



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)	Rate of Capital (%)	Voting Right	Rate of Voting Right (%)	Share Type
Ataer Holding A.Ş.	1.724.982.584	49,29	172.498.258.449	49,29	Deferred Share
Other	1.667.180.564	47,63	166.718.056.367	47,63	Deferred Share
Erdemir's own Shares	107.836.852	3,08	10.783.685.183	3,08	Deferred Share
Privatization Administration (A Group)	0,08	0,00	1	0,00	Privileged Share
Total	3.500.000.000	100	350.000.000.000	100	

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:

It has been decided to be registered and to be announced of the assignments of Dursun Özer Özdiñç as the representative of OYAK Girişim Danışmanlığı A.Ş. due the end of Nihat Karadağ's duty; H.Abdullah Kaya as the representative of Republic of Turkey Prime Ministry Privatization Administration due to the end of Ali Kaban's duty and Ahmet Türker Anayurt as the representative of OMSAN Lojistik A.Ş. due to the end of Dinç Kızıldemir's duty in the Trade Registry Gazette by the resolution of Board of Directors, dated 1 April 2016 and numbered 9408.

OYKA Kağıt Ambalaj Sanayii ve Ticaret A.Ş (Represented by Ertuğrul Aydın) has been elected as Deputy Chairman by the resolution of Board of Directors, dated 1 April 2016 and numbered 9409.

It has been decided to be registered and to be announced of the assignments of Güliz Kaya as the representative of OYAK Girişim Danışmanlığı A.Ş. due the end of Dursun Özer Özdiñç's duty in the Trade Registry Gazette by the resolution of Board of Directors, dated 16 June 2016 and numbered 9417.

It has been decided to be registered and to be announced that the trade name of OYAK Girişim Danışmanlığı A.Ş. has been changed as OYAK Denizcilik ve Liman İşletmeleri A.Ş. in the Trade Registry Gazette by the resolution of Board of Directors, dated 8 November 2016 and numbered 9435.

It has been decided to be registered and to be announced of the assignment of Ömer Muzaffer Baktır as the representative of Chairman and Executive Director OYTAŞ İç ve Dış Ticaret A.Ş. as of 16 January 2017 due the end of Ali Aydın Pandır's duty on 6 January 2017 in the Trade Registry Gazette by the resolution of Board of Directors, dated 05 January 2017 and numbered 9442.

Legal Entity Board Members have been appointed for three years at the Ordinary General Assembly Meeting which was held on March 31, 2014. Independent Board Members have been appointed for one year at the Ordinary General Assembly Meeting which was held on March 31, 2016.

Resumes of the Legal Entity Board Members and Independent Board Members who will be nominated at the 2016 Ordinary General Meeting, which will be held on 31.03.2017, 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

Name Surname : Muzaffer Ömer BAKTIR

Birth Date : 1961

Educational Background		Institution	Graduation Date
Master's Degree	:	Istanbul University Business Administration Certificate	1989
Bachelor's Degree	:	Istanbul Technical University Department of Mining Engineering	1985

Foreign Language(s): English

Experiences in Last 10 Years:

Experience	Starting and Ending Dates
Ziraat Bank Assistant General Manager (Marketing and Transformation)	2010 – 2017
Cengiz Holding - CFO Electricity Distribution Executive Committee Member (3 Region)	2010 – 2011
Halk Bank - Assistant General Manager (Corporate Credit Allocation)	2009 – 2010
Halk Bank - Assistant General Manager (Marketing)	2004 – 2009

In addition, Mr. Baktır has various periodical seats in the board of directors (as a representative) within the OYAK Group Companies as of March 2017.

Chairman and Managing Director (Representative)	Ereğli Demir ve Çelik Fabrikaları T.A.Ş.
Chairman and Managing Director (Representative)	İskenderun Demir ve Çelik A.Ş
Chairman (Representative)	Erdemir Çelik Servis Merkezi Sanayi ve Ticaret A.Ş.
Chairman (Representative)	Erdemir Mühendislik, Yönetim ve Danışmanlık Hizmetleri A.Ş
Chairman	Erdemir Romania S.R.L.
Chairman	Erdemir Asia Pacific Pte. Ltd



CURRICULUM VITAE

Name Surname : Ertuğrul AYDIN

Birth Date : 01.11.1969

Educational Background	Institution	Graduation Date
Master's Degree	: Ankara University, Faculty of Political Science, Department of Business Administration	1994
Bachelor's Degree	: Ankara University, Faculty of Political Science, Department of Business Administration	1990

Foreign Language(s): English

Experiences in Last 10 Years:

Experience	Starting and Ending Dates
Vice President Financial Affairs, OYAK	December 2015 –
General Manager (Acting), ATAER Holding A.Ş.	2009 –
Assistant General Manager Finance, ERDEMİR	2006 – 2007
Finance Manager, OYAK	2000 – 2015

In addition, Mr. Aydın has various periodical seats in the board of directors (as a representative) within the OYAK Group Companies as of March 2017.

Deputy Chairman (Representative)	Ereğli Demir ve Çelik Fabrikaları T.A.Ş.
Chairman (Representative)	ATAER Holding A.Ş.
Board Member (Representative)	İskenderun Demir ve Çelik A.Ş.
Board Member	Erdemir Asia Pacific Pte. Ltd
Chairman (Representative)	OSİAT Sigorta Acentecilik Hizmetleri A.Ş.
Chairman (Representative)	Akdeniz Kimya San. ve Tic. A.Ş.
Board Member	OYAK Global Investments
Supervisory Board Member	Chemson Polymer Additive AG (Avusturya)
Board Member (Representative)	Akdeniz Kimyasal Ürünler Pazarlama İç ve Dış Tic. A.Ş.
1. Deputy Chairman (Representative)	İskenderun Enerji Üretim ve Tic. A.Ş.
Supervisory Board Member	OYAK Anker Bank GmbH
Chairman	OYAK Portföy Yönetimi



CURRICULUM VITAE

Name Surname : Fatma CANLI

Birth Date : 28.01.1968

Educational Background	Institution	Graduation Date
Master's Degree	: Atılım University, Faculty of Management	2006
Bachelor's Degree	: Ankara University, Faculty of Political Science, Department of Public Finance	1989

Foreign Language(s): English

Experiences in Last 10 Years:

Experience	Starting and Ending Dates
Vice President Subsidiaries, OYAK	December 2015 -
Subsidiaries Manager, OYAK	2001 - 2015

In addition, Ms. Canlı has various periodical seats in the board of directors (as a representative) within the OYAK Group Companies as of March 2017.

Board Member (Representative)	Ereğli Demir ve Çelik Fabrikaları T.A.Ş.
Deputy Chairman (Representative)	İskenderun Demir ve Çelik A.Ş.
Board Member (Representative)	Erdemir Mühendislik, Yönetim ve Danışmanlık Hizmetleri A.Ş.
Board Member	Erdemir Asia Pacific Pte. Ltd.
Chairman(Representative)	HEKTAŞ Tic. T.A.Ş.
Board Member (Representative)	Akdeniz Kimya San. ve Tic. A.Ş.
Board Member	OYAK Global Investments
Board Member	Micromedicine Inc.
Board Member (Representative)	İskenderun Enerji Üretim ve Tic. A.Ş.
Board Member (Representative)	OYAK Renault Otomobil Fabrikaları A.Ş.
Gözetim Kurulu Üyesi	OYAK Anker Bank GmbH
Board Member	Orfin Finansman A.Ş.
Board Member (Representative)	MAİS Motorlu Araçlar İmal ve Satış A.Ş.
Board Member (Representative)	ORF Kiralama Pazarlama ve Pazarlama Danışmanlığı A.Ş.



CURRICULUM VITAE

Name Surname : Güliz KAYA

Birth Date : 18.10.1978

Educational Background	Institution	Graduation Date
PhD	: Ankara University Faculty of Law (Law of Civil Procedure and Execution &Bankruptcy)	Continuing
Master's Degree	: Ankara University Faculty of Law (Commercial Law)	2004
Bachelor's Degree	: Ankara University Faculty of Law	2000

Foreign Language(s): English

Experiences in Last 10 Years:

Experience	Starting and Ending Dates
General Directorate of OYAK (Legal Counsel)	2016-
ATAER Holding A.Ş. (Legal Director)	2014-2016
General Directorate of OYAK (Attorney)	2002-2014

In addition, Ms. Kaya has various periodical seats in the board of directors (as a representative) within the OYAK Group Companies as of March 2017.

Board Member (Representative)	Ereğli Demir ve Çelik Fabrikaları T.A.Ş.
Board Member (Representative)	İskenderun Demir ve Çelik A.Ş.



CURRICULUM VITAE

Name Surname : Ahmet Türker ANAYURT

Birth Date : 31.08.1967

Educational Background	Institution	Graduation Date
Bachelor's Degree	Hacettepe University Business Management	1989

Foreign Language(s): English

Experiences in Last 10 Years:

Experience	Starting and Ending Dates
OYAK Subsidiaries Monitoring Manager	2015
OYAK Subsidiaries Assistant Manager	2005-2015

In addition, Mr. Anayurt has various periodical seats in the board of directors (as a representative) within the OYAK Group Companies as of March 2017.

Board Member (Representative)	Ereğli Demir ve Çelik Fabrikaları T.A.Ş.
Board Member (Representative)	İskenderun Demir ve Çelik A.Ş.
Board Member (Representative)	Erdemir Madencilik San. ve Tic. A.Ş.
Board Member	Erdemir Romania S.R.L.
Board Member (Representative)	Erdemir Çelik Servis Merkezi San. ve Tic. A.Ş.
Board Member (Representative)	Akdeniz Kimya San. ve Tic. A.Ş.
Board Member	OYAK Global Investments
Board Member (Representative)	OYAK Çimento A.Ş.
Board Member (Representative)	OMSAN Lojistik A.Ş.
Board Member (Representative)	OMSAN Havacılık A.Ş.
Board Member (Representative)	OMSAN Denizcilik A.Ş.



CURRICULUM VITAE (INDEPENDENT MEMBER)

Name Surname : Yunus ARINCI

Birth Date : 1975

Academic Background	Institute	Graduation Date
Master's Degree	: Indiana University Public Administration	2009
Bachelor's Degree	: Ankara University Faculty of Political Sciences Public Administration	1996

Foreign Language(s): English

Experiences in last 10 years are;

Experience	Starting and Ending Dates
Presidency State Supervisory Council President	2015-
Prime Ministry Inspection Board President	2009-2015
Prime Ministry Inspection Board Chief Inspector	2007

In addition, Mr. Arıncı has a periodical seat in the board of directors (as a representative) within the OYAK Group Companies as of March 2017.

Independent Board Member	Ereğli Demir ve Çelik Fabrikaları T.A.Ş.
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He has no relationship with the company and related entities.



CURRICULUM VITAE (INDEPENDENT MEMBER)

Name Surname : Ali FİDAN

Birth Date : 1970

Academic Background	Institute	Graduation Date
Bachelor's Degree	Istanbul University Faculty of Political Sciences Public Administration	1992

Foreign Language(s): English

Experiences in last 10 years are;

Experience	Starting and Ending Dates
Undersecretary of Ministry of National Defense	2016-
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
General Directorate of Provincial Administration Branch Manager	2003-2007

He has no relationship with the company and related entities.



CURRICULUM VITAE (INDEPENDENT MEMBER)

Name Surname : Kurtuluş Bedri VAROĞLU

Birth Date : 1960

Academic Background		Institute	Graduation Date
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 are;

Experience	Starting and Ending Dates
Varoğlu Law Office Legal Advisor and Lawyer	1988-

He has no relationship with the company and related entities.



EREĞLİ DEMİR VE ÇELİK FABRİKALARI T.A.Ş.

DECISION DATE : December 08, 2016
DECISION NUMBER : 9441

To amend the articles 5 and 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 amendments to General Assembly's approval.

EVENTUALLY –

- The decision which was deemed appropriate by the Directorate of Privatization Administration, that has the right of usufruct in representation of Group A shares with the letter dated December 2nd, 2016 and numbered 31388994-102 [İ025]/7918 and partaking on the decision's attachment
- Changing the article 5 of the article of the association about the Company's headquarters address "Barbaros Mah. Ardiç Sok. No: 6 Ataşehir/İSTANBUL" which is already registered to trade registry on 18.06.2015,
- Due to the fact that the authority to increase the capital which was given to the Board of Director is going to end at the end of 2016 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 2017-2021 (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, 2016,
- to obtain the required permissions from the Capital Markets Board and Ministry of Customs and 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 ERDEMİR Group Financial Affairs Coordinator to execute all acts and execute all deeds necessary.

**OYTAŞ İç ve Dış Ticaret
A.Ş.
(Representative
Ali Aydın PANDIR)
Chairman and Managing Director**

**OYKA Kağıt Ambalaj
Sanayii ve Ticaret A.Ş.
(Representative
Ertuğrul AYDIN)
Deputy Chairman**

**T.C. Başbakanlık
Özelleştirme İdaresi
Başkanlığı
(Representative
H. Abdullah KAYA)
Member**

**OYAK Pazarlama
Hizmet ve Turizm A.Ş.
(Representative
Fatma CANLI)
Member**

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

**OMSAN Lojistik A.Ş.
(Representative
Ahmet Türker ANAYURT)
Member**

**Emin Hakan EMİNSOY
Independent Member**

**Hakkı Cemal ERERDİ
Independent Member**

**Yunus ARINCI
Independent Member**



EREĞLİ DEMİR VE ÇELİK FABRİKALARI T.A.Ş.

THE AMENDMENTS TO THE ARTICLES OF ASSOCIATION

OLD TEXT	NEW TEXT
<p>Head Office of the Company: Article 5- The head office of company is located in Istanbul. Its Address is Merdivenköy Yolu Caddesi No: 2 34750 Küçükbakkalköy Ataşehir/İSTANBUL.</p> <p>In case of address change, new address shall be registered in Trade Registry and promulgated in Turkey Trade Registry Gazette and furthermore notified to Ministry of Customs and Trade and Capital Market Board.</p> <p>Written notification served to the registered and promulgated address shall be considered as notification duly served to the company. Although it has moved from the registered and promulgated address into new address which is not registered within its legal period shall be deemed as a reason to terminate the company.</p> <p>Company may open branches or offices in such other suitable places upon the resolution of Board of Directors, provided that the same is notified to Capital Market Board as well as Ministry of Customs and Trade.</p>	<p>Head Office of the Company: Article 5- The head office of company is located in Istanbul. Its Address is Barbaros Mah. Ardiç Sok. No: 6 Ataşehir/İSTANBUL.</p> <p>In case of address change, new address shall be registered in Trade Registry and promulgated in Turkey Trade Registry Gazette and furthermore notified to Ministry of Customs and Trade and Capital Market Board.</p> <p>Written notification served to the registered and promulgated address shall be considered as notification duly served to the company. Although it has moved from the registered and promulgated address into new address which is not registered within its legal period shall be deemed as a reason to terminate the company.</p> <p>Company may open branches or offices in such other suitable places upon the resolution of Board of Directors, provided that the same is notified to Capital Market Board as well as Ministry of Customs and Trade.</p>
<p>SECTION II: Capital: Article 7 – 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 2012 and 2016, 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 2012 and 2016. Even if permitted registered capital ceiling would have not been reached at the end of 2016, 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</p>	<p>SECTION II: Capital: Article 7 – 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</p>

<p>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 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>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 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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