

STATEMENT OF COMPLIANCE WITH CORPORATE GOVERNANCE

Ereğli Demir ve Çelik Fabrikaları T.A.Ş. (Company), one of the public companies in Türkiye 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 Uluslararası Kredi Derecelendirme ve Kurumsal Yönetim Hizmetleri A.Ş., which is authorized to perform activities in Türkiye 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 31 December 2024, 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 2024, 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, Corporate Governance Information Form, Sustainability Report 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.

In case of a significant change in the Sustainability Report during the period, the relevant change will be published in the interim activity reports. 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.

EREĞLİ IRON AND STEEL WORKS, INC.

EREĞLİ DEMİR VE ÇELİK FABRİKALARI T.A.Ş. SUSTAINABILITY REPORT

		COMPLIANCE STATUS				EXPLANATION	REPORT / LINK REGARDING THE PUBLICLY DISCLOSED INFORMATION
		YES	PARTIAL	NO	NOT APPLICABLE		
A. General Principles							
A1. Strategy, Policy and Goals							
A1.1	The preferred environmental, social and corporate governance (ESG) issues, risks and opportunities have been determined by the Board of Directors.	X				Risks and opportunities within the scope of ESG issues have been determined.	https://www.erdemir.com.tr/en/investor-relations/integrated-annual-reports
	The ESG policies (e.g. Environmental Policy, Energy Policy, Human Rights and Labour Rights Policy) have been set out by the Board of Directors and disclosed to public.	X				Our policies within the scope of ESG issues have been determined and disclosed to the public on the company website.	https://www.erdemir.com.tr/en/corporate/values-and-corporate-culture
A1.2	The short-term and long-term ESG goals have been disclosed to public.	X				Strategy and objectives are explained in the "Strategic Approach" section of the integrated report.	https://www.erdemir.com.tr/en/investor-relations/integrated-annual-reports
A2. Execution/Supervision							
A2.1	The committees and/or boards responsible for the supervision of ESG policies and the seniors directors to execute the ESG issues have been disclosed to public including their duties.	X				Departments such as Strategic Planning and Sustainability, Occupational Safety and Environment etc., which are responsible for the execution of ESG policies, are included in the integrated report.	https://www.erdemir.com.tr/en/investor-relations/integrated-annual-reports
	The activities carried out within the scope of the policies by the responsible committee and/or department have been reported to the Board of Directors at least once a year.	X				The duties of the relevant departments include reporting their activities which are within the scope of ESG policies to the Board of Directors at least once a year.	https://www.erdemir.com.tr/en/investor-relations/integrated-annual-reports
A2.2	The action plan in accordance with the ESG goals have been formed and disclosed to public.	X				The investments and activities planned in line with the targets are explained in the integrated annual report.	https://www.erdemir.com.tr/en/investor-relations/integrated-annual-reports
A2.3	The key performance indicators regarding the ESG and the achievement rates per years have been disclosed to public.	X				Key performance indicators have been determined and detailed follow-ups are carried out within the company on a daily, monthly and annual basis. Indicators that come to the fore are presented in the Environmental and Social Performance Indicators section of our integrated annual report.	https://www.erdemir.com.tr/en/investor-relations/integrated-annual-reports
A2.4	The improvement activities for sustainability performance regarding business processes or product and services have been disclosed to public.	X				In the integrated report and net zero roadmap, activities to improve the sustainability performance of products and services have been disclosed.	https://erdemir.com.tr/en/sustainability/sust-net-zero-roadmap
A3. Reporting							
A3.1	The annual report covers the sustainability performance, KPIs and actions understandable, right and qualified.	X				Sustainability performance is constantly reviewed and reported. Information on sustainability activities is explained in the relevant sections of the Integrated report.	https://www.erdemir.com.tr/en/investor-relations/integrated-annual-reports
A3.2	The information on the activities implemented in line with the United Nations (UN) 2030 Sustainable Development Goals have been disclosed to public.	X				Our activities' connection and contribution to the SDGs are explained in the "Strategic Approach" and "Prioritization Analysis" sections of the integrated report.	https://www.erdemir.com.tr/en/investor-relations/integrated-annual-reports
A3.3	The lawsuits in progress against the Company regarding the ESG issues that effect the material business lines and the legal sanctions in regard of the sustainability policies have been disclosed to public.		X			Lawsuits brought against and / or concluded to our company, those that are deemed necessary / important are disclosed on the Public Disclosure Platform (PDP)	https://www.kap.org.tr/en/sirket-bilgileri/ozet/944-eregli-demir-ve-celik-fabrikalari-t-a-s
A4. Verification							
A4.1	The KPI measurements have been verified by an independent third and disclosed to public.		X			Some of the parameters related to sustainability are approved by the verifier (independent third party) and are explained in the integrated report.	https://www.erdemir.com.tr/en/investor-relations/integrated-annual-reports
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B. Environmental Principles						
B1	The company has disclosed its policies and practices on environmental management, action plans, environmental management systems (known as ISO 14001 standard) and programmes.	X				Policies and practices, action plans, environmental management systems and programs created within the scope of environmental management are explained in the integrated report. https://www.erdemir.com.tr/en/investor-relations/integrated-annual-reports
B2	The scope, period, date and the constraints of conditions of the environmental reporting regarding environmental management have been disclosed to public.	X				There is information about the period, date, limits and limitations of the environmental report included in the integrated report. https://www.erdemir.com.tr/en/investor-relations/integrated-annual-reports
B4	The environmental KPIs counted for remuneration criteria for stakeholders (e.g. board members, executives and employees) within frame of the performance incentives have been disclosed to public.	X				Employee goals also include environmental goals. Realizations of the targets are supported by incentives and are explained in the integrated report. https://www.erdemir.com.tr/en/investor-relations/integrated-annual-reports
B5	The integration of the environmental difficulties, which are preferably determined, with the business goals and strategy have been disclosed to public.	X				Environmental problems and risks were taken into account in the analyzes and studies carried out while determining the targets and strategies, and they are explained in the Risk Management section of the integrated report. https://www.erdemir.com.tr/en/investor-relations/integrated-annual-reports
B7	The integration of environmental management issues covering the customers and suppliers throughout the value chain of the company including the operational process with the business model and strategy have been disclosed to public.	X				Our stakeholder relations are explained in our integrated report. https://www.erdemir.com.tr/en/investor-relations/integrated-annual-reports
B8	The cooperation with the non-governmental organizations and the environmental institutions and taking (or not) a part of the policy-making processes with those institutions have been disclosed to public.	X				It is explained in the "Corporate Memberships" section of the integrated report. https://www.erdemir.com.tr/en/investor-relations/integrated-annual-reports
B9	The environmental figures (Greenhouse gas emissions (Scope-1 (Direct), Scope-2 (Energy indirect), Scope-3 (Other indirect), air quality, energy management, water and waste water management, waste management, biodiversity impacts) and the environmental impacts have been disclosed to public with periodic comparison.		X			Environmental indicators are explained in our integrated annual report. https://www.erdemir.com.tr/en/investor-relations/integrated-annual-reports
B10	The standard, protocol, methodology and the base year details for collection and calculation of the data have been disclosed to public.		X			The standard and methodology used in the integrated annual report are mentioned in general terms. https://www.erdemir.com.tr/en/investor-relations/integrated-annual-reports
B11	The comparable increase or decrease rates with the previous years have been disclosed to public in the current period's report.	X				Prominent indicators are presented in the "Environmental Performance Indicators" section of our integrated annual report in comparison with previous years. https://www.erdemir.com.tr/en/investor-relations/integrated-annual-reports
B12	The short-term and long-term targets are determined to decrease the environmental impacts; the called targets and the progress status in comparison to the previous years' targets have been disclosed to public.		X			Although the targets are followed within the company, numerical targets are not included in the integrated annual report. https://www.erdemir.com.tr/en/investor-relations/integrated-annual-reports
B13	The strategy for fight against climate crises is set out and the action plan has been disclosed to public.	X				Activities carried out in the context of combating the climate crisis are mentioned in net zero roadmap. https://erdemir.com.tr/en/sustainability/sust-net-zero-roadmap
B14	The programmes or procedures to prevent or to decrease to the minimum level of the negative environmental effects of the products and/or services have been disclosed to public.	X				The efforts spent in order to prevent or minimize the negative potential impacts of our products on the environment are explained in our integrated annual report. https://www.erdemir.com.tr/en/investor-relations/integrated-annual-reports
	The actions taken to make the third parties' (e.g. supplier, subcontractor, dealer, etc.) decrease their greenhouse gas emission figures have been disclosed to public.		X			Actions to reduce greenhouse gas emissions of third parties are in progress but have not been disclosed to the public yet. https://www.erdemir.com.tr/en/investor-relations/integrated-annual-reports

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	B. Environmental Principles						
B15	The environmental benefits/gainings and cost savings provided by the initiatives/projects to decrease the environmental impacts have been disclosed to public.	X				Important projects and actions are included in our integrated annual report, especially energy savings in the context of energy efficiency are explained.	https://www.erdemir.com.tr/en/investor-relations/integrated-annual-reports
B16	Energy consumption (natural gas, diesel, gas, LPG, coal, electricity, heating, cooling, etc.) figures as Scope-1 and Scope-2 have been disclosed to public.		X			Our total energy consumption are presented in the "Environmental Performance Indicators" section of our integrated annual report in comparison with previous years.	https://www.erdemir.com.tr/en/investor-relations/integrated-annual-reports
B17	The information about the produced electricity, heat, steam and cooling for the reporting period have been disclosed to public.		X			Within the scope of the "Energy Efficiency Law" numbered 5627, the energy production and consumption data of the previous year are entered annually as data in the "Energy Efficiency Portal" according to the criteria determined by the Department of Energy Efficiency and Environment of the Ministry of Energy and Natural Resources	https://www.erdemir.com.tr/en/investor-relations/integrated-annual-reports
B18	The actions taken to increase renewable energy consumption, transit to zero or low carbon electricity have been disclosed to public.	X				Our renewable energy works are explained in the integrated report and net zero roadmap.	https://erdemir.com.tr/en/sustainability/sust-net-zero-roadmap
B19	The renewable energy production and consumption figures have been disclosed to public.	X				Relevant datas are disclosed in the integrated report.	https://www.erdemir.com.tr/en/investor-relations/integrated-annual-reports
B20	Energy productivity projects have been carried out and the decrease rates on energy consumption and emission based on those projects have been disclosed to public.	X				It is explained in the integrated report and net zero roadmap.	https://erdemir.com.tr/en/sustainability/sust-net-zero-roadmap
B21	Water consumption, underground or aboveground drawn water, recycled or discharged water figures, sources and procedures have been disclosed to public.	X				It is presented in comparison with previous years in the Environmental Performance Indicators section of our integrated annual report.	https://www.erdemir.com.tr/en/investor-relations/integrated-annual-reports
B22	It has been disclosed to public if the operations or activities included to any carbon pricing system (Emission Trading System, Cap & Trade or Carbon Tax) or not.				X	No taxation system has come into force in our country. The information that we participate in Partnership for Market Readiness (PMR) studies conducted in our country is given in the integrated annual report. Erdemir Romania's activities are included in the EU ETS system and are reported.	
B23	The information on accumulated or purchased carbon credit in the reporting period has been disclosed to public.				X	No taxation system has come into force in our country. The information that we participate in Partnership for Market Readiness (PMR) studies conducted in our country is given in the integrated annual report. Erdemir Romania's activities are included in the EU ETS system and are reported.	
B24	The details have been disclosed to public if there is a carbon pricing mechanism at the company.				X	No taxation system has come into force in our country. The information that we participate in Partnership for Market Readiness (PMR) studies conducted in our country is given in the integrated annual report. Erdemir Romania's activities are included in the EU ETS system and are reported.	
B25	The platforms, which the environmental figures of the company are announced, have been disclosed to public.	X				The platforms such as EIA public participation meetings, website, social media, one-to-one meetings with suppliers, sectoral organizations, associations and NGOs, collaborations, memberships, participation in working groups are described in the integrated report	https://www.erdemir.com.tr/en/investor-relations/integrated-annual-reports

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C. Social Principles							
C1. Human Rights and Labour Rights							
C1.1	The Human Rights and Labour Rights Policy has been set out covering the United Nations Universal Declaration of Human Rights and the International Labour Organization principles, the responsible directors for execution of the policy are assigned and disclosed to public.	X				Our commitment is stated in the code of ethics and working principles and shared on our website.	https://www.erdemir.com.tr/storage/uploads/2023/08/edba4578b1bba0941f59b9c2fe136875.pdf
C1.2	The labour rights policy covers the fair workforce, improving work conditions, women's employment and inclusion (no discrimination on gender, race, religion, language, marital status, ethnicity, sexual orientation, gender identity, family responsibilities, trade union activities, political view, disability, social and cultural differences, etc.) considering the supply and value chain impacts.	X				Our policy is stated in the code of ethics and working principles and shared on our website.	https://www.erdemir.com.tr/storage/uploads/2023/08/edba4578b1bba0941f59b9c2fe136875.pdf
C1.3	The measures taken throughout the value chain to watch over the susceptible segments to certain economic, environmental, social factors (e.g. low income group, women, etc.) or minority rights/opportunity equality.	X				It is explained in the relevant sections of our integrated report.	https://www.erdemir.com.tr/en/investor-relations/integrated-annual-reports
C1.4	The preventive and improver practices on discrimination, inequality, human rights violation, forced labour, and child labour have been disclosed to public.		X			There are internal (in-company) reports.	Internal (in-company) reports
C1.5	The labour rights policy covers investment in employees (training, improvement policies), remuneration, side rights, right to unionize, work/life balance and skill management issues.	X				It is explained in the relevant sections of our integrated report.	https://www.erdemir.com.tr/en/investor-relations/integrated-annual-reports
	The mechanism regarding the employee complaints and the dispute resolution process is determined.	X				Mechanisms for the resolution of employee complaints and disputes have been established, and dispute resolution processes have been specified in the code of ethics and working principles.	https://www.erdemir.com.tr/storage/uploads/2023/08/edba4578b1bba0941f59b9c2fe136875.pdf
	The reported employee satisfaction activities in the period have been disclosed to public.	X				It is explained in the relevant sections of our integrated report.	https://www.erdemir.com.tr/en/investor-relations/integrated-annual-reports
C1.6	Occupational Health and Safety Policy has been set out and disclosed to public.	X				Occupational health and safety policies have been established and shared on our website.	https://www.erdemir.com.tr/en/corporate/values-and-corporate-culture
	The measures taken to prevent the work accidents, health protection and accident statistics have been disclosed to public.	X				It is explained in the Occupational Health and Safety section of the integrated report.	https://www.erdemir.com.tr/en/investor-relations/integrated-annual-reports
C1.7	Protection of the personal data and information security policy has been disclosed to public.	X				Personal data protection and data security policies have been established and shared on our website.	https://www.erdemir.com.tr/en/personal-data-protection-law-kvkk
C1.8	Code of Ethics has been set out and disclosed to public.	X				Ethics policy has been established and shared on our website.	https://www.erdemir.com.tr/storage/uploads/2023/08/edba4578b1bba0941f59b9c2fe136875.pdf
C1.9	The studies related to social investment, social responsibility, financial inclusivity and access to finance have been explained.	X				It is explained in the Social Contribution section of the integrated report.	https://www.erdemir.com.tr/en/investor-relations/integrated-annual-reports
C1.10	The informative meetings and training programmes on ESG practices organised for the employees	X				Regular trainings are provided to the employees within the framework of the developmental plans.	https://www.erdemir.com.tr/en/investor-relations/integrated-annual-reports

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	C. Social Principles						
	C2. Stakeholders, International Standards and Initiatives						
C2.1	Customer satisfaction policy covering the management and solution of the customer complaints has been set out and disclosed to public.	X				The customer satisfaction policy regarding the management and resolution of customer complaints has been prepared and explained in the integrated report.	https://www.erdemir.com.tr/en/investor-relations/integrated-annual-reports
C2.2	The information on communication with the stakeholders (whom, topic ve frequency) has been disclosed to public.	X				Details on stakeholder communication are described in the integrated report.	https://www.erdemir.com.tr/en/investor-relations/integrated-annual-reports
C2.3	The international reporting standards adopted have been disclosed to public.	X				Adopted international reporting standards are explained in the integrated report.	https://www.erdemir.com.tr/en/investor-relations/integrated-annual-reports
C2.4	The adopted principles, being a signatory or a member of an international institution, committee on sustainability have been disclosed to public.	X				Signatory or member international organizations or principles are publicly disclosed in the integrated report.	https://www.erdemir.com.tr/en/investor-relations/integrated-annual-reports
C2.5	Improvement activities have been realized to be included Borsa İstanbul Sustainability Index and/or international index providers' sustainability indices.	X				It is included in the Borsa İstanbul Sustainability Index.	https://www.erdemir.com.tr/en/investor-relations/integrated-annual-reports
	D. Corporate Governance Principles						
D1	It has been consulted with the stakeholders regarding the determination of the sustainability measures and strategy.	X				Opinions of stakeholders are sought in determining measures and strategies in the field of sustainability.	https://www.erdemir.com.tr/en/investor-relations/integrated-annual-reports
D2	CSR projects, awareness activities and training programmes have been realized to increase the awareness of on sustainability.	X				Studies are carried out to raise awareness on the issue of sustainability and the importance of sustainability through social responsibility projects, awareness activities and trainings.	https://www.erdemir.com.tr/en/investor-relations/integrated-annual-reports

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Company Compliance Status						Explanation
Yes	Partial	No	Exempted	N/A		

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

There was no transaction notice in this manner.

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 2024 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

Company's 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, parallel with the general practices, 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. On the other hand, the Company recognizes equal rights to each shareholder and comply with relevant regulations regarding the exercise of shareholder rights. There is no plan to regulate and expand minority rights in the Articles of Association.

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Company Compliance Status					
Yes	Partial	No	Exempted	N/A	Explanation

Corporate Governance Compliance Report

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

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

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

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Company Compliance Status

Yes Partial No Exempted N/A Explanation

Corporate Governance Compliance Report

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

3.3.2 - Recruitment criteria are documented.

X

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

X

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

EREĞLİ IRON AND STEEL WORKS, INC.

Company Compliance Status

Yes Partial No Exempted N/A Explanation

Corporate Governance Compliance Report

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				

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		Although there is no policy regarding the target of minimum 25% for the ratio of female members in the board of directors, there is one female member in the current board of directors' structure.
4.3.10 - At least one member of the audit committee has 5 years of experience in audit/accounting and finance.	X				

4.4. BOARD MEETING PROCEDURES

4.4.1 - Each board member attended the majority of the board meetings in person or via an electronic board meeting system.	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 total 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		Due to the Board Member's work and industry experience and contribution to the board of directors, there is no restriction for the Board Members to assume any other duties outside the company. The duties undertaken by the members of the board of directors outside the company were presented to the shareholders at the general assembly meeting. Since this current practice does not create any negative situation in terms of corporate governance, no changes expected in 2025.
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EREĞLİ IRON AND STEEL WORKS, INC.

Company Compliance Status

Yes	Partial	No	Exempted	N/A	Explanation
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Corporate Governance Compliance Report

4.5. BOARD COMMITTEES

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

X

The company's board of directors consists of 9 members and operates with 3 committees. 3 of our 9 members take part in committees as independent board members. 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 2024, 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 there on, and did not extend loans under a personal credit title by third parties or provided guarantees such as surety in favor of them.

X

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

X

In line with the general practices, salaries, bonuses and other benefits of the key management are shared in the annual report as total. Remuneration for the members of the board on an individual basis are shared with the public in the minutes of the general assembly.

EREĞLİ IRON AND STEEL WORKS, INC.

Corporate Governance Information Form

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

107

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/1252499>

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

There was no such transaction during the year.

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)

There is no such transaction under Article 9.

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/1251381>

The name of the section on the corporate website that demonstrates the donation policy of the company

Investor Relations / Corporate Governance / Policies and Regulations / Donations and Contribution Policy

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/en/Bildirim/194744>

The number of the provisions of the articles of association that discuss the participation of stakeholders to the General Shareholders' Meeting

None.

Identified stakeholder groups that participated in the General Shareholders' Meeting, if any

There was no participation in the General Assembly meeting regarding 2023 activities except for the shareholders. However, there is no restriction on participation of stakeholders in the General Assembly.

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 kurus.

The percentage of ownership of the largest shareholder

49,29%

1.5. Minority Rights

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

Hayır (No)

If yes, specify relevant provision of the articles association.

-

1.6. Dividend Right

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

Investor Relations / Corporate Governance / Policies and Regulations / Dividend Distribution Policy

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

-

EREĞLİ IRON AND STEEL WORKS, INC.

Corporate Governance Information Form

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 to the General Shareholders' Meeting	Percentage of shares directly present at the GSM	Percentage of shares represented by proxy	Specify the name of the page of the corporate website that contains the General Shareholders' Meeting Minute 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 relevant item of paragraph or 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 PDP general shareholder meeting notification.
28-03-2024	0	57%	0,491%	56%	Investor Relations/General Assembly/Minutes of General Assembly	Investor Relations/General Assembly/The questions asked on General Assembly Meetings	-	206	https://www.kap.org.tr/en/Bildirim/1252499

EREĞLİ IRON AND STEEL WORKS, INC.

Corporate Governance Information Form

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.

Investor Relations / Corporate Governance, Reports and Presentations, Integrated Annual Reports, Disclosures and Announcements, General Assembly, FAQ

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.

Investor Relations / Corporate Governance / Ownership Structure

List of languages for which the website is available

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.

Investor Relations / Reports and Presentations / Interim Financial Reports /Declarations of Independent Board Members

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

Investor Relations / Annual Reports / Board of Directors Committee Operating Principles and Assessment of Committees' Effectiveness

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

Investor Relations / Reports and Presentations/Interim Financial Reports / Number of Meetings of the Board of Directors and Attendance of the Board Members

c) 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

Investor Relations / Reports and Presentations / Interim Financial Reports / Information about Amendments in Legislation That May Significantly Affect the Company's Activities

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

Investor Relations / Integrated Annual Reports / Notes to the Consolidated Financial Statements / Provision for Lawsuits

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

Investor Relations / Integrated Annual Reports /Other Issues

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-ownership subsidiaries that the direct contribution to the Company's capital exceeds 5%.

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

Investor Relations / Integrated Annual Reports / A People-Centered Approach

EREĞLİ IRON AND STEEL WORKS, INC.

Corporate Governance Information Form

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	Investor Relations /Corporate Governance / Policies and Regulations / Staff Compensation Policy
The number of definitive convictions the company was subject to in relation to breach of employee rights	234
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:erdemir@etikhat.com, Phone : 0 212 924 78 65

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	Short, long and medium-term succession plans are prepared for key positions within the scope of talent management studies carried out within our Company. Succession plans and assignments to key roles are submitted for the approval of the Board of Directors, when necessary, in line with defined procedures.
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.	OYAK Mining Metallurgy / Career / HR Practices
Whether the company provides an employee stock ownership programme	Pay edindirme plan 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.	Investor Relations / Corporate Governance / Code of Ethics and Business Conduct / Responsibilities to Our Employees

The number of definitive convictions the company is subject to in relation to health and safety measures	5
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3.5. Ethical Rules and Social Responsibility

The name of the section on the corporate website that demonstrates the code of ethics	Investor Relations / Corporate Governance / 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.	Corporate / Values and Corporate Culture / CSR Policy
Any measures combating any kind of corruption including embezzlement and bribery	Board members and employees of OYAK Mining Metallurgy Companies and all third parties acting on behalf of OYAK Mining Metallurgy Companies should avoid any act or behavior that may bring OYAK Mining Metallurgy under suspicion of corruption. Regardless of being in public or private sector, accepting or giving any cash/ non-cash benefit that may be in the scope of corruption is forbidden.

EREĞLİ IRON AND STEEL WORKS, INC.

Corporate Governance Information Form

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 facilitated	Hayır (No)
Whether all board members released from their duties at the GSM	Evet (Yes)
Name(s) of the board member(s) with specific delegated duties and authorities, and descriptions of such duties	Süleyman Savaş ERDEM - Chairman (Representative of OYTAŞ İç ve Dış Ticaret A.Ş.), Gürtan DAMAR - Deputy Chairman and Executive Director (Representative of OMSAN Lojistik A.Ş.), Mustafa Serdar BAŞOĞLU - Board Member and Executive Director (Representative of OYAK Pazarlama Hizmet ve Turizm A.Ş.)
Number of reports presented by internal auditors to the audit committee or any relevant committee to the board	5
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	Investor Relations / Integrated Annual Reports / Internal Audit System
Name of the Chairman	Süleyman Savaş ERDEM - Chairman (Representative of OYTAŞ İç ve Dış Ticaret A.Ş.)
Name of the CEO	Niyazi Aşkın Peker
If the CEO and Chair functions are combined provide the link to the relevant PDP announcement providing the rationale for such combined roles	CEO and Chairman are not the same person.
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 exceeding 25% of the company's capital	-
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	1, 11%

EREĞLİ IRON AND STEEL WORKS, INC.

Corporate Governance Information Form

Composition of Board of Directors

Name, Surname of Board Member	Whether Executive Director or Not	Whether Independent Director or Not	The First Election Date to Board	Link to PDP Notification That Includes the Independency Declaration	Whether the Independent Director Considered by the 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/Finance or Not
OYTAŞ İç ve Dış Ticaret A.Ş. (Represented by: Süleyman Savaş ERDEM)	İcrada görevli değil (Non-executive)	Bağımsız üye değil (Not independent director)	27-05-2013		Değerlendirilmedi (Not considered)	Hayır (No)	Evet (Yes)
OMSAN Lojistik A.Ş. (Represented by: Gürtan DAMAR)	İcrada görevli (Executive)	Bağımsız üye değil (Not independent director)	11-09-2012		Değerlendirilmedi (Not considered)	Hayır (No)	Evet (Yes)
OYAK Pazarlama ve Hizmet Turizm A.Ş. (Represented by: Mustafa Serdar BAŞOĞLU)	İcrada görevli (Executive)	Bağımsız üye değil (Not independent director)	13-09-2012		Değerlendirilmedi (Not considered)	Hayır (No)	Evet (Yes)
Republic of Türkiye Ministry of Treasury and Finance Privatization Administration (Represented by: Bekir Emre HAYKIR)	İcrada görevli değil (Non-executive)	Bağımsız üye değil (Not independent director)	20-09-2012		Değerlendirilmedi (Not considered)	Hayır (No)	Evet (Yes)
OYKA Kağıt Ambalaj Sanayii ve Ticaret A.Ş. (Represented by: Baran ÇELİK)	İcrada 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. A.Ş. (Represented by: Güliz KAYA)	İcrada görevli değil (Non-executive)	Bağımsız üye değil (Not independent director)	12-09-2012		Değerlendirilmedi (Not considered)	Hayır (No)	Evet (Yes)
Sezai Afif ENSARI	İcrada görevli değil (Non-executive)	Bağımsız üye (Independent director)	28-03-2024	https://www.kap.org.tr/tr/Bldirim/1251379	Değerlendirildi (Considered)	Hayır (No)	Evet (Yes)
Kadri ÖZGÜNEŞ	İcrada görevli değil (Non-executive)	Bağımsız üye (Independent director)	31-03-2023	https://www.kap.org.tr/tr/Bldirim/1251379	Değerlendirildi (Considered)	Hayır (No)	Evet (Yes)
Emre GÖLTEPE	İcrada görevli değil (Non-executive)	Bağımsız üye (Independent director)	17-03-2022	https://www.kap.org.tr/tr/Bldirim/1251379	Değerlendirildi (Considered)	Hayır (No)	Evet (Yes)

EREĞLİ IRON AND STEEL WORKS, INC.

Corporate Governance Information Form

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	100%
Whether the board uses an electronic portal to support its work or not	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

There are internal regulations in which the working principles of the Board of Directors meetings are determined but they are not published on the corporate website

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

Investor Relations / Integrated Annual Reports / Board of Directors Committee Operating Principles and Assessment of Committees' Effectiveness

Link(s) to the PDP announcement(s) with the board committee charters

The working principles of the Committee are available on our corporate website. (Investor Relations / Corporate Governance / Policies and Regulations)

Composition of Board of 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)	-	Kadri Özgüneş	Evet (Yes)	Yönetim Kurulu Üyesi (Board Member)
Kurumsal Yönetim Komitesi (Corporate Governance Committee)	-	Emre Göltepe	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)	-	Emre Göltepe	Evet (Yes)	Yönetim Kurulu Üyesi (Board Member)
Denetim Komitesi (Audit Committee)	-	Sezai Afif Ensari	Hayır (No)	Yönetim Kurulu Üyesi (Board Member)
Riskin Erken Saptanması Komitesi (Committee of Early Risk Detection)	-	Sezai Afif Ensari	Evet (Yes)	Yönetim Kurulu Üyesi (Board Member)
Riskin Erken Saptanması Komitesi (Committee of Early Risk Detection)	-	Kadri Özgüneş	Hayır (No)	Yönetim Kurulu Üyesi (Board Member)

EREĞLİ IRON AND STEEL WORKS, INC.

Corporate Governance Information Form

4. BOARD OF DIRECTORS-III

4.5. Board Committees-II

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)

Investor Relations / Integrated Annual Reports / Board Of Directors Committee Operating Principles and Assessment of Committees' Effectiveness

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)

Investor Relations / Integrated Annual Reports / Board Of Directors Committee Operating Principles and Assessment of Committees' Effectiveness

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)

Investor Relations / Integrated Annual Reports / Board of Directors Committee Operating Principles and Assessment of Committees' Effectiveness

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)

Investor Relations / Integrated Annual Reports / Board Of Directors Committee Operating Principles and Assessment of Committees' Effectiveness

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)

Investor Relations / Integrated Annual Reports / Board Of Directors Committee Operating Principles and Assessment of Committees' Effectiveness

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)

Investor Relations / Integrated Annual Reports / Other Issues

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

Investor Relations/ Corporate Governance / 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)

Investor Relations/ Integrated Annual Reports / Notes to the Consolidated Financial Statements / Related Party Disclosures / Salaries, bonuses and other benefits of the key management

EREĞLİ IRON AND STEEL WORKS, INC.

Corporate Governance Information Form

Composition of Board of Committees-II					
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%	67%	4	2
Riskin Erken Saptanması Komitesi (Committee of Early Risk Detection)	-	100%	100%	6	6