

DECLARATION OF INDEPENDENCE

As I have been nominated as a candidate of “Independent Member” in Board of Directors of Borusan Birleşik Boru Fabrikaları Sanayi ve Ticaret A.Ş., as per the Corporate Governance Principles of Capital Markets Board, I, the Undersigned, hereby declare, agree and acknowledge:

- a. That during the last five years, an employment relationship in management positions assuming material job duties and responsibilities has not ever been established between on one side Borusan Birleşik Boru Fabrikaları Sanayi ve Ticaret A.Ş., or partnerships where Borusan Birleşik Boru Fabrikaları Sanayi ve Ticaret A.Ş. holds management control or is materially influential, or partners having material influence on Borusan Birleşik Boru Fabrikaları Sanayi ve Ticaret A.Ş., or legal entities where said partners hold management control, and on the other side me and my spouse and my blood relatives or relatives by marriage up to second degree, and that I have not ever individually or collectively held more than 5% of their capital shares or voting rights or privileged shares, or have not ever entered into a material commercial relationship with them; and
- b. That during the last five years, I have not ever been a partner (of 5% or more), or an employee in management positions assuming material job duties and responsibilities, or a member of board of directors, in companies from which Borusan Birleşik Boru Fabrikaları Sanayi ve Ticaret A.Ş. purchases services or products to a material extent or to which Borusan Birleşik Boru Fabrikaları Sanayi ve Ticaret A.Ş. sells services or products to a material extent, within the frame of certain agreements, particularly related to audit (including tax audit, statutory audit and internal audit), rating and consultancy of Borusan Birleşik Boru Fabrikaları Sanayi ve Ticaret A.Ş.; and
- c. That I have adequate professional education, knowledge and experience for performance of my duties assumed as an independent member of board of directors as required; and
- d. That I do not ever work on full-time basis in public administrations and entities, after being elected as an independent member, except for faculty membership, providing that it is in compliance with the applicable laws and regulations; and
- e. That I am deemed to be resident in Turkey according to the Income Tax Law no. 193 dated 31/12/1960; and
- f. That I have strong ethical standards, professional reputation and experience which enable me to make positive contributions to business activities of Borusan Birleşik Boru Fabrikaları Sanayi ve Ticaret A.Ş. and to maintain my neutrality in the case of conflicts of interests between Borusan Birleşik Boru Fabrikaları Sanayi ve Ticaret A.Ş. and its shareholders, and to take free decisions by taking the rights and interests of stakeholders into consideration; and
- g. That I will be able to spare enough time to the corporate business activities so as to be able to follow up the business activities of Borusan Birleşik Boru Fabrikaları Sanayi ve Ticaret A.Ş. and to fully perform my job duties assumed therein; and
- h. That I have not served as a member in board of directors of Borusan Birleşik Boru Fabrikaları Sanayi ve Ticaret A.Ş. for more than six years during the last ten years; and
- i. That I am not working as independent member in board of directors of more than three companies under management control of Borusan Birleşik Boru Fabrikaları Sanayi ve Ticaret A.Ş. or partners holding management control of Borusan Birleşik Boru Fabrikaları Sanayi ve Ticaret A.Ş., and in total, more than five of companies listed and traded in the exchange; and
- j. That as no legal entity has been elected as a member of board of directors, I have not been registered and announced in the name of such a legal entity.

With my best regards,

Name Surname : **İBRAHİM ROMANO**
Signature :

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- b. That during the last five years, I have not ever been a partner (of 5% or more), or an employee in management positions assuming material job duties and responsibilities, or a member of board of directors, in companies from which Borusan Birleşik Boru Fabrikaları Sanayi ve Ticaret A.Ş. purchases services or products to a material extent or to which Borusan Birleşik Boru Fabrikaları Sanayi ve Ticaret A.Ş. sells services or products to a material extent, within the frame of certain agreements, particularly related to audit (including tax audit, statutory audit and internal audit), rating and consultancy of Borusan Birleşik Boru Fabrikaları Sanayi ve Ticaret A.Ş.; and
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- g. That I will be able to spare enough time to the corporate business activities so as to be able to follow up the business activities of Borusan Birleşik Boru Fabrikaları Sanayi ve Ticaret A.Ş. and to fully perform my job duties assumed therein; and
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- j. That as no legal entity has been elected as a member of board of directors, I have not been registered and announced in the name of such a legal entity.

With my best regards,

Name Surname : **BÜLENT BOZDOĞAN**
Signature :

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- j. That as no legal entity has been elected as a member of board of directors, I have not been registered and announced in the name of such a legal entity.

With my best regards,

Name Surname : **TAYFUN BAYAZIT**
Signature :