

CORPORATE GOVERNANCE PRINCIPLES COMPLIANCE REPORT

SECTION I - STATEMENT OF COMPLIANCE WITH CORPORATE GOVERNANCE PRINCIPLES

Ereğli Demir ve Çelik Fabrikaları T.A.Ş. ("Company"), one of the public companies in Turkey with the broadest base, enjoys a leading position in its field in the Turkish industry, and is well aware of its responsibilities towards its stakeholders. In this context, the Company has adopted the concepts of "equality", "transparency", "accountability" and "responsibility", which form the basis of corporate governance in its activities, and has taken maximum care and effort to comply with the Capital Markets Law and the secondary regulations and decisions of the Capital Markets Board (CMB).

In line with the corporate governance efforts, the Company has started to operate corporate governance mechanisms in accordance with the principles since 26.06.2012. Our Company, which is included in the BIST Corporate Governance Index ("XKURY") as of 29.07.2015 and also is subject to corporate governance rating every year by the rating agency KOBİRATE, which is authorized to perform activities in Turkey in accordance with the rating methodology approved by the CMB. Corporate Governance Rating Reports are available on our Corporate Website (www.erdemir.com.tr).

Ereğli Demir ve Çelik Fabrikaları T.A.Ş. believes in the importance of ensuring full compliance with the Principles of the Corporate Governance. In the activity period ended on December 31, 2018, the Company has continued to adopt the mandatory corporate governance principles that are included in the Corporate Governance Communiqué annexed to the relevant legislation.

The Company pays utmost attention to compliance with voluntary principles that are not fully complied yet with in the relevant legislation and there is no conflict of interest between the stakeholders so far.

For the period ended at 31 December 2018, compliance with the corporate governance principles included in the Corporate Governance Communiqué and the explanations of those who have not yet achieved compliance are included in the annual report; Corporate Governance Compliance Report and Corporate Governance Information Form and other related sections of the report.

In the future, corporate governance practices of the Company, efforts to improve our corporate governance practices, including non-mandatory principles that have not been put into practice in a limited number, will be continued.

When there is a change in the Corporate Governance Compliance Report or Corporate Governance Information Form, there will be a material event disclosure and it will be published in the interim activity reports as well.

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	Company Compliance Status					Explanation
	Yes	Partial	No	Exempted	Not Applicable	
Corporate Governance Compliance Report						
1.1. FACILITATING THE EXERCISE OF SHAREHOLDER RIGHTS						
1.1.2- Up-to-date information and disclosures which may affect the exercise of shareholder rights are available to investors at the corporate website.	X					
1.2. RIGHT TO OBTAIN AND REVIEW INFORMATION						
1.2.1 - Management did not enter into any transaction that would complicate the conduct of special audit.	X					
1.3. GENERAL ASSEMBLY						
1.3.2 - The company ensures the clarity of the General Assembly agenda, and that an item on the agenda does not cover multiple topics.	X					
1.3.7- Insiders with privileged information have informed the board of directors about transactions conducted on their behalf within the scope of the company's activities in order for these transactions to be presented at the General Shareholders' Meeting.	X					
1.3.8 - Members of the board of directors who are concerned with specific agenda items, auditors, and other related persons, as well as the officers who are responsible for the preparation of the financial statements were present at the General Shareholders' Meeting.	X					
1.3.10 - The agenda of the General Shareholders' Meeting included a separate item detailing the amounts and beneficiaries of all donations and contributions.	X					
1.3.11 - The General Shareholders' Meeting was held open to the public, including the stakeholders, without having the right to speak.					X	In 2018 fiscal year, there was no participation demand from the media.
1.4. VOTING RIGHTS						
1.4.1 - There is no restriction preventing shareholders from exercising their shareholder rights.	X					
1.4.2 - The company does not have shares that carry privileged voting rights.		X				This capital is divided into shares Group A and Group B. 1 (one) share of certificate, issued to the bearer amounting to 1 Kr (one Kuruş) is A group. The right of usufruct shall be established in favor of and to the name of Privatization Administration on the shares of A Group with all rights appertaining thereto unless otherwise decided by Supreme Board of Privatization.
1.4.3-The company withholds from exercising its voting rights at the General Shareholders' Meeting of any company with which it has cross-ownership, in case such cross-ownership provides management control.					X	No cross-shareholding relations exist in the capital of the Company.
1.5. MINORITY RIGHTS						
1.5.1 - The company pays maximum diligence to the exercise of minority rights.	X					
1.5.2 - The Articles of Association extend the use of minority rights to those who own less than one twentieth of the outstanding shares, and expand the scope of the minority rights.					X	Even though minority rights are not determined less than one in twenty by the Articles of Association, in accordance with Article 38 of the Articles of Association, provisions of Turkish Commercial Code and Capital Market Law shall be applied to the issues that are not written in the Articles of Association in regard to minority rights.

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1.6. DIVIDEND RIGHT

- 1.6.1 - The dividend policy approved by the General Shareholders' Meeting is posted on the company website. X
- 1.6.2 - The dividend distribution policy comprises the minimum information to ensure that the shareholders can have an opinion on the procedure and principles of dividend distributions in the future. X
- 1.6.3 - The reasons for retaining earnings, and their allocations, are stated in the relevant agenda item. X
- 1.6.4 - The board reviewed whether the dividend policy balances the benefits of the shareholders and those of the company. X

1.7. TRANSFER OF SHARES

- 1.7.1 - There are no restrictions preventing shares from being transferred. X

2.1. CORPORATE WEBSITE

- 2.1.1 - The company website includes all elements listed in Corporate Governance Principle 2.1.1. X
- 2.1.2 - The shareholding structure (names, privileges, number and ratio of shares, and beneficial owners of more than 5% of the issued share capital) is updated on the website at least every 6 months. X
- 2.1.4 - The company website is prepared in other selected foreign languages, in a way to present exactly the same information with the Turkish content. X

2.2. ANNUAL REPORT

- 2.2.1 - The board of directors ensures that the annual report represents a true and complete view of the company's activities. X
- 2.2.2 - The annual report includes all elements listed in Corporate Governance Principle 2.2.2. X

3.1. CORPORATION'S POLICY ON STAKEHOLDERS

- 3.1.1 - The rights of the stakeholders are protected pursuant to the relevant regulations, contracts and within the framework of bona fides principles. X

- 3.1.3 - Policies or procedures addressing stakeholders' rights are published on the company's website. X

- 3.1.4 - A whistleblowing programme is in place for reporting legal and ethical issues. X

- 3.1.5 - The company addresses conflicts of interest among stakeholders in a balanced manner. X

3.2. SUPPORTING THE PARTICIPATION OF THE STAKEHOLDERS IN THE CORPORATION'S MANAGEMENT

- 3.2.1 - The Articles of Association, or the internal regulations (terms of reference/manuals), regulate the participation of employees in management. X

- 3.2.2 - Surveys/other research techniques, consultation, interviews, observation method etc. were conducted to obtain opinions from stakeholders on decisions that significantly affect them. X

Some of the policies and procedures related to the rights of stakeholders are published on the company's website.

Although there is no provision in the articles of association, employees are encouraged to participate in management through internal practices.

The requests, suggestions and complaints of the stakeholders are taken and evaluated in important decisions that result in some of the stakeholders.

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3.3. HUMAN RESOURCES POLICY

3.3.1 - The company has adopted an employment policy ensuring equal opportunities, and a succession plan for all key managerial positions.

X

Although there is an employment policy providing equality of opportunity, succession planning process is in progress.

3.3.2 - Recruitment criteria are documented.

X

3.3.3 - The company has a policy on human resources development, and organises trainings for employees.

X

Although some informations have been carried out from time to time, information meetings have not been conducted since some studies are ongoing.

3.3.4 - Meetings have been organised to inform employees on the financial status of the company, remuneration, career planning, education and health.

X

3.3.5 - Employees, or their representatives, were notified of decisions impacting them. The opinion of the related trade unions was also taken.

X

3.3.6 - Job descriptions and performance criteria have been prepared for all employees, announced to them and taken into account to determine employee remuneration.

X

3.3.7 - Measures (procedures, trainings, raising awareness, goals, monitoring, complaint mechanisms) have been taken to prevent discrimination, and to protect employees against any physical, mental, and emotional mistreatment.

X

3.3.8 - The company ensures freedom of association and supports the right for collective bargaining.

X

3.3.9 - A safe working environment for employees is maintained.

X

3.4. RELATIONS WITH CUSTOMERS AND SUPPLIERS

3.4.1 - The company measured its customer satisfaction, and operated to ensure full customer satisfaction.

X

3.4.2 - Customers are notified of any delays in handling their requests.

X

3.4.3 - The company complied with the quality standards with respect to its products and services.

X

3.4.4 - The company has in place adequate controls to protect the confidentiality of sensitive information and business secrets of its customers and suppliers.

X

3.5. ETHICAL RULES AND SOCIAL RESPONSIBILITY

3.5.1 - The board of the corporation has adopted a code of ethics, disclosed on the corporate website.

X

3.5.2 - The company has been mindful of its social responsibility and has adopted measures to prevent corruption and bribery.

X

4.1. ROLE OF THE BOARD OF DIRECTORS

4.1.1 - The board of directors has ensured strategy and risks do not threaten the long-term interests of the company, and that effective risk management is in place.

X

4.1.2 - The agenda and minutes of board meetings indicate that the board of directors discussed and approved strategy, ensured resources were adequately allocated, and monitored company and management performance.

X

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4.2. ACTIVITIES OF THE BOARD OF DIRECTORS

4.2.1-The board of directors documented its meetings and reported its activities to the shareholders. X

4.2.2 - Duties and authorities of the members of the board of directors are disclosed in the annual report. X

4.2.3-The board has ensured the company has an internal control framework adequate for its activities, size and complexity. X

4.2.4 - Information on the functioning and effectiveness of the internal control system is provided in the annual report. X

4.2.5 - The roles of the Chairman and Chief Executive Officer are separated and defined. X

4.2.7-The board of directors ensures that the Investor Relations department and the corporate governance committee work effectively. The board works closely with them when communicating and settling disputes with shareholders. X

4.2.8 - The company has subscribed to a Directors and Officers liability insurance covering more than 25% of the capital. X

In the annual report, it is stated that the duties and authorities of the board members have been complied with the Turkish Commercial Code, but the detailed regulation is not included

There is an executive liability insurance for the damages caused by the board members during their duties but the total insurance does not exceed 25% of the capital

4.3. STRUCTURE OF THE BOARD OF DIRECTORS

4.3.9 - The board of directors has approved the policy on its own composition, setting a minimal target of 25% for female directors. The board annually evaluates its composition and nominates directors so as to be compliant with the policy. X

4.3.10 - At least one member of the audit committee has 5 years of experience in audit/accounting and finance. X

The Board of Directors does not have a policy for a minimum 25% target rate for female members.

4.4. BOARD MEETING PROCEDURES

4.4.1-Each board member attended the majority of the board meetings in person. X

4.4.2 - The board has formally approved a minimum time by which information and documents relevant to the agenda items should be supplied to all board members. X

4.4.3 - The opinions of board members that could not attend the meeting, but did submit their opinion in written format, were presented to other members. X

4.4.4 - Each member of the board has one vote. X

4.4.5 - The board has a charter/written internal rules defining the meeting procedures of the board. X

4.4.6 - Board minutes document that all items on the agenda are discussed, and board resolutions include director's dissenting opinions if any. X

4.4.7-There are limits to external commitments of board members. Shareholders are informed of board members' external commitments at the General Shareholders' Meeting. X

There is no restriction for the Board members to assume any other duties outside the company. The Board Members' duties outside the Company were announced to the shareholders at the General Assembly Meeting.

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4.5. BOARD COMMITTEES

4.5.5 - Board members serve in only one of the Board's committees.

X

Due to the number of Board members, each board member is assigned to more than one committee.

4.5.6 - Committees have invited persons to the meetings as deemed necessary to obtain their views.

X

4.5.7 - If external consultancy services are used, the independence of the provider is stated in the annual report.

X

In 2018, any committee did not receive consultancy services.

4.5.8 - Minutes of all committee meetings are kept and reported to board members.

X

4.6. FINANCIAL RIGHTS

4.6.1-The board of directors has conducted a board performance evaluation to review whether it has discharged all its responsibilities effectively.

X

The performance of the Board of Directors was not evaluated.

4.6.4-The company did not extend any loans to its board directors or executives, nor extended their lending period or enhanced the amount of those loans, or improve conditions thereon, and did not extend loans under a personal credit title by third parties or provided guarantees such as surety in favour of them.

X

4.6.5 - The individual remuneration of board members and executives is disclosed in the annual report.

X

Total salaries, bonuses and other benefits of the key management are shared in the annual report but not disclosed on a personal basis.

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1. SHAREHOLDERS

1.1. Facilitating the Exercise of Shareholders Rights

The number of investor meetings (conference, seminar/etc.) organised by the company during the year 53

1.2. Right to Obtain and Examine Information

The number of special audit request(s) 0

The number of special audit requests that were accepted at the General Shareholders' Meeting 0

1.3. General Assembly

Link to the PDP announcement that demonstrates the information requested by Principle 1.3.1. (a-d) <https://www.kap.org.tr/en/Bildirim/666835>

Whether the company provides materials for the General Shareholders' Meeting in English and Turkish at the same time Yes

The links to the PDP announcements associated with the transactions that are not approved by the majority of independent directors or by unanimous votes of present board members in the context of Principle 1.3.9 -

The links to the PDP announcements associated with related party transactions in the context of Article 9 of the Communique on Corporate Governance (II-17.1) <https://www.kap.org.tr/en/Bildirim/657919>

The links to the PDP announcements associated with common and continuous transactions in the context of Article 10 of the Communique on Corporate Governance (II-17.1) <https://www.kap.org.tr/en/Bildirim/657919>

The name of the section on the corporate website that demonstrates the donation policy of the company <https://www.oyakmadenmetalurji.com.tr/Sites/1/upload/files/Donations-and-Contribution-Policy-ERD-FNL-492.pdf>

The relevant link to the PDP with minute of the General Shareholders' Meeting where the donation policy has been approved <https://www.kap.org.tr/tr/Bildirim/194744>

The number of the provisions of the articles of association that discuss the participation of stakeholders to the General Shareholders' Meeting Articles of Association, Section V, Article 21, Voting Right and Form of Representation

Identified stakeholder groups that participated in the General Shareholders' Meeting, if any <https://www.erdemir.com.tr/investor-relations/general-assembly/list-of-attendants/>

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1.4. Voting Rights

Whether the shares of the company have differential voting rights

Evet (Yes)

In case that there are voting privileges, indicate the owner and percentage of the voting majority of shares.

Privatization Administration / 0.0% / One share of certificate, issued to the bearer amounting to one kuruş

The percentage of ownership of the largest shareholder

% 49,29

1.5. Minority Rights

Whether the scope of minority rights enlarged (in terms of content or the ratio) in the articles of the association

Hayır (No)

If yes, specify the relevant provision of the articles of association.

1.6. Dividend Right

The name of the section on the corporate website that describes the dividend distribution policy

https://www.oyakmadenmetalurji.com.tr/Sites/1/upload/files/Dividend_Distribution_Policy-1920.pdf

Minutes of the relevant agenda item in case the board of directors proposed to the general assembly not to distribute dividends, the reason for such proposal and information as to use of the dividend.

PDP link to the related general shareholder meeting minutes in case the board of directors proposed to the general assembly not to distribute dividends

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General Assembly Meetings

General Meeting Date	The number of information requests received by the company regarding the clarification of the agenda of the General Shareholders' Meeting	Shareholder participation rate in the General Shareholders' Meeting	Percentage of shares owned by the shareholders	Percentage of shares represented by proxy	Specify the name of the page of the corporate website that contains the General Shareholders' Meeting minutes, and also indicates for each resolution the voting levels for or against	Specify the name of the page of the corporate website that contains all questions asked in the general assembly meeting and all responses to them	The number of the relevant item or paragraph of General Shareholders' Meeting minutes in relation to related party transactions	The number of declarations by insiders received by the board of directors	The link to the related general shareholder meeting notification
30/03/2018	0	% 68	% 0,003	% 68	Minutes of General Assembly (https://www.erdemir.com.tr/investor-relations/general-assembly/minutes-of-general-assembly/)	The questions asked on General Assembly Meetings (https://www.erdemir.com.tr/investor-relations/general-assembly/the-questions-asked-on-general-assembly-meetings)	-	193	www.kap.org.tr/en/Bildirim/672302

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2. DISCLOSURE AND TRANSPARENCY

2.1. Corporate Website

Specify the name of the sections of the website providing the information requested by the Principle 2.1.1.

If applicable, specify the name of the sections of the website providing the list of shareholders (ultimate beneficiaries) who directly or indirectly own more than 5% of the shares.

List of languages for which the website is available

<https://www.erdemir.com.tr/investor-relations/>

<https://www.erdemir.com.tr/investor-relations/corporate-governance/>

Turkish, English

2.2. Annual Report

The page numbers and/or name of the sections in the Annual Report that demonstrate the information requested by principle 2.2.2.

a) The page numbers and/or name of the sections in the Annual Report that demonstrate the information on the duties of the members of the board of directors and executives conducted out of the company and declarations on independence of board members

https://www.oyakmadenmetalurji.com.tr/sites/1/upload/files/EREGL_12.2017_YFR_ENG-2253.pdf, Page 50-52

b) The page numbers and/or name of the sections in the Annual Report that demonstrate the information on committees formed within the board structure

https://www.oyakmadenmetalurji.com.tr/Sites/1/upload/files/ERDEMIR_07_AR-2343.pdf, Page 103,104

c) The page numbers and/or name of the sections in the Annual Report that demonstrate the information on the number of board meetings in a year and the attendance of the members to these meetings

https://www.oyakmadenmetalurji.com.tr/Sites/1/upload/files/ERDEMIR_07_AR-2343.pdf, Page 103

ç) The page numbers and/or name of the sections in the Annual Report that demonstrate the information on amendments in the legislation which may significantly affect the activities of the corporation

d) The page numbers and/or name of the sections in the Annual Report that demonstrate the information on significant lawsuits filed against the corporation and the possible results thereof

https://www.oyakmadenmetalurji.com.tr/Sites/1/upload/files/ERDEMIR_07_AR-2343.pdf, Page 170-172

e) The page numbers and/or name of the sections in the Annual Report that demonstrate the information on the conflicts of interest of the corporation among the institutions that it purchases services on matters such as investment consulting and rating and the measures taken by the corporation in order to avoid from these conflicts of interest

https://www.oyakmadenmetalurji.com.tr/Sites/1/upload/files/ERDEMIR_07_AR-2343.pdf, Page 109

f) The page numbers and/or name of the sections in the Annual Report that demonstrate the information on the cross ownership subsidiaries that the direct contribution to the capital exceeds 5%

No cross-shareholding relations exist in the capital of the Company.

g) The page numbers and/or name of the sections in the Annual Report that demonstrate the information on social rights and professional training of the employees and activities of corporate social responsibility in respect of the corporate activities that arises social and environmental results

https://www.oyakmadenmetalurji.com.tr/Sites/1/upload/files/ERDEMIR_07_AR-2343.pdf, Page 86-89

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3. STAKEHOLDERS

3.1. Corporation's Policy on Stakeholders

The name of the section on the corporate website that demonstrates the employee remedy or severance policy

<https://www.oyakmadenmetalurji.com.tr/Sites/1/upload/files/Staff-Compensation-Policy-ERD-FNL-495.pdf>

The number of definitive convictions the company was subject to in relation to breach of employee rights

176

The position of the person responsible for the alert mechanism (i.e. whistleblowing mechanism)

Ethics Committee

The contact detail of the company alert mechanism

mail: etik@erdemiretik.com, phone : 0 850 2113000

3.2. Supporting the Participation of the Stakeholders in the Corporation's Management

Name of the section on the corporate website that demonstrates the internal regulation addressing the participation of employees on management bodies

Corporate bodies where employees are actually represented

Union

3.3. Human Resources Policy

The role of the board on developing and ensuring that the company has a succession plan for the key management positions

The name of the section on the corporate website that demonstrates the human resource policy covering equal opportunities and hiring principles. Also provide a summary of relevant parts of the human resource policy.

Code of Ethics and Business Conduct (https://www.oyakmadenmetalurji.com.tr/Sites/1/upload/files/Erdemir_Etik_Kurallar_Kitapcigi_ING-1252-2374.pdf)

Whether the company provides an employee stock ownership programme

Pay edindirme planı bulunmuyor (There isn't an employee stock ownership programme)

The name of the section on the corporate website that demonstrates the human resource policy covering discrimination and mistreatments and the measures to prevent them. Also provide a summary of relevant parts of the human resource policy.

Code of Ethics and Business Conduct (https://www.oyakmadenmetalurji.com.tr/Sites/1/upload/files/Erdemir_Etik_Kurallar_Kitapcigi_ING-1252-2374.pdf)

The number of definitive convictions the company is subject to in relation to health and safety measures

16

3.5. Ethical Rules and Social Responsibility

The name of the section on the corporate website that demonstrates the code of ethics

Code of Ethics and Business Conduct

The name of the section on the company website that demonstrates the corporate social responsibility report. If such a report does not exist, provide the information about any measures taken on environmental, social and corporate governance issues.

Sustainability / CSR Policy

Any measures combating any kind of corruption including embezzlement and bribery

Code of Ethics and Business Conduct (https://www.oyakmadenmetalurji.com.tr/Sites/1/upload/files/Erdemir_Etik_Kurallar_Kitapcigi_ING-1252-2374.pdf)

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4. BOARD OF DIRECTORS-I

4.2. Activity of the Board of Directors

Date of the last board evaluation conducted
Whether the board evaluation was externally
Whether all board members released from their duties at the GSM

Name(s) of the board member(s) with specific delegated duties and authorities, and descriptions of such duties

Number of reports presented by internal auditors to the audit committee or any
Specify the name of the section or page number of the annual report that provides the summary of the review of the effectiveness of internal controls

Name of the Chairman

Name of the CEO

If the CEO and Chair functions are combined: provide the link to the relevant PDP announcement providing the rationale for
Link to the PDP notification stating that any damage that may be caused by the members of the board of directors during the discharge of their duties is insured for an amount

The name of the section on the corporate website that demonstrates current diversity policy targeting women directors

The number and ratio of female directors within the Board of Directors

-

Hayır (No)

Evet (Yes)

Süleyman Savaş ERDEM - Chairman (Representative of Oytaş İç ve Dış Ticaret A.Ş), Toker ÖZCAN - Deputy Chairman and Managing Director (Representative of Oyak Pazarlama Hizmet ve Turizm A.Ş.)

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[https:// www.oyakmadenmetalurji.com.tr /Sites/1/upload/files/ERDEMIR_07_AR-2343.pdf](https://www.oyakmadenmetalurji.com.tr/Sites/1/upload/files/ERDEMIR_07_AR-2343.pdf), Page 104-105,108

Süleyman Savaş ERDEM - Chairman (Representative of Oytaş İç ve Dış Ticaret A.Ş)

Salih Cem Oral

CEO and Chairman are not the same person.

There is an executive liability insurance for the damages caused by the board members during their duties but the total insurance does not exceed 25% of the capital

1, 11%

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Name, Surname of Board Member	Whether Executive Director Or Not	Whether Independent Director Or Not	The First Election Board Date	Link To PDP Notification That Includes Independence Declaration	Whether Independent Director Considered By Nomination Committee	Whether She/He is the Director Who Ceased to Satisfy The Independence or Not	Whether The Director Has At Least 5 Years Experience On Audit, Accounting And/Or
OYTAŞ İç ve Dış Ticaret A.Ş. (Represented by: Süleyman Savaş ERDEM)	İçrada görevli (Executive)	Bağımsız üye değil (Not independent director)	27/05/2013		Değerlendirilmedi (Not considered)	Hayır (No)	Evet (Yes)
OYAK Pazarlama Hizmet ve Turizm A.Ş. (Represented by: Toker ÖZCAN)	İçrada görevli (Executive)	Bağımsız üye değil (Not independent director)	13/09/2012		Değerlendirilmedi (Not considered)	Hayır (No)	Evet (Yes)
Republic of Turkey Prime Ministry Privatization Administration (Represented by: H. Abdullah KAYA)	İçrada Görevli Değil (Non-executive)	Bağımsız üye değil (Not independent director)	20/09/2012		Değerlendirilmedi (Not considered)	Hayır (No)	Evet (Yes)
OYKA Kağıt Ambalaj Sanayi ve Ticaret A.Ş. (Represented by: Ertuğrul AYDIN)	İçrada Görevli Değil (Non-executive)	Bağımsız üye değil (Not independent director)	12/09/2012		Değerlendirilmedi (Not considered)	Hayır (No)	Evet (Yes)
OYAK Denizcilik ve Liman İşletmeleri A.Ş. (Represented by: Güllü KAYA)	İçrada Görevli Değil (Non-executive)	Bağımsız üye değil (Not independent director)	12/09/2012		Değerlendirilmedi (Not considered)	Hayır (No)	Evet (Yes)
OMSAN Lojistik A.Ş. (Represented by: Ahmet Türker ANAYURT)	İçrada Görevli Değil (Non-executive)	Bağımsız üye değil (Not independent director)	11/09/2012		Değerlendirilmedi (Not considered)	Hayır (No)	Evet (Yes)
Yunus ARINCI	İçrada Görevli Değil (Non-executive)	Bağımsız üye (Independent director)	31/03/2016	https://www.kap.org.tr/tr/Bildirim/657887	Değerlendirildi (Considered)	Hayır (No)	Evet (Yes)
Ali FİDAN	İçrada Görevli Değil (Non-executive)	Bağımsız üye (Independent director)	31/03/2017	https://www.kap.org.tr/tr/Bildirim/657887	Değerlendirildi (Considered)	Hayır (No)	Evet (Yes)
Kurtuluş Bedri VAROĞLU	İçrada Görevli Değil (Non-executive)	Bağımsız üye (Independent director)	31/03/2017	https://www.kap.org.tr/tr/Bildirim/657887	Değerlendirildi (Considered)	Hayır (No)	Evet (Yes)

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4. BOARD OF DIRECTORS-II

4.4. Meeting Procedures of the Board of Directors

Number of physical board meetings in the reporting period (meetings in person)	6
Director average attendance rate at board meetings	% 96,29
Whether the board uses an electronic portal to support its work or not	Evet (Yes)
Number of minimum days ahead of the board meeting to provide information to directors, as per the board charter	3-5 Days
The name of the section on the corporate website that demonstrates information about the board charter	Articles of Association / Board of Directors / Meetings
Number of maximum external commitments for board members as per the policy covering the number of external duties held by directors	-

4.5. Board Committees

Page numbers or section names of the annual report where information about the board committees are presented
Link(s) to the PDP announcement(s) with the board committee charters

[https:// www.oyakmadenmetalurji.com.tr /Sites/1/upload/files/ERDEMIR_07_AR2343.pdf](https://www.oyakmadenmetalurji.com.tr/Sites/1/upload/files/ERDEMIR_07_AR2343.pdf),
Page103-104
The working principles of the Committee are available on our corporate website. (Investor Relations / Corporate Governance / Policies and Regulations)

Composition of Board Committees-I

Names Of The Board Committees	Name Of Committees Defined As " Other" In The First Column	Name-Surname of Committee Members	Whether Committee Chair Or Not	Whether Board Member Or Not
Kurumsal Yönetim Komitesi (Corporate Governance Committee)		- Kurtuluş Bedri Varođl	Evet (Yes)	Yönetim kurulu üyesi (Boardmember)
Kurumsal Yönetim Komitesi (Corporate Governance Committee)		- Yunus Arıncı	Hayır (No)	Yönetim kurulu üyesi (Board member)
Kurumsal Yönetim Komitesi (Corporate Governance Committee)		- İdil Önay Ergin	Hayır (No)	Yönetim kurulu üyesi değil (Not board member)
Denetim Komitesi (Audit Committee)		- Yunus Arıncı	Evet (Yes)	Yönetim kurulu üyesi (Boardmember)
Denetim Komitesi (Audit Committee)		- Ali Fidan	Hayır (No)	Yönetim kurulu üyesi (Boardmember)
Riskin Erken Saptanması Komitesi (Committee of Early Detection of Risk)		- Ali Fidan	Evet (Yes)	Yönetim kurulu üyesi (Board member)
Riskin Erken Saptanması Komitesi (Committee of Early Detection of Risk)		- Kurtuluş Bedri Varođl	Hayır (No)	Yönetim kurulu üyesi (Board member)

EREĞLİ IRON AND STEEL WORKS, INC.

4. BOARD OF DIRECTORS-III

4.5. Board Committees-II

Specify where the activities of the audit committee are presented in your annual report or website (Page number or section name in the annual report/website)

https://www.oyakmadenmetalurji.com.tr/Sites/1/upload/files/ERDEMIR_07_AR2343.pdf, Page 106

Specify where the activities of the corporate governance committee are presented in your annual report or website (Page number or section name in the annual report/website)

https://www.oyakmadenmetalurji.com.tr/Sites/1/upload/files/ERDEMIR_07_AR2343.pdf, Page 106-107

Specify where the activities of the nomination committee are presented in your annual report or website (Page number or section name in the annual report/website)

https://www.oyakmadenmetalurji.com.tr/Sites/1/upload/files/ERDEMIR_07_AR2343.pdf, Page 106-107

Specify where the activities of the early detection of risk committee are presented in your annual report or website (Page number or section name in the annual report/website)

https://www.oyakmadenmetalurji.com.tr/Sites/1/upload/files/ERDEMIR_07_AR2343.pdf, Page 106-107

Specify where the activities of the remuneration committee are presented in your annual report or website (Page number or section name in the annual report/website)

https://www.oyakmadenmetalurji.com.tr/Sites/1/upload/files/ERDEMIR_07_AR2343.pdf, Page 106-107

4.6. Financial Rights

Specify where the operational and financial targets and their achievement are presented in your annual report (Page number or section name in the annual report)

https://www.oyakmadenmetalurji.com.tr/Sites/1/upload/files/ERDEMIR_07_AR2343.pdf, Page 109

Specify the section of website where remuneration policy for executive and non-executive directors are presented.

Policies and Regulations / Compensation Policy

Specify where the individual remuneration for board members and senior executives are presented in your annual report (Page number or section name in the annual report)

https://www.oyakmadenmetalurji.com.tr/Sites/1/upload/files/ERDEMIR_07_AR2343.pdf, Page 190

Names Of The Board Committees	Name of committees defined as "Other" in the first column	The Percentage Of Non-executive Directors	The Percentage Of Independent Directors In The Committee	The Number Of Meetings Held In Person	The Number Of Reports On Its Activities Submitted To The Board
Denetim Komitesi (Audit Committee)		- %100	%100	4	4
Kurumsal Yönetim Komitesi (Corporate Governance Committee)		- %100	%66	4	3
Riskin Erken Saptanması Komitesi (Committee of Early Detection of Risk)		- %100	%100	6	6