

BORUSAN BİRLEŞİK BORU FABRİKALARI SANAYİ VE TİCARET ANONİM ŞİRKETİ

**INVITATION FOR ORDINARY MEETING OF
THE GENERAL ASSEMBLY OF SHAREHOLDERS,
TO BE HELD ON 27 MAY 2024,
ISSUED BY THE PRESIDENCY OF BOARD OF DIRECTORS**

Trade Register Number: 69531

Our Company's Ordinary Meeting of the General Assembly of Shareholders for the year 2023 will be convened for an at the address of İstinye Mahallesi Sarıyer Caddesi No.77 Sarıyer / İSTANBUL (Borusan Oto Servis ve Ticaret A.Ş. İstinye Branch) at 14:00 on Monday, 27 May 2024.

Shareholders may personally attend the extraordinary meeting of the General Assembly of Shareholders of our Company in physical environment or via electronic media, or be represented by a proxy holder therein. Shareholders may attend the general assembly meeting via electronic media with a safe electronic signature of themselves or their proxy holders. For this reason, a shareholder intending to use the Electronic General Assembly System must first of all be registered in Merkezi Kayıt Kuruluşu A.Ş. ("MKK") (Central Registry Agency) and e-MKK Information Portal, and have their communication data registered therein, and also have a safe electronic signature. Accordingly, shareholders or their proxy holders not registered in e-MKK Information Portal and not having a safe electronic signature are not permitted to attend the General Assembly meeting via electronic media.

Shareholders or their proxy holders intending to attend the General Assembly meeting via electronic media are required to perform their obligations in strict compliance with the provisions of the "Communiqué on Electronic General Assembly System to be Employed in General Assembly Meetings of Joint-Stock Companies", promulgated in the Official Gazette issue 28395 on 28.08.2012.

Shareholders who are not going to personally attend the meeting in physical environment and are to be represented in the meeting by proxy are required to issue their powers of attorney in accordance with the following format or to receive a sample proxy form from the Company headquarters or from the Company's internet website at the address of <http://www.borusanboru.com>, and then, to bring said powers of attorney, duly certified via a notary public within the frame of 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 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.

Financial statements, independent audit report, and annual report of the Board of Directors are going to be available for examination by shareholders at the Company Headquarters.

BORUSAN BİRLEŞİK BORU FABRİKALARI SANAYİ VE TİCARET ANONİM ŞİRKETİ
AGENDA FOR
ORDINARY GENERAL ASSEMBLY MEETING
TO BE HELD ON 27 MAY 2024

Opening and determination of meeting quorum.

1. Opening and appointment of the Chairpersonship Committee of the Meeting,
2. Reading and discussion of the Board of Directors' Annual Report for the year 2023 and independent audit report one by one,
3. Reading, discussion and approval of the financial statements issued for the year 2023,
4. Approving the assignment of the new members to the Board of Directors upon the end of the term of the previous members as per Article 363 of the TCC,
5. Adopting a decision on the release of the Board of Directors from its responsibilities,
6. Determining the total number of members of the Board of Directors, and electing Directors, and presenting the list of independent director candidates to the General Assembly of Shareholders, and negotiations thereon, and making decisions as to election of independent directors from among the candidates named in that list,
7. Making decisions as to the election of the independent audit firm as designated and determined by the Board of Directors, and as to the determination of its term of office,
8. Determining fees and such other rights as remuneration, bonus and premium of the Directors,
9. Determining the method of use and distribution of profit and rates of dividend,
10. Informing shareholders about the donations and grants made by our Company during the year 2023,
11. Determining the upper limit for the donations to be made in the year 2024,
12. Informing the Shareholders about the pledges, mortgages and other security deposits established by our Company in favor of third parties,
13. Making decisions as to granting permission to the Directors as stipulated in Articles 395 and 396 of the Turkish Commercial Code,
14. Wishes and closing.

PROXY FORM

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 Ordinary General Assembly Meeting of BORUSAN BİRLEŞİK BORU FABRİKALARI SANAYİ VE TİCARET ANONİM ŞİRKETİ, to be held at the address of İstinye Mahallesi Sarıyer Caddesi No.77 Sarıyer / ISTANBUL (Borusan Oto Servis ve Ticaret A.Ş. İstinye Branch) at 14:00 on Monday, May 27th, 2024.

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 part (A), one of the options described in (a), (b) or (c) is chosen.
Explanations are given for options (b) and (d).