

**BORUSAN MANNESMANN BORU SANAYİ VE TİCARET  
A.Ş.**

**PUBLIC DISCLOSURE POLICY**

**Date of Update: December 2014**

## **1. Purpose:**

Borusan Mannesmann Boru Sanayi ve Ticaret A.Ş. (BMB or the Company) follows a transparent disclosure policy in accordance with the Capital Market Legislation to ensure that its past performance, future expectations, business developments, strategies, targets and vision, except commercial secrets, are shared with authorized organs, public, investors and shareholders in a timely, concurrent, understandable, complete, accurate and uninterrupted fashion.

BMB's disclosure policy is prepared in accordance with Article 17 of the "Communiqué on Material Events" Series II number 15.1 of the Capital Market Board, and it is announced to all stakeholders at Borusan Mannesmann Boru Sanayi ve Ticaret A.Ş. website ([www.borusanmannesmann.com](http://www.borusanmannesmann.com)).

## **2. Authority and Responsibility:**

BMB makes an effort to ensure maximum compliance with the relevant legislation and regulations of the Capital Market Law on public disclosure and information. In order to serve this purpose, a disclosure policy is prepared within the framework of the Corporate Governance Principles of the Capital Market Board and approved by the Company's Board of Directors.

A Directorate responsible for Financial Affairs and Strategy has been appointed to monitor, observe and develop such policies.

## **3. Methods and Means:**

Within the framework of the related legislation and within the scope of the Company Public Disclosure Policy, the methods and means used in communication with authorized institutions, public, investors and shareholders are as follows;

- Material event disclosures conveyed to Istanbul Stock Exchange,
- Financial statements and marginal notes as well as independent audit reports periodically conveyed to Istanbul Stock Exchange,
- Interim and year-end activity reports,
- Printed and visual media releases,
- Meetings and negotiations with investors and analysts,
- Company website ([www.borusanmannesmann.com](http://www.borusanmannesmann.com))

The principles for the above-mentioned methods and means are given below.

## **4. Public Disclosure of Financial Statements**

The financial statements and marginal notes of Borusan Mannesmann Boru Sanayi ve Ticaret AŞ are prepared in compliance with the Turkish Accounting Standards / Turkish Financial Reporting Standards (TAS / TFRS) on a consolidated basis. The annual and six-month financial statements are independently audited and disclosed to the public.

Before the financial statements and marginal notes are disclosed to the public, they are subjected to the approval of the Board of Directors with the assent procedure of the Audit Committee within the framework of the provisions of the Capital Market Legislation. After the attestation is signed, the financial statements and marginal notes as well as independent audit report and attached documents are disclosed to the public by conveying the PDP in line with the CMB and BIST regulations following the approval of the Board of Directors, and they are published in the Company Website. Previous period financial statements and marginal notes are available at Company Website.

## **5. Public Disclosure of Activity Report**

The activity report is prepared in compliance with the Capital Market Legislation and CMB Corporate Governance Principles. It is subjected to the approval of Board of Directors, and it is disclosed to the public with the financial statements. It is published in the Company Website ([www.borusanmannesmann.com](http://www.borusanmannesmann.com)).

In addition, a summary activity report is prepared every three months and published together with the financial statements at PDP and Company Website.

## **6. Public Disclosure of Material Events**

Within the framework of the "Communiqué on Material Events" Series II no. 15.1 of the Capital Market Board, in case of material event which falls into the definition of "Internal Information" and "Continuous Information" and may affect the value of the company's capital market instruments traded in Istanbul Stock Exchange and investors' investment decisions or for their exercise of rights, the material event disclosure is prepared.

With respect to public disclosure of material events, the article on postponement of public disclosure of the internal information included in Article 6 of the Communiqué Series II no. 15.1 of the Capital Market Board is reserved.

Material event disclosures are signed by authorized directors in accordance with the Company's signature circular and conveyed to the Istanbul Stock Exchange by fax on the day or the day after the day when the above-mentioned event occurs. It is also published simultaneously on our corporate internet site.

## **7. Public Disclosure of Financial Statements**

The financial statements and their marginal notes are prepared in accordance with International Financial Reporting Standards (IFRS). They are subjected to an independent audit. Financial statements and their marginal notes as well as any annexed documents are periodically conveyed to Istanbul Stock Exchange and disclosed to public following the approval of the Board of Directors. It is also published simultaneously on our corporate internet site.

## **8. Public Disclosure of Interim and Year-End Activity Reports**

The Company Activity Report is prepared in compliance with the Capital Market Legislation and CMB Corporate Governance Principles. They are subjected to the approval of the Board of Directors. It is sent quarterly to the Istanbul Stock Exchange and disclosed to the public through our simultaneous corporate website. The year-end activity reports are submitted for the examination of shareholders before the General Assembly meeting, and are published at its website.

## **9. Public Disclosure of Material Events and Authorized People**

Material event disclosures of Borusan Mannesmann Boru Sanayi ve Ticaret A.Ş. are prepared by the Departments of Financial Affairs, Law, Corporate Communication and Investor Relations, and disclosed to the public by signed in electronic ambient and conveying to the PDP.

Public disclosures of material events are drawn up in-time, correctly, explicably, sufficiently and free from any misleading statements to help to decide persons and organizations to benefit from such disclosure.



## **10. Authorized People for Public Disclosures**

Apart from the above-mentioned notifications, the written and verbal information requests conveyed by the Capital Market Participants or any institutions/persons are assessed by the Departments of Financial Affairs, Accounting and Investor Relations. In the assessment, it is considered whether it is a commercial trade nature according to the content of request, and it is of kind which may affect the investment decisions and value of the capital market instruments within the framework of the "Communiqué on Material Events" Series II no. 15.1 of the Capital Market Board. Written and verbal information requests are responded by the relevant unit after the Departments of Financial Affairs, Accounting, and Investor Relations assess the same.

## **11. Printed and Visual Media Releases**

The Company is obliged to comply with the matters stated in the related communiqués of the Capital Market Board in all written and visual press releases regarding commercial activities, expectations and current issues.

If the disclosures to be made include the matters issued in the "Communiqué on Material Events" Series II no. 15.1 of the Capital Market Board and required to be notified to the Istanbul Stock Exchange as of the content, the material event disclosures are notified to the Istanbul Stock Exchange prior to press release.

Press releases to the visual media are made only by the corporate spokesperson defined by the Company. Before the disclosures are made, the contents of the disclosures to be made by the Director responsible for Financial Affairs and Strategies are examined and they are assessed whether the Company is in compliance with the relevant regulations of the CMB and public disclosure policy.

## **12. Meetings and Negotiations with Investors and Analysts**

The Company makes an effort to improve investor relations by ensuring participation as much as possible to potential shareholders and brokerage house analysts to various meetings and conferences. Industry-specific developments and presentations dealing with various matters including Company strategies and analytic expressions of financial statements are made in such meetings and negotiations, and related questions and answered.

Attention is paid to the fact whether the answers given to the presentations and questions are composed of information that is not commercial secrets and the "Communiqué on Material Events" Series II no. 15.1 of the Capital Market Board.

## **13. Company Website**

The corporate website ([www.borusanmannesmann.com](http://www.borusanmannesmann.com)) is actively used for public disclosure activities. Access to information on the public disclosure is provided through the corporate website. A large part of the information contained in the corporate website is presented both in Turkish and English languages, and the content of the site is regulated by the CMB Corporate Governance Principles.

The company corporate website publishes information in timely, accurately, completely and explicable manner. The information on the internet page mainly includes the following topics:

- Trade registration information
- Current shareholding structure
- List of the Board Members,
- List of the members of the Company Senior Management

- The Articles of Association of the Company
- Minutes of the General Assembly and List of Attendants
- Report for Compliance with Corporate Governance Principles
- Financial statements, marginal notes and independent audit reports
- Annual activity reports
- Interim Activity Reports of the Board of Directors
- Material event disclosures
- Public disclosure policy
- Profit Distribution Policy
- Investor Relations Unit contact details

In addition to information available at the Company's corporate website, there is information at [www.borusan.com](http://www.borusan.com), under Investor Relations heading in relation to the Group's publicly-traded companies. Such address contains information in content stipulated by the CMB Corporate Governance Principles about BMB.

#### **14. Statement of Expectations and Targets**

In the framework of the disclosure policy, the expectations and targets may be disclosed to the public using the methods and means specified in Article 3, when deemed necessary. In the context of such disclosures, it is disclosed together which grounds the expectations are based on and it is prepared on which reasons. It is explicitly stated that the consequences arising from possible risks, uncertainties and other factors can vary considerably from the expectations. If it is understood that forecasts for the future will not be realized later, this situation will be disclosed to the public and the information will be revised.

#### **15. Unfounded Rumors in the Market**

The Company does not give any opinion on speculation in the market or on the internet. On the other hand, when there is a request for verification from the CMB and/or the Istanbul Stock Exchange in accordance with the provisions of the Capital Market Legislation, or when the Financial Affairs and Investor Relations Departments make a material event disclosure within the framework of the Article 9 of the "Communiqué on Material Events" Series II no. 15.1, it is ensured that the necessary disclosures are announced to the public through the means used within the scope of investor relations.

#### **16. Analyst Reports**

Analyst reports prepared about the Company are considered as property of the company preparing such analyst report, and they are not published on the corporate website ([www.borusanmannesmann.com](http://www.borusanmannesmann.com)). Analyst reports are not verified, approved, or taken responsibility. However, in some certain and restricted conditions and upon request, analyst reports can be revised to prevent misinformation of the public provided that it uses only the information disclosed to the public.