

DUTIES AND RESPONSIBILITIES OF THE CORPORATE GOVERNANCE COMMITTEE

I. PURPOSE AND SCOPE

The purpose of this document is to determine and regulate the duties and responsibilities of the Corporate Governance Committee ("Committee") to be established by the Board of Directors of Borusan Birleşik Boru Fabrikaları Sanayi ve Ticaret A.Ş. ("Company"). Among the duties of the Committee are monitoring the Company's compliance with the corporate governance principles stipulated in the capital markets legislation and the principles set forth in this document, conducting development and improvement activities toward this goal, and providing recommendations and proposals to the Board of Directors.

II. LEGAL BASIS

This document has been developed and prepared on the basis of the regulations, provisions, and principles included in the Capital Markets Legislation, and additionally based on the Corporate Governance Principles of the Capital Markets Board.

III. ORGANIZATION

Establishment

The Committee is established and appointed by the Board of Directors. The Committee may obtain the opinions of independent experts on any matter it deems necessary within its field of activity. The fees and costs of consultancy services required by the Committee, which is responsible for oversight and supervision, are covered by the Company. The term of duty and service of the Committee depends on the term of office of the Board of Directors that appointed it. The Committee operates within its own field of responsibility and provides recommendations to the Board of Directors; however, the responsibilities of the Committee do not eliminate the responsibilities of the Board of Directors arising from the Turkish Commercial Code.

The Committee is authorized to invite Company employees and representatives of real or legal persons affiliated with the Company, including its subsidiaries, as well as internal or external auditors and experts to its meetings in order to obtain their opinions and recommendations, and to procure external legal consultancy and professional advisory services when necessary and as needed.

Members

The Committee consists of at least two members. If the Committee is composed of two members, both members, and if composed of more than two members, the majority of the members shall be selected from among those members of the Board of Directors who do not have executive duties such as general manager or executive committee member and do not act in an executive capacity in management-related matters. The Chair of the Committee shall be selected from among the independent members of the Board of Directors. It is mandatory to appoint the head of the Investor Relations Department as a member of the Committee.

Meetings

The Committee convenes at least three times a year at the Company headquarters, at a location determined in advance, or via teleconference. Committee meetings are organized and scheduled, to the extent possible, in synchronization with Board of Directors meetings.

Reports summarizing and explaining the topics to be discussed at the Committee meeting are sent to the Committee members at least 3 business days prior to the meeting. The scope of the Committee's duties and its decisions are summarized by the Committee Chair to all members of the Board of Directors during the Board meeting in order to gather their views and statements. The decisions made during the Committee meetings are recorded in writing and, following the meeting, are sent to all Committee and Board Members, and regularly archived and preserved. The action items decided in the

previous meeting are also reviewed in the next Board meeting to monitor progress. The Committee may also present its observations and recommendations within its scope of responsibility, in a report submitted to the Board of Directors.

IV. DUTIES AND RESPONSIBILITIES

The Committee determines whether the Company complies with corporate governance principles, identifies the reasons in case of non-compliance, and detects conflicts of interest arising from failure to fully comply with these principles, and presents its recommendations for development and improvement to the Board of Directors. In this context, the Committee identifies corporate governance actions that have not yet been implemented but may be in the interest and benefit of the Company and its shareholders, and makes the necessary recommendations for their adoption and implementation in a manner compatible with the structure of the Company and its subsidiaries.

The Committee conducts research on internal regulations as well as changes made to such regulations, aimed at ensuring the understanding, adoption, and implementation of corporate governance principles by Company employees, and presents the results of such research to the Board of Directors.

The Board of Directors may choose not to establish a Nomination Committee and Remuneration Committee and may decide to structure these committees within the Corporate Governance Committee. In such a case, all duties of the aforementioned committees shall be carried out by the Corporate Governance Committee.

Investor Relations

The Committee also oversees the activities of the Investor Relations Unit. This unit, established to ensure compliance with applicable legislation, the Articles of Association, and internal regulations related to shareholders' rights, operates directly under the supervision of the Corporate Governance Committee. The unit is responsible for facilitating shareholder engagement, reporting to the Board of Directors, and serving as a liaison between shareholders and the Board.

The main duties of the Investor Relations Unit include:

- Maintaining accurate, reliable, and up-to-date shareholder records;
- Responding to written inquiries from shareholders, while protecting confidential and non-public information;
- Ensuring that General Assembly meetings are conducted in compliance with applicable legislation, the Articles of Association, and internal regulations;
- Preparing relevant documents and materials for use during General Assembly meetings;
- Maintaining records of voting results and ensuring proper reporting and delivery to shareholders;
- Monitoring and ensuring compliance with the Company's public disclosure policy and overseeing all related disclosure processes.

V. VALIDITY

This regulation, including any future amendments regarding the duties and responsibilities of the Committee, shall enter into force upon approval by the Board of Directors.