

**BORUSAN BİRLEŞİK BORU FABRİKALARI SANAYİ VE TİCARET A.Ş.  
BOARD OF DIRECTORS' RESOLUTION REGARDING THE NOMINATION OF  
INDEPENDENT BOARD MEMBER CANDIDATE**

Pursuant to the Corporate Governance Principles of the Capital Markets Board, the Board of Directors presents below its assessment regarding Mr. İbrahim ROMANO, who has applied for candidacy as an “Independent Board Member”:

- a. That there has been no employment relationship within the last five years in an executive position with significant duties and responsibilities between Mr. Romano, his spouse, or his relatives by blood or marriage up to the second degree, and Borusan Birleşik Boru Fabrikaları Sanayi ve Ticaret A.Ş., its subsidiaries or affiliates under its control or significant influence, or shareholders who control or significantly influence Borusan Birleşik Boru Fabrikaları Sanayi ve Ticaret A.Ş., or legal entities controlled by such shareholders; and that they have not individually or collectively held more than 5% of the capital, voting rights, or privileged shares, nor established a significant commercial relationship with any of the foregoing parties;
- b. That within the last five years, he has not been a shareholder (with 5% or more), an employee in an executive position with significant duties and responsibilities, or a board member in companies—particularly those providing audit (including tax audit, statutory audit, internal audit), rating, or consultancy services—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 in which such transactions took place;
- c. That he possesses the professional education, knowledge, and experience necessary to duly perform the duties he will assume as an independent board member;
- d. That, in compliance with applicable legislation, excluding university academic positions, he will not be employed full-time in public institutions or organizations after being elected as a board member;
- e. That he is considered a resident in Turkey pursuant to the Income Tax Law No. 193 dated 31/12/1960;
- f. That he has strong ethical standards, professional reputation, and experience that will enable him to contribute positively to the activities of Borusan Birleşik Boru Fabrikaları Sanayi ve Ticaret A.Ş., maintain impartiality in conflicts of interest between the company and its shareholders, and make independent decisions by considering the rights of stakeholders;
- g. That he is able to allocate sufficient time to follow the operations of Borusan Birleşik Boru Fabrikaları Sanayi ve Ticaret A.Ş. and fully fulfill the requirements of the duties he will assume;
- h. That he does not serve as an independent board member in more than three companies controlled by shareholders who control Borusan Birleşik Boru Fabrikaları Sanayi ve Ticaret A.Ş., nor in more than five publicly listed companies in total;
- i. That he is not a legal entity appointed as a board member and has therefore not been registered or announced as a representative acting on behalf of such a legal entity.

This report is respectfully submitted to the information of our shareholders and all relevant parties by our Board of Directors

Yours Sincerely.

**BORUSAN BİRLEŞİK BORU  
FABRİKALARI SANAYİ VE  
TİCARET ANONİM ŞİRKETİ**

**BORUSAN BİRLEŞİK BORU FABRİKALARI SANAYİ VE TİCARET A.Ş.**  
**BOARD OF DIRECTORS' RESOLUTION REGARDING THE NOMINATION OF**  
**INDEPENDENT BOARD MEMBER CANDIDATE**

Pursuant to the Corporate Governance Principles of the Capital Markets Board, the Board of Directors presents below its assessment regarding Mrs. Didem GORDON, who has applied for candidacy as an “Independent Board Member”:

- a. There has been no employment relationship within the last five years in an executive position with significant duties and responsibilities, nor any individual or collective ownership exceeding 5% of the capital, voting rights, or privileged shares, nor any significant commercial relationship between Mr. Bayazıt, his spouse, or his relatives by blood or marriage up to the second degree, and Borusan Birleşik Boru Fabrikaları Sanayi ve Ticaret A.Ş.; its subsidiaries or affiliates under its control or significant influence; or its shareholders who control or significantly influence Borusan Birleşik Boru Fabrikaları Sanayi ve Ticaret A.Ş.; or legal entities controlled by such shareholders;
- b. Within the last five years, he has not been a shareholder (holding 5% or more), an employee in an executive position with significant duties and responsibilities, or a board member in companies — particularly those providing audit (including tax audit, statutory audit, and internal audit), rating, or consultancy services — from which Borusan Birleşik Boru Fabrikaları Sanayi ve Ticaret A.Ş. has significantly purchased or to which it has significantly sold goods or services under agreements during the periods in which such transactions occurred;
- c. She possesses the professional education, knowledge, and experience necessary to duly perform the duties he will assume as an independent board member;
- d. Provided that it complies with applicable legislation, except for university academic positions, he will not be employed full-time in public institutions or organizations after being elected as a member;
- e. She is considered a resident of Turkey under the Income Tax Law No. 193, dated 31/12/1960;
- f. She has strong ethical standards, professional reputation, and experience enabling him to contribute positively to the activities of Borusan Birleşik Boru Fabrikaları Sanayi ve Ticaret A.Ş., maintain impartiality in conflicts of interest between the company and its shareholders, and make independent decisions by considering the rights of stakeholders;
- g. She is able to allocate sufficient time to follow the operations of Borusan Birleşik Boru Fabrikaları Sanayi ve Ticaret A.Ş. and to fully fulfill the requirements of the duties he will undertake;
- h. She has not served as a member of the board of directors of Borusan Birleşik Boru Fabrikaları Sanayi ve Ticaret A.Ş. for more than six years within the last ten years;
- i. She does not serve as an independent board member in more than three companies controlled by shareholders who control Borusan Birleşik Boru Fabrikaları Sanayi ve Ticaret A.Ş., nor in more than five publicly listed companies in total;
- j. She is not a legal entity appointed as a board member and therefore has not been registered or announced as a representative acting on behalf of such a legal entity.

This report is respectfully submitted to the information of our shareholders and all relevant parties by our Board of Directors

Yours Sincerely.

**BORUSAN BİRLEŞİK BORU  
FABRİKALARI SANAYİ VE  
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**BORUSAN BİRLEŞİK BORU FABRİKALARI SANAYİ VE TİCARET A.Ş.**  
**BOARD OF DIRECTORS' RESOLUTION REGARDING THE NOMINATION OF**  
**INDEPENDENT BOARD MEMBER CANDIDATE**

Pursuant to the Corporate Governance Principles of the Capital Markets Board, the Board of Directors presents below its assessment regarding Mr. Tayfun BAYAZIT, who has applied for candidacy as an “Independent Board Member”:

- a. There has been no employment relationship within the last five years in an executive position with significant duties and responsibilities, nor any individual or collective ownership exceeding 5% of the capital, voting rights, or privileged shares, nor any significant commercial relationship between Mr. Bayazit, his spouse, or his relatives by blood or marriage up to the second degree, and Borusan Birleşik Boru Fabrikaları Sanayi ve Ticaret A.Ş.; its subsidiaries or affiliates under its control or significant influence; or its shareholders who control or significantly influence Borusan Birleşik Boru Fabrikaları Sanayi ve Ticaret A.Ş.; or legal entities controlled by such shareholders;
- b. Within the last five years, he has not been a shareholder (holding 5% or more), an employee in an executive position with significant duties and responsibilities, or a board member in companies — particularly those providing audit (including tax audit, statutory audit, and internal audit), rating, or consultancy services — from which Borusan Birleşik Boru Fabrikaları Sanayi ve Ticaret A.Ş. has significantly purchased or to which it has significantly sold goods or services under agreements during the periods in which such transactions occurred;
- c. He possesses the professional education, knowledge, and experience necessary to duly perform the duties he will assume as an independent board member;
- d. Provided that it complies with applicable legislation, except for university academic positions, he will not be employed full-time in public institutions or organizations after being elected as a member;
- e. He is considered a resident of Turkey under the Income Tax Law No. 193, dated 31/12/1960;
- f. He has strong ethical standards, professional reputation, and experience enabling him to contribute positively to the activities of Borusan Birleşik Boru Fabrikaları Sanayi ve Ticaret A.Ş., maintain impartiality in conflicts of interest between the company and its shareholders, and make independent decisions by considering the rights of stakeholders;
- g. He is able to allocate sufficient time to follow the operations of Borusan Birleşik Boru Fabrikaları Sanayi ve Ticaret A.Ş. and to fully fulfill the requirements of the duties he will undertake;
- h. He has not served as a member of the board of directors of Borusan Birleşik Boru Fabrikaları Sanayi ve Ticaret A.Ş. for more than six years within the last ten years;
- i. He does not serve as an independent board member in more than three companies controlled by shareholders who control Borusan Birleşik Boru Fabrikaları Sanayi ve Ticaret A.Ş., nor in more than five publicly listed companies in total;
- j. He is not a legal entity appointed as a board member and therefore has not been registered or announced as a representative acting on behalf of such a legal entity.

This report is respectfully submitted to the information of our shareholders and all relevant parties by our Board of Directors

Yours Sincerely.

**BORUSAN BİRLEŞİK BORU  
FABRİKALARI SANAYİ VE  
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