

**EREĞLİ DEMİR VE ÇELİK FABRİKALARI
TÜRK ANONİM ŞİRKETİ
SHAREHOLDERS ORDINARY GENERAL ASSEMBLY MEETING**

MEETING MINUTES

Meeting No	: 77
Meeting Date	: March 17, 2021 – Time: 10.00
Meeting Place	: The Head Office of OYAK Maden Metalürji Conference Hall, Barbaros Mahallesi Ardıç Sokak No: 6 Ataşehir/İstanbul
Chairman	: OMSAN Lojistik A.Ş. (Representative: Aslıhan DÖĞER) Deputy Chairman of the Board and Executive Director
Record Clerk	: Kemal Haluk ERUYGUR OYAK Legal Advisor
Vote Collector	: Buğrahan ELDELEKLİ Group Legal Director
Ministry Representative	: Ali İbrahim AKGÜN

Ordinary meeting of 2020 of Ereğli Demir ve Çelik Fabrikaları T.A.Ş. Shareholders General Assembly; within the frame of the relevant regulations and the provisions of the articles of association, at the place and time shown above, under the presidency of the Company's Deputy Chairman of the Board and Executive Director OMSAN Lojistik A.Ş. (Representative: Aslıhan DÖĞER) and in trust of the Ministry Representative Ali İbrahim AKGÜN who was assigned with the writings of Istanbul Governorship Provincial Directorate of Trade dated 15.03.2021 and with number 00062344778 was performed.

- About the announcement of hereby the ordinary meeting of the Shareholders General Assembly; in line with the Turkish Trade Law and the Capital Market Law and the Articles of Association, announced in the 17 February 2021 dated and 10269 numbered issue of the Turkish Commercial Registry Gazette, on company's corporate web site (www.erdemir.com.tr), Public Disclosure Platform, on the e-Company portal and e-GEM of Central Registry Agency and the place, time and the agenda of the meeting and the sample of the procuration are written in these announcements and all legal procedures are completed,
- According to the arranged List of Attendants; on the point of 43.653.194,9 shares which represent the capital of TRY 436.531,949 as principle, 47.880.931.600,6 shares which represent the capital of TRY 478.809.316,006 as representative, totally 172.514.922.263 shares which represent TRY 1.725.149.222,63 and 220.439.507.058,5 shares which represent the depositors of TRY 2.204.395.070,585 as representative are present herein this meeting,
- Deputy Chairman of the Board and Executive Director OMSAN Lojistik A.Ş. (Representative: Aslıhan DÖĞER), Republic of Turkey ID No: (), Board Member and Executive Director of OYAK Pazarlama Hizmet ve Turizm A.Ş. (Representative: Gürtan DAMAR, Rep of Turkey ID No: (), Board Member of OYAK Denizcilik ve Liman İşletmeleri A.Ş. (Representative: Güliz KAYA, Rep. of Turkey ID No: () with the Company Auditor DRT Bağımsız Denetim ve Serbest Muhasebeci Mali Müşavirlik A.Ş. (A member firm of Deloitte Touche Tohmatsu) representative Mustafa GÖK with Rep. of Turkey ID No: () were present in the meeting,

Also determined and confirmed by the Ministry Representative, the meeting was opened by the Deputy Chairman of the Board and Executive Director OMSAN Lojistik A.Ş. (Representative: Aslıhan DÖĞER).

1- In the first article of the agenda about **Opening, Formation of the General Assembly Meeting Chairmanship**; as required by the 25th article of the Articles of Association with the 7th article of the Internal Directive of the General Assembly of the Company, the duty of the Chairman of the Meeting was assumed by the Chairman of OMSAN Lojistik A.Ş. (Representative: Aslihan DÖĞER) and by the Chairman of the Meeting, OYAK Legal Advisor Kemal Haluk ERUYGUR for Record Clerk, Group Legal Director Buğrahan ELDELEKLİ for the Vote Collector, were assigned.

2- In the second article of the agenda about **The Authorization of Meeting Chairmanship for Signing of the Meeting Minutes and Other Documents**; it was with 220.439.507.058,5 votes accepted unanimously to authorize the constituted Presidency of the Meeting for signing the meeting minutes herein of this meeting and other documents on behalf of those who are present.

3- In the third article of the agenda about **Reading and Discussion of the 2020 Board of Directors' Annual Activity Report**; since the activity report was presented to the shareholders before the meeting and given to the shareholders who requested for, the subject that there was no need to read it again was submitted for the General Assembly's approval and decided by majority of votes with 220.157.530.858,5 votes accepting against 281.976.200 votes rejecting.

Shareholders in the meeting hall; Mr. Doğan BULUT, Mr. Alper TAŞTEKİN and Mr. Kubilay YILDIZ; also through the Electronic General Assembly System (EGKS) shareholders Mr. Besim TAŞDEMİR and Mr. Arda ÖZEN shared their opinions about annual report.

4- In the fourth article of the agenda about **Reading of the 2020 Independent Audit Report**; since Independent Audit Report was presented to the shareholders before the meeting and given to the shareholders who requested for, the subject that there was no need to read it again was submitted for the General Assembly's approval and decided by majority of votes with 220.157.530.858,5 votes accepting against 281.976.200 votes rejecting.

5- In the fifth article of the agenda about **Reading, Discussion, Submission to Voting and Resolving the Balance Sheet and Profit & Loss Accounts Separately for the Financial Year of 2020**; since the Balance-Sheet and the Profit and Loss Accounts for the year 2020 was presented to the shareholders before the meeting and given to the shareholders who requested for, the subject that there was no need to read it again was submitted for the General Assembly's approval and decided by majority of votes with 219.828.217.126,5 votes accepting against 611.289.932 votes rejecting. Since there was nobody else who asked to speak about the subject, the confirmation of the Balance-Sheet and the Profit and Loss Accounts of the year 2020 were submitted to the vote of the General Assembly and as result of the voting, it was decided by majority of votes to accept the Balance-Sheet and the Profit and Loss accounts with 219.828.217.126,5 votes accepting against 611.289.932 votes rejecting.

Shareholder Mr. Besim TAŞDEMİR shared his opinions about the related article of the agenda through the Electronic General Assembly System (EGKS).

6- In the sixth article of the agenda about **Submission to Voting and Resolving the Changes in the Membership of the Board of Directors during the Period**; in accordance with Article 363 of the Turkish Commercial Code and Article 11 of the Company's Articles of Association, the proposal of the Board of Directors dated 05.02.2021 numbered 9741 regarding the change in the membership of the Board of Directors were submitted to voting and as a result of the voting, it was approved by majority of votes with 220.353.277.958,5 votes accepting against 86.229.100 votes rejecting to appoint Mahmut Cengiz AYDIN as the Independent Member of the Board of Directors which was vacated due to the resignation dated 17.07.2020 of Yunus ARINCI who was Independent Member of the Board of Director.

7- In the seventh article of the agenda about **Discussion, Submission to Voting and Resolving the Acquittal of Members of the Board of Directors Separately for the Financial Year of 2020**; the quittances of the Members of the Board were submitted for the approval of the General Assembly and as result of the voting performed, they were approved with majority votes with 218.799.073.858,5 votes accepting against 1.640.433.200 votes rejecting. The Members of the Board did not vote for their own quittances.

8- In the eighth article of the agenda about **Discussion, Submission to Voting and Resolving the Proposal of Board of Directors for the Distribution of Profit for the Year 2020 and Dividend Payment Date**; following the reading of the Board's offer dated 17.03.2021 about dividing and distributing the profit of the year 2020. As result of voting of the offer, being in the direction of the decision of the Company's Board dated 11.02.2021 numbered 9750 and dated 17.02.2021 numbered 9753; with majority votes with 219.960.172.426,5 votes accepting against 479.334.632 votes rejecting.

It is understood that the company's activities for the year 2020 were concluded with a TRY 2.948.251.490 net profit according to financial statements prepared in accordance with the provisions of the tax procedure law and TRY 3.309.093.452 net profit according to financial statements prepared in accordance with the provisions of the Capital Market Board communiqué numbered II.14.1:

- As a result of reaching the 20% limit of the paid-in capital, in accordance with 519th article of the Turkish Trade Law and provisions of Capital Markets Board, not to allocate general legal reserve fund at a rate of 5% on net profit of the year originated in financial statements of the year 2020 issued in accordance to the Tax Procedure Law,
- to allocate TRY 3.024.175.865 cash shareholder dividend at a rate of %91,389860 on the net distributable net profit of the year in financial statements of 2020 which were prepared according to legislations of Capital Markets Board,
- Due to the allocated cash dividend is more than 5% of the company's paid-in capital, in accordance with the second paragraph clause (c) of article 519th of the Turkish Trade Law, to allocate the 10% of this excess amount of TRY 284.917.587 as a general legal reserve.
- To distribute the remaining TRY 3.450.824.135 (TRY 83.575.406 of which is the earnings subject to withholding pursuant to Temporary Article 61 of Income Tax Law) as an additional cash dividend as a result of the allocation of TRY 345.082.414 of secondary legal reserves over a total of TRY 3.795.906.549 to be covered from the extraordinary reserves in other resources planned to be distributed,
- To distribute a total dividend of TRY 6.475.000.000 to the shareholders, of which TRY 3.024.175.865 from the first dividend, and TRY 3.450.824.135 from the second dividend from other sources.
- To determine the dividend payment as lump sum and the profit distribution date as 24 March 2021.

Shareholders in the meeting hall; Mr. Alper TAŞTEKİN and Mr. Kubilay YILDIZ shared their opinions about the related article of the agenda.

9- In the ninth article of the agenda about **Discussion, Submission to Voting and Resolving the Determination of the Election and Term of Office of the Independent Board Members in Accordance with the Legislation Provisions**; following the reading of the offer which was given by the Representative of ATAER Holding A.Ş. Çiğdem KÖKER ALPAYDIN; offer submitted for the approval of the General Assembly and as result of the voting performed and according to the provisions of the 10th and the 11th articles of the Articles of Association;

- To be elected to serve as an Independent Board Member for 1 year;

- Mahmut Cengiz AYDIN Rep. of Turkey ID No:
- Ali FİDAN Rep. of Turkey ID No:
- Kurtuluş Bedri VAROĞLU Rep. of Turkey ID No:

It was decided by a majority of votes with 209.026.386.326,5 votes accepting against 11.413.120.732 votes rejecting.

10- In the tenth article of the agenda about **Discussion, Submission to Voting and Resolving the Remuneration of the Members of Board of Directors**; the offer which was given by the Representative of ATAER Holding A.Ş. Çiğdem KÖKER ALPAYDIN was read and since there was no other offer, offer was submitted for the approval of the General Assembly and being in the direction of the offer it was decided by majority of votes with 178.406.003.357,9 votes accepting against 42.033.503.700,6 votes rejecting that;

Not to pay wages to the General Assembly Members representing B Group shares, to determine the wage to be paid to the General Assembly Members representing A Group shares as TRY 5.250 net monthly (in the beginning of the relevant month, in advance), and to determine the wage to be paid to the Independent Members of the Board to be TRY 11.500 net monthly (in the beginning of the relevant month, in advance) and the new wages to be put into practice from the date 01.04.2021.

11- In the eleventh article of the agenda about **Submission to Voting and Resolving for Granting Authority to the Members of the Board of Directors in Accordance with Article 395 and Article 396 of the Turkish Commercial Code**; following the offer given by the representative of ATAER Holding A.Ş. Çiğdem KÖKER ALPAYDIN, within the frame of the 395th and the 396th articles of the Turkish Trade Law and the arrangements of the Capital Market Board; as result of the voting performed, it was decided by majority of votes with 213.307.260.058,5 votes accepting against 7.132.247.000 votes rejecting to give permissions which are mentioned in the 395th and 396th articles of the Turkish Commercial Law for the Board Members that the company and the board members can do business both on behalf of themselves and others, take action for a kind of commercial affair which falls into the subject of operation of the company on their own or other's account and become a partner of which the responsibility is unlimited of a company which deals with the same kind of business as of the company.

12- In the twelfth article of the agenda about **Discussion, Submission to Voting and Resolving the Proposal of Board of Directors for the Election of an Independent External Auditor for Auditing of Company's Accounts and Transactions for 2021 in Accordance with the Turkish Commercial Code and Capital Market Law**; following the reading of the offer of the Board dated 17.03.2021 in the direction of the decision of the Board dated 12.03.2021 with numbered 9760, as result of the voting performed, it was decided by majority of votes with 175.582.766.857,9 votes accepting against 44.856.740.200,6 votes rejecting to totally accept the offer and within the frame of the relevant provisions of the Turkish Commercial Code and the Capital Market Law, Ereğli Demir ve Çelik Fabrikaları T.A.Ş. and its subsidiary companies to select DRT Bağımsız Denetim ve Serbest Muhasebeci Mali Müşavirlik Anonim Şirketi (A Member of Deloitte Touche Tohmatsu) (Mersis No: 0291001097600016, Trade Registry Number: 304099, Tax Identification Number: 291 001 0976) whose office is at Eski Büyükdere Caddesi Maslak Mahallesi No:1 Maslakno1 Plaza Maslak 34398 Sarıyer/İstanbul

for the independent external audit services for the year 2021.

13- In the thirteenth article of the agenda about **Informing the General Assembly on Guarantee, Pledge and Mortgages Granted in Favor of the Third Parties and of Any Benefits or Income thereof**; information about the subjects below was received from the informing writing of the Board dated 17.03.2021 in the direction of the decision of the Board dated 12.03.2021 with numbered 9761; related to the year 2020;

- Ereğli Demir ve Çelik Fabrikaları T.A.Ş. with TRY 42.671.171, İskenderun Demir ve Çelik A.Ş. with TRY 57.538.316, Erdemir Madencilik Sanayi ve Ticaret A.Ş. with TRY 17.909.981 and Erdemir Çelik Servis Merkezi Sanayi ve Ticaret A.Ş. with TRY 7.614.600 and Erdemir Mühendislik Yönetim ve Danışmanlık Hizmetleri A.Ş. with TRY 1.814.234 companies which give warrants, deposits and hypothecs on behalf of their own legal entities and the warrant, deposit and hypothec balance of TRY 127.548.302 in total has been reached,
- Because of becoming warrantor for some credits used by İSDEMİR which ERDEMİR included in the scope of exact consolidation as of the date of 31.12.2020, ERDEMİR has given warranty of TRY 384.731.131, ERDEMİR ASIA's 207.236.357 TL non-cash collateral for raw material purchases, ERDEMİR ENERJİ's 9.224.138 TL non-cash collateral for investment activities, ERSEM's 3.849.101 TL non-cash collateral for transmit to official institutions, ERDEMİR MADENCİLİK's 1.071.280 TL non-cash collateral for transmit to official institutions, ERDEMİR ENGINEERING's 380.003 TL non-cash collateral for transmit to official institutions, the total warranty income obtained in 2020 is TRY 606.492.010,
- In connection with the guarantorship given in favor of the companies included in the full consolidation, the total guaranteed income in 2020 was TRY 1.777.940,
- General Assembly is informed about that there are no warranty, deposit and hypothecs given with the aim to carry on ordinary commercial activities and with the aim to provide the debt of third persons and there are no other warranty, deposit and hypothecs.

14- In the fourteenth article of the agenda about **Informing the General Assembly Regarding the Donations and Contributions Made in 2020 and Submission to Voting and Resolving the Limit of Donations to be Made between 01.01.2021-31.12.2021**; from the informing writing of the Board dated 17.03.2021 in the direction of the decision of the Board dated 12.03.2021 with number 9762;

	2020 TRY	2019 TRY
A-Training and Teaching Activities	677.618	251.706
B-Cooperation Activities Developed with Public Institutions and Foundations	2.075.828	1.478.242
C-Cultural and Artistic Activities	-	78.996
D-Voluntary Works and Cooperation Activities Realized Intended for Charities	6.439.318	397.002
E-Cooperation Activities Realized with Charitable Foundations, Associations, Chambers and Institutions	257.743	255.954
F-Sporting Activities	-	2.168
TOTAL	9.450.507	2.464.068

As it is shown, information has given to the General Assembly that within the year 2020, TRY 9.450.507 donation and aid has been made totally and the determined upper limit has not been exceeded. As result of the voting about the donations and aids which will be made between 01.01.2021-31.12.2021, it was decided to accept the offer by majority of votes with 178.410.284.357,9 votes accepting against 42.029.222.700,6 votes rejecting and to bring an upper limit to the total of donations which the company shall make between 01.01.2021-31.12.2021 and this upper limit shall be 0,1% (one per thousand) of the solo net sales revenue.

- 15-** In the fifteenth article of the agenda about **Closure**, The General Assembly meeting was closed with the thanks speech of the Chairman of the OMSAN Lojistik A.Ş. (Representative: Aslihan DÖĞER).

Chairman of the Meeting

Ministry Representative

OMSAN Lojistik A.Ş.
(Representative: Aslihan DÖĞER)

Ali İbrahim AKGÜN

Vote Collector

Record Clerk

Buğrahan ELDELEKLİ

Kemal Haluk ERUYGUR