Group in 2015 as a Business Development and Marketing Analyst at Borusan Pipe US in Houston, USA. Between 2015 and 2019, she served as a Sales Manager in the export department of Borusan Pipe.

Narter, who serves as Chairman of the Board at Borusan Machinery and Power Systems, the Caterpillar distributor in Turkey, and as Chairman of the Investment Committee at the corporate venture capital firm Borusan Ventures, is also a Board Member at Borusan Holding, Borusan Pipe, the Borusan Kocabıyık Foundation and the Borusan Automotive Group, and serves as a member of the Audit Committee and the Ethics and Compliance Committee at Borusan Holding.

İbrahim Romano

İbrahim Romano graduated from the Department of Economics at Boğaziçi University in 1992 and obtained a master's degree from the Department of International Relations at Istanbul University in 1993. Between 1994 and 1996, he served as Assistant Manager at Yatırım Bank. Romano served as a Manager at Dundas Ünlü between 1996 and 2002, before taking over as Head of the Corporate Finance Division at Standard Ünlü. İbrahim Romano currently continues in his role as Managing Director of the Corporate Finance Division at ÜNLÜ & Co. In addition, Romano, who is a member of the Executive Board responsible for Investment Banking Advisory, continues to serve on the Board of Directors of ÜNLÜ & Co. İbrahim Romano is an Independent Board Member of Borusan Boru.

Didem Gordon

Didem Gordon graduated from the Department of Business Administration at Boğaziçi University in 1986 and subsequently obtained an MBA in Finance from San Diego State University. Gordon began her professional career in 1988 in the capital markets and banking sectors, holding various positions at Inter Portföy, Global Securities, Interbank and Mitsui Manufacturers Bank.

Between 1999 and 2000, Gordon served as Director of Strategic Planning and Investor Relations at Garanti Bank; between 2000 and 2002, she served as General Manager and Board Member at Finansinvest.

Between 2002 and 2009, Gordon held senior management positions, including Deputy General Manager, within Koç Financial Services / Yapı Kredi Group, assuming responsibilities in management and corporate governance at banks, brokerage firms and portfolio management companies. Between 2012 and 2016, he served as Chairman of the Board and General Manager of Ashmore Group's operations in Turkey.

Gordon has served on the boards of the Turkish Association of Institutional Investors, the Turkish Capital Markets Licensing Corporation and the Turkish Capital Markets Association. She has served as a member of the Borsa Istanbul Audit Committee.

Following her professional career, Mr Gordon worked as a Senior Advisor at venture capital and private equity firms in the US and the UK between 2016 and 2018. In 2018, she founded Phaida Ventures in Estonia, a company focused on impact investing, social entrepreneurship and ESG. She currently serves as an independent board member at Anadolu Efes Brewing and Malt Industry Inc., and Marmaris Altınyunus Tourist Facilities Inc.; she also continues to serve on the boards of Re-Pie Portfolio Management Inc. and Organo Agriculture.

Gordon holds Level 3 Capital Markets Activities, Derivatives and Corporate Governance Rating licences, and possesses the Sustainable Investment Certificate awarded by the CFA Institute.

Tayfun Bayazıt

Following his bachelor's degree in mechanical engineering, Bayazıt obtained a Master's degree (MBA-1983) in Finance and International Relations from Columbia University. He began his banking career at Citibank. He subsequently held senior management positions within the Çukurova Group for 13 years, including Deputy General Manager at Yapı Kredi, General Manager

at İnterbank, and CEO at Banque de Commerce et de Placement S.A. in Switzerland. In 1999, he was appointed Deputy Chairman of the Board of Directors at Doğan Holding and Executive Director at Dışbank, before taking on the role of CEO at Dışbank within the same group in 2001. Elected Chairman of the Board in 2003, Bayazıt was appointed CEO of Fortis Turkey and a member of the Fortis Global Management Committee following Fortis's acquisition of a majority stake in Dışbank in July 2005. At the General Meeting held in 2006, he assumed the role of Chairman of the Board of Directors at Fortis Turkey. In 2007, he returned to Yapı Kredi (a joint venture between UniCredit and Koç) as Executive Director and General Manager, and in 2009, he assumed the role of Chairman of the Board of Directors at the bank. Bayazıt left his position at Yapı Kredi in August 2011 to establish his own management and consultancy firm. Bayazıt currently serves as Chairman of the Board at Polisan Holding, Marsh McLennan Group, Turkey, Aura Portfolio and Marmara Holding on behalf of Emin Bitlis Yönetim Danışmanlığı, as well as holding independent board memberships at Adel Kalemcilik, D-Market Electronic Services and Hacı Ömer Sabancı Holding. In addition to his membership of the TÜSİAD High Advisory Council, Bayazıt holds active roles in civil society organisations such as the Global Relations Forum, TEGV, Darüşşafaka and the World Resources Institute.

DECLARATION OF INDEPENDENCE

To the Board of Directors of Borusan Birleşik Boru Fabrikaları Sanayi ve Ticaret A.Ş.;

In connection with my application for the position of Independent Board Member, and pursuant to the Corporate Governance Principles of the Capital Markets Board, I hereby declare that:

- a. That neither I, nor my spouse, nor my relatives by blood or by marriage up to the second degree, have been employed in an executive position with significant duties and responsibilities, nor have we collectively or individually held more than 5% of the capital, voting rights, or privileged shares, nor established a significant commercial relationship within the last five years with Borusan Birleşik Boru Fabrikaları Sanayi ve Ticaret A.Ş., the subsidiaries or affiliates controlled or significantly influenced by Borusan Birleşik Boru Fabrikaları Sanayi ve Ticaret A.Ş., or the shareholders who control or significantly influence Borusan Birleşik Boru Fabrikaları Sanayi ve Ticaret A.Ş., or legal entities controlled by such shareholders;
- b. That within the last five years, I have not been a shareholder (with 5% or more), an employee in an executive position with significant duties and responsibilities, or a member of the board of directors in companies—particularly those providing audit (including tax audit, statutory audit, internal audit), rating, or consultancy services to Borusan Birleşik Boru Fabrikaları Sanayi ve Ticaret A.Ş.—from which Borusan Birleşik Boru Fabrikaları Sanayi ve Ticaret A.Ş. has purchased or to which it has sold significant goods or services under agreements during the periods when such purchases or sales took place;
- c. That I possess the professional education, knowledge, and experience necessary to duly perform the duties I will assume as an independent board member;
- d. That, in compliance with applicable legislation, except for university academic positions, I am not employed full-time in public institutions or organizations after being elected as a board member;
- e. That I am considered a resident in Turkey under the Income Tax Law No. 193 dated 31/12/1960;
- f. That I have strong ethical standards, professional reputation, and experience, enabling me to contribute positively to the activities of Borusan Birleşik Boru Fabrikaları Sanayi ve Ticaret A.Ş., to maintain impartiality in conflicts of interest between the company and its shareholders, and to make independent decisions considering the rights of stakeholders;
- g. That I am able to allocate sufficient time to follow the operations of Borusan Birleşik Boru Fabrikaları Sanayi ve Ticaret A.Ş. and to fully perform the requirements of the duties I assume;
- h. That I do not serve as an independent board member in more than three companies controlled by the shareholders who control Borusan Birleşik Boru Fabrikaları Sanayi ve Ticaret A.Ş., nor in more than five publicly listed companies in total;
- i. That I have not been registered or announced as a representative acting on behalf of a legal entity selected as a board member.

I hereby submit and declare the above to the attention of the Board of Directors.

Best Regards,

Name Surname : **İBRAHİM ROMANO**

Signature :

DECLARATION OF INDEPENDENCE

To the Corporate Governance Committee of Borusan Birleşik Boru Fabrikaları Sanayi ve Ticaret A.Ş.;

In connection with my application for the position of Independent Board Member, and pursuant to the Corporate Governance Principles of the Capital Markets Board, I hereby declare that:

- a. That neither I, nor my spouse, nor my relatives by blood or by marriage up to the second degree, have been employed in an executive position with significant duties and responsibilities, nor have we collectively or individually held more than 5% of the capital, voting rights, or privileged shares, nor established a significant commercial relationship within the last five years with Borusan Birleşik Boru Fabrikaları Sanayi ve Ticaret A.Ş., the subsidiaries or affiliates controlled or significantly influenced by Borusan Birleşik Boru Fabrikaları Sanayi ve Ticaret A.Ş., or the shareholders who control or significantly influence Borusan Birleşik Boru Fabrikaları Sanayi ve Ticaret A.Ş., or legal entities controlled by such shareholders;
- b. That within the last five years, I have not been a shareholder (with 5% or more), an employee in an executive position with significant duties and responsibilities, or a member of the board of directors in companies—particularly those providing audit (including tax audit, statutory audit, internal audit), rating, or consultancy services to Borusan Birleşik Boru Fabrikaları Sanayi ve Ticaret A.Ş.—from which Borusan Birleşik Boru Fabrikaları Sanayi ve Ticaret A.Ş. has purchased or to which it has sold significant goods or services under agreements during the periods when such purchases or sales took place;
- c. That I possess the professional education, knowledge, and experience necessary to duly perform the duties I will assume as an independent board member;
- d. That, in compliance with applicable legislation, except for university academic positions, I am not employed full-time in public institutions or organizations after being elected as a board member;
- e. That I am considered a resident in Turkey under the Income Tax Law No. 193 dated 31/12/1960;
- f. That I have strong ethical standards, professional reputation, and experience, enabling me to contribute positively to the activities of Borusan Birleşik Boru Fabrikaları Sanayi ve Ticaret A.Ş., to maintain impartiality in conflicts of interest between the company and its shareholders, and to make independent decisions considering the rights of stakeholders;
- g. That I am able to allocate sufficient time to follow the operations of Borusan Birleşik Boru Fabrikaları Sanayi ve Ticaret A.Ş. and to fully perform the requirements of the duties I assume;
- h. That I have not served as a board member of Borusan Birleşik Boru Fabrikaları Sanayi ve Ticaret A.Ş. for more than six years within the last ten years;
- i. That I do not serve as an independent board member in more than three companies controlled by the shareholders who control Borusan Birleşik Boru Fabrikaları Sanayi ve Ticaret A.Ş., nor in more than five publicly listed companies in total;
- j. That I have not been registered or announced as a representative acting on behalf of a legal entity selected as a board member.

I hereby submit and declare the above to the attention of the Board of Directors and Corporate Governance Committee.

Best Regards,

Name Surname : **DİDEM GORDON**

Signature :

DECLARATION OF INDEPENDENCE

To the Corporate Governance Committee of Borusan Birleşik Boru Fabrikaları Sanayi ve Ticaret A.Ş.;

In connection with my application for the position of Independent Board Member, and pursuant to the Corporate Governance Principles of the Capital Markets Board, I hereby declare that:

- a. That neither I, nor my spouse, nor my relatives by blood or by marriage up to the second degree, have been employed in an executive position with significant duties and responsibilities, nor have we collectively or individually held more than 5% of the capital, voting rights, or privileged shares, nor established a significant commercial relationship within the last five years with Borusan Birleşik Boru Fabrikaları Sanayi ve Ticaret A.Ş., the subsidiaries or affiliates controlled or significantly influenced by Borusan Birleşik Boru Fabrikaları Sanayi ve Ticaret A.Ş., or the shareholders who control or significantly influence Borusan Birleşik Boru Fabrikaları Sanayi ve Ticaret A.Ş., or legal entities controlled by such shareholders;
- b. That within the last five years, I have not been a shareholder (with 5% or more), an employee in an executive position with significant duties and responsibilities, or a member of the board of directors in companies—particularly those providing audit (including tax audit, statutory audit, internal audit), rating, or consultancy services to Borusan Birleşik Boru Fabrikaları Sanayi ve Ticaret A.Ş.—from which Borusan Birleşik Boru Fabrikaları Sanayi ve Ticaret A.Ş. has purchased or to which it has sold significant goods or services under agreements during the periods when such purchases or sales took place;
- c. That I possess the professional education, knowledge, and experience necessary to duly perform the duties I will assume as an independent board member;
- d. That, in compliance with applicable legislation, except for university academic positions, I am not employed full-time in public institutions or organizations after being elected as a board member;
- e. That I am considered a resident in Turkey under the Income Tax Law No. 193 dated 31/12/1960;
- f. That I have strong ethical standards, professional reputation, and experience, enabling me to contribute positively to the activities of Borusan Birleşik Boru Fabrikaları Sanayi ve Ticaret A.Ş., to maintain impartiality in conflicts of interest between the company and its shareholders, and to make independent decisions considering the rights of stakeholders;
- g. That I am able to allocate sufficient time to follow the operations of Borusan Birleşik Boru Fabrikaları Sanayi ve Ticaret A.Ş. and to fully perform the requirements of the duties I assume;
- h. That I have not served as a board member of Borusan Birleşik Boru Fabrikaları Sanayi ve Ticaret A.Ş. for more than six years within the last ten years;
- i. That I do not serve as an independent board member in more than three companies controlled by the shareholders who control Borusan Birleşik Boru Fabrikaları Sanayi ve Ticaret A.Ş., nor in more than five publicly listed companies in total;
- j. That I have not been registered or announced as a representative acting on behalf of a legal entity selected as a board member.

I hereby submit and declare the above to the attention of the Board of Directors and Corporate Governance Committee.

Directors.
Best Regards,

Name Surname : **TAYFUN BAYAZIT**
Signature :