



## ADDITIONAL DISCLOSURES WITHIN THE FRAME OF CMB REGULATIONS

General disclosures which must be done pursuant to the “II-17.1 Communiqué on Corporate Governance” of the Capital Markets Board, could be found hereinafter:

**1. Total number of shares and voting rights reflecting the current corporate structure as of the date that the announcement and should the corporation have privileged shares, number of privileged shares and voting rights for each privileged share group and information on the feature of the privileges:**

Shareholder	Amount of Shares (TRY)	Share in Capital (%)	Voting Right	Rate of Voting Right (%)
Ataer Holding A.Ş.	1,724,982,584	49.29	172,498,258,449	49.29
Diğer	1,775,017,416	50.71	177,501,741,551	50.71
<b>Toplam</b>	<b>3,500,000,000</b>	<b>100.00</b>	<b>350,000,000,000</b>	<b>100.00</b>

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 and 349,999,999,999 (three hundred forty nine billion nine hundred ninety nine million nine hundred ninety nine thousand nine hundred ninety nine) share of certificates amounting to 3,499,999,999.99 (three billion four hundred ninety nine million nine hundred ninety nine thousand nine hundred ninety nine Turkish Liras, ninety nine Kuruş) is B 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. All voting rights on the shares of A Group shall be exercised by the holder of usufruct.

In the Company’s Articles of Association,

- Resolutions regarding any amendment which are likely to affect, directly or indirectly, the obligations in the Share Sale Agreement in respect of investment and employment, and, the rights granted to the Group A shares in connection with those obligations as well as the amendments which are to affect the quorum for meeting and resolution of Board of Directors and the rights belonging to the Group A shares,
- Resolutions regarding closedown or sales of or an encumbrance upon the integrated steel production facilities and mining facilities owned by the Company and/or its subsidiaries or a resolution on reduction in capacity of such facilities,
- Resolutions regarding closedown, sales, demerger or merger or liquidation of the Company and / or its subsidiaries owning the integrated steel production facilities and mining facilities,

can be passed only through affirmative votes of the usufructuary in representation of Group A shares. Otherwise, the resolutions passed shall be invalid.

**2. Changes in the management and activities of the corporation and subsidiaries thereof that took place in the past accounting period or that are planned for future accounting periods, which may affect the activities of the corporation significantly and information on the reasons for such changes:**

There is no change in the management and activities of the corporation and subsidiaries thereof that took place in the past accounting period or that are planned for future accounting periods, which may affect the activities of the corporation significantly.

- 3. In case the general assembly meeting agenda includes dismissal, change or election of board of directors members, the grounds for their dismissal and change and with respect to the persons whose candidacy has been declared to the corporation; their curricula vitae, duties that they have conducted in the last ten years and reasons for their resignation, feature and materiality level of their relation with the corporation and its related parties, whether they are independent or not, and information on similar issues which may affect the activities of the corporation should these persons are elected as members of Board of Directors:**

Legal Entity Board Members have been appointed for three years and Independent Board Members have been appointed for one year at the 2019 Ordinary General Assembly Meeting which was held on July 14, 2020.

Due to the expiry of their term of office, Mahmut Cengiz AYDIN, Ali FİDAN and Kurtuluş Bedri VAROĞLU were elected as Independent Members of the Board of Directors for one year as a result of the election at the Ordinary General Assembly Meeting dated March 17, 2021. Mahmut Cengiz AYDIN, who has been serving as an Independent Board Member since 5 February 2021, resigned from his duties as Independent Board Member and Committee Members as of 20 August 2021.

Resumes of Independent Board Members who will be nominated at the 2021 Ordinary General Meeting, which will be held on March 17, 2022 are given in the Appendix 1.

- 4. Written requests of shareholders submitted to the Investor Relations Department for inclusion of an item into the agenda and should the board of directors have not accepted the proposals, such proposals which have not been accepted and grounds for their refusal:**

No such request has been received for the Ordinary General Meeting.

- 5. In case the agenda includes amendment of articles of association, relevant resolution of the board of directors and former and new versions of the articles of association:**

Relevant resolution of the Board of Directors and former and new versions of the articles of association are given in the Appendix 2.

## APPENDIX 1

### CURRICULUM VITAE (INDEPENDENT MEMBER)

**Name Surname** : Ali FİDAN

**Birth Date** : 1970

<b>Educational Background</b>	<b>Institution</b>	<b>Graduation Date</b>
Master's Degree	Portsmouth University / Europe Studies	2008
Master's Degree	İstanbul University / Institute of Social Sciences, Industrial Relations and Human Resources	2006
Bachelor's Degree	İstanbul University / Faculty of Political Sciences, Public Administration	1992

**Foreign Language(s):** English

#### **Experiences in Last 10 Years:**

<b>Experience</b>	<b>Starting and Ending Dates</b>
İskenderun Demir ve Çelik A.Ş.-Independent Board Member	2019-
Central Governor	2018-
Ereğli Demir ve Çelik Fabrikaları T.A.Ş.-Independent Board Member	2017-
Undersecretary of Ministry of National Defense	2016-2018
Governor of Düzce	2015-2016
General Directorate of Provincial Administration-General Manager	2013-2015
General Directorate of Provincial Administration-Assistant General Manager	2012-2013
General Directorate of Provincial Administration-Head of Department	2007-2012

**He has no relationship with the company and related entities.**



## CURRICULUM VITAE (INDEPENDENT MEMBER)

**Name Surname** : Kurtuluş Bedri VAROĞLU

**Birth Date** : 1960

<b>Educational Background</b>	<b>Institution</b>	<b>Graduation Date</b>
Master's Degree	Ankara University / Institute of Social Sciences	1985
Bachelor's Degree	Ankara University / Faculty of Law	1982

**Foreign Language(s):** English

### **Experiences in Last 10 Years:**

<b>Experience</b>	<b>Starting and Ending Dates</b>
İskenderun Demir ve Çelik A.Ş.-Independent Board Member	2019-
Ereğli Demir ve Çelik Fabrikaları T.A.Ş.-Independent Board Member	2017-
Varoğlu Law Office-Legal Advisor and Lawyer	1988-

**He has no relationship with the company and related entities.**

## **CURRICULUM VITAE (INDEPENDENT MEMBER)**

**Name Surname** : Emre GÖLTEPE

**Birth Date** : 1982

<b>Educational Background</b>	<b>Institution</b>	<b>Graduation Date</b>
Master's Degree	INSEAD Singapore / France / Finance	2015-2017
Bachelor's Degree	Istanbul Bilgi University / International Finance	2001-2006
Bachelor's Degree	Istanbul Bilgi University / Economics	2001-2006

**Foreign Language(s):** English

### **Experiences in Last 10 Years:**

<b>Experience</b>	<b>Starting and Ending Dates</b>
Neo Portföy Yönetim A.Ş. Founding Partner, Board Member	2019-
Lakehill Capital Partners Founding Partner	2018-
Rhea Girişim Sermayesi Yatırım Ortaklığı Vice President	2012-2018
Ernst & Young – Corporate Finance Manager	2010-2012

**He has no relationship with the company and related entities.**

## **APPENDIX 2**

### **EREĞLİ DEMİR VE ÇELİK FABRİKALARI T.A.Ş.**

**DECISION DATE** : February 14, 2022  
**DECISION NUMBER** : 9820

To amend the article 7 of the Company's Articles of Association by passing around the decision by hand without holding a separate meeting as per article 390/4 of the Turkish Code of Commerce for the approval of the Board Members to present the said amendment to General Assembly's approval.

EVENTUALLY –

- The decision which was deemed appropriate by the Republic of Turkey Ministry of Treasury and Finance, that has the right of usufruct in representation of Group A shares with the letter dated January 24th, 2022 and numbered 31388994-102 [İ025]/24271 and partaking on the decision's attachment
- Due to the fact that the authority to increase the capital which was given to the Board of Director has ended at the end of 2021 to amend the article 7 in the Articles of Association for the extension of the period of validity of the registered capital ceiling to cover the period of 2022-2026 (5 years) and grant the Board of Directors authority to increase the capital by keeping the registered capital ceiling of TRY 7,000,000,000 same which is determined at the Extraordinary General Assembly Meeting on June 29, 2012,
- to obtain the required permissions from the Capital Markets Board and Ministry of Trade,
- to submit the mentioned amendments which will become definite after the necessary permissions of Articles of Association to the approval of the General Assembly in the first General Assembly Meeting that will be held,
- It was decided to authorize the Finance Management and Financial Affairs Group Vice President to execute all acts and execute all deeds necessary.

**OYTAŞ İç ve Dış Ticaret  
A.Ş.  
(Representative  
Süleyman Savaş ERDEM)  
Chairman**

**Omsan Lojistik A.Ş.  
(Representative  
Aslıhan DÖĞER)  
Deputy Chairman  
and Executive Director**

**OYAK Pazarlama  
Hizmet ve Turizm A.Ş.  
(Representative  
Gürtan DAMAR)  
Executive Director**

**Ministry of Treasury and Finance  
Privatization Administration  
(Representative  
Bekir Emre HAYKIR)  
Member**

**OYKA Kağıt Ambalaj  
Sanayii ve Ticaret A.Ş.  
(Representative  
Baran ÇELİK)  
Member**

**OYAK Denizcilik ve  
Liman İşletmeleri A.Ş.  
(Representative  
Güliz KAYA)  
Member**

**Vacant  
Independent Member**

**Ali FİDAN  
Independent Member**

**Kurtuluş Bedri VAROĞLU  
Independent Member**

## EREĞLİ DEMİR VE ÇELİK FABRİKALARI T.A.Ş.

### THE AMENDMENTS TO THE ARTICLES OF ASSOCIATION

OLD TEXT	NEW TEXT
<p><b>SECTION II:</b> <b>Capital:</b> <b>Article 7</b> – Company accepted the registered capital system according to provisions of Law No 2499 amended by Law No 3794 and began to implement this system with permission No 2416 dated August 15, 1983 of Capital Market Board.</p> <p>The registered capital ceiling of the company is TRY 7,000,000,000.00 (seven billion Turkish Liras). When deems it necessary, Board of Directors may increase its capital by issuing share certificates each with a par value of 1 Kr (one Kuruş) and all issued to their bearers up to the amount of registered capital between 2017 and 2021, provided that the terms of this Article are complied with.</p> <p>The permission of registered capital ceiling given by Capital Market Board is valid for 5 years between the years 2017 and 2021. Even if permitted registered capital ceiling would have not been reached at the end of 2021, in order for a decision on capital increase to be able to be taken by Board of Directors, Board of Directors must be empowered by General Assembly on a new period for the ceiling permitted before or a new ceiling after obtaining the permission of Capital Market Board. Should such an empowerment cannot be obtained, company shall be deemed to be removed from registered capital system.</p> <p>Board of Directors is authorized to limit rights of shareholder to acquire new share certificates and issue share certificates above their nominal values, provided that it is not contrary to the provisions of Turkish Commercial Code and Capital Market Law.</p> <p>Each share certificate has a 1 voting right.</p> <p>The issued capital of the company is TRY 3,500,000,000.00 (three billion five hundred million Turkish Liras) and all paid-in. This capital consists of 350,000,000,000 (three hundred fifty billion) share certificates, each with a par value of 1 Kr (one Kuruş).</p> <p>Shares representing the capital are monitored on records within the framework of registration principles.</p> <p>This capital is divided into shares Group A and Group B. 1 (one) share of certificate, issued to the bearer</p>	<p><b>SECTION II:</b> <b>Capital:</b> <b>Article 7</b> – Company accepted the registered capital system according to provisions of Law No 2499 amended by Law No 3794 and began to implement this system with permission No 2416 dated August 15, 1983 of Capital Market Board.</p> <p>The registered capital ceiling of the company is TRY 7,000,000,000.00 (seven billion Turkish Liras). When deems it necessary, Board of Directors may increase its capital by issuing share certificates each with a par value of 1 Kr (one Kuruş) and all issued to their bearers up to the amount of registered capital between 2022 and 2026, provided that the terms of this Article are complied with.</p> <p>The permission of registered capital ceiling given by Capital Market Board is valid for 5 years between the years 2022 and 2026. Even if permitted registered capital ceiling would have not been reached at the end of 2026, in order for a decision on capital increase to be able to be taken by Board of Directors, Board of Directors must be empowered by General Assembly on a new period for the ceiling permitted before or a new ceiling after obtaining the permission of Capital Market Board. Should such an empowerment cannot be obtained, company shall be deemed to be removed from registered capital system.</p> <p>Board of Directors is authorized to limit rights of shareholder to acquire new share certificates and issue share certificates above their nominal values, provided that it is not contrary to the provisions of Turkish Commercial Code and Capital Market Law.</p> <p>Each share certificate has a 1 voting right.</p> <p>The issued capital of the company is TRY 3,500,000,000.00 (three billion five hundred million Turkish Liras) and all paid-in. This capital consists of 350,000,000,000 (three hundred fifty billion) share certificates, each with a par value of 1 Kr (one Kuruş).</p> <p>Shares representing the capital are monitored on records within the framework of registration principles.</p> <p>This capital is divided into shares Group A and Group B. 1 (one) share of certificate, issued to the bearer</p>

<p>amounting to 1 Kr (one Kuruş) is A group and 349,999,999,999 (three hundred forty nine billion nine hundred ninety nine million nine hundred ninety nine thousand nine hundred ninety nine) share of certificates amounting to 3,499,999,999.99 (three billion four hundred ninety nine million nine hundred ninety nine thousand nine hundred ninety nine Turkish Liras, ninety nine Kuruş) is B Group.</p> <p>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. All voting rights on the shares of A Group shall be exercised by the holder of usufruct. ("usufruct")</p>	<p>amounting to 1 Kr (one Kuruş) is A group and 349,999,999,999 (three hundred forty nine billion nine hundred ninety nine million nine hundred ninety nine thousand nine hundred ninety nine) share of certificates amounting to 3,499,999,999.99 (three billion four hundred ninety nine million nine hundred ninety nine thousand nine hundred ninety nine Turkish Liras, ninety nine Kuruş) is B Group.</p> <p>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. All voting rights on the shares of A Group shall be exercised by the holder of usufruct. ("usufruct")</p>
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