

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

Meeting No : 72
Meeting Date : March 31st, 2016 – Time: 14.00
Meeting Place : Radisson Blu Hotel, Istanbul Asia
Floor:Ballroom at B2
Atatürk Mahallesi Yakut Caddesi No:10
Ataşehir/ISTANBUL
Chairman : OYTAŞ İç ve Dış Ticaret A.Ş.
(Representative: Ali Aydın PANDIR)
Chairman of the Board and Managing Director
Record Clerk : Kemal Haluk ERUYGUR
OYAK Legal Advisor
Vote Collector : Ahmet Türker ANAYURT
ATAER Holding A.Ş. Representative
Ministry Representative : Mustafa KURT

Ordinary meeting of 2015 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 Chairman of the Board and Managing Director OYTAŞ İç ve Dış Ticaret A.Ş. (Representative: Ali Aydın PANDIR) and in trust of the Ministry Representative Mustafa KURT who was assigned with the writings of Istanbul Governorship Provincial Directorate of Trade dated 30.03.2016 and with number 14963926, 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 08th March 2016 dated and 9027 numbered issue of the Turkish Commercial Registry Gazette, in the 08th March 2016 dated issues of the newspapers Hürriyet and Dünya, on company's corporate web site (www.erdemir.com.tr), 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 6.405.797,8 shares which represent the capital of 64.057,978 TL as principle, 233.579.312.085 shares which represent the capital of 2.335.793.120,850 TL as representative, totally 233.585.717.882,8 shares which represent 2.335.857.178,828 TL and 61.081.066.722 shares which represent the depositors of 610.810.667,22 TL as representative are present herein this meeting,
- Chairman of the Board and Managing Director OYTAŞ İç ve Dış Ticaret A.Ş. (Representative: Ali Aydın PANDIR, Republic of Turkey ID No: 20279188254), Member of the Board OYKA Kağıt Ambalaj Sanayi ve Ticaret A.Ş. (Representative: Ertuğrul AYDIN, Rep. of Turkey ID No: 24296314450) with the Company Auditor Güney Bağımsız Denetim ve Serbest Muhasebeci Mali Müşavirlik A.Ş. (A Member Firm of Ernst & Young Global Limited) representative Mehmet Başol ÇENGEL with Rep. of Turkey ID No: 64606073462 were present in the meeting,

Also determined and confirmed by the Ministry Representative, the meeting was opened by the Chairman of the Board and Managing Director OYTAŞ İç ve Dış Ticaret A.Ş. (Representative: Ali Aydın PANDIR).

- 1- In the first article of the agenda about **Constituting the Presidency of the Opening and Meeting**; 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 OYTAŞ İç ve Dış Ticaret A.Ş. (Representative: Ali Aydın PANDIR) and by the Chairman of the Meeting, OYAK Legal Advisor Kemal Haluk ERUYGUR for Record Clerk, ATAER Holding A.Ş. representative Çiğdem AYIK OKUR for the Vote Collector, were assigned.
- 2- In the second article of the agenda about **Authorizing the Presidency of the Meeting for Signing the Meeting Minutes and Other Documents**; it was with 233.530.717.882,8 votes accepting against 55.000.000 votes rejecting, decided by majority of votes 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 Debating on the Administrative Board's Activity Report of the year 2015**; 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 233.528.573.067,8 votes accepting against 57.144.815 votes rejecting.

Since nobody asked to speak about the Report, the next agenda article was discussed.
- 4- In the fourth article of the agenda about **Reading the Independent Audit Report of the year 2015**; the Independent Audit Report was read by the Record Clerk Kemal Haluk ERUYGUR.
- 5- In the fifth article of the agenda about **Separately Reading and Debating on and Putting to Vote and Resolving the Balance-Sheet and the Profit and Loss Accounts Including the Accounting Period of the year 2015**; the Balance-Sheet and the Profit and Loss Accounts were read and since there was nobody who asked to speak, the Confirmation of the Balance-Sheet and the Profit and Loss Accounts of the year 2015 were submitted to the vote of the General Assembly and as result of the voting done, it was decided by majority of votes to accept the Balance-Sheet and the Profit and Loss accounts with 233.530.717.882,8 votes accepting against 55.000.000 votes rejecting.
- 6- In the sixth article of the agenda about **Separately Debating on the Quittances of the Members of the Board of the Accounting Period of 2015, Putting to Vote and Resolving**; 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 unanimously approved with 233.519.419.482,8 votes accepting against 66.298.400 votes rejecting. The Members of the Board did not vote for their own quittances.
- 7- In the seventh article of the agenda about **Negotiations, Voting and Resolving the Board's Offer About Distributing the Profit of the Year 2015**; following the reading of the Board's offer dated 31.03.2016 about dividing and distributing the profit of the year 2015, as result of voting of the offer, being in the direction of the decision of the Company's Board dated 08.03.2016 and with number 9400, with 233.515.163.582,8 votes accepting against 70.554.300 votes rejecting, it was decided by majority of votes that;

- In accordance with 519th article of the Turkish Trade Law and provisions of Capital Markets Board, to allocate general legal reserve fund of TRY 48.311.832 at a rate of 5% on net profit of the year originated in financial statements of the year 2015 issued in accordance with provisions of the Tax Procedure Law,
- to allocate cash shareholder dividend of TRY 995.546.517 at a rate of 92,1949% on distributable net profit of the year in financial statements of 2015 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 82.054.652 as general legal reserve.
- After the separation of the second appropriation of legal reserves amounting to TRY 5.445.348 from the total TRY 59.898.831, which is obtained by using anticipated distribution of other resources which will be compensated from extraordinary reserves, TRY 54.453.483 additional cash dividend to be paid,
- To distribute the dividend to the shareholders amounting to TRY 1.050.000.000 in total from the first dividend of TRY 995.546.517; from the second dividend of TRY 54.453.483 obtained from other resources anticipated to be paid additionally,
- To determine the dividend payment date, which will be as lump sum no later than December 15th 2016, to be determined by the Board of Directors after the General Assembly considering the cash projection of the Company.

8- In the eighth article of the agenda about **Debating on, Putting to Vote and Resolving the Election to be Made for the Independent Board Memberships**; following the reading of the curriculum vitae of the candidates in accordance with the offer of the Board dated 31.03.2016 related to the candidates for the Independent Board Members and the Institutional Management Statement numbered II-17.1 of the Capital Market Board, the candidates who were stated by the offer of the Board were 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, the candidates below were decided by majority of votes to be chosen as Independent Board Members to carry out duty for one year with 227.953.845.782,8 votes accepting against 5.631.872.100 votes rejecting;

- Emin Hakan EMİNSOY, Rep. of Turkey ID No: 19612417854
- Hakkı Cemal ERERDİ, Rep. of Turkey ID No: 26608982630
- Yunus ARINCI, Rep. of Turkey ID No: 20744477364

9- In the ninth article of the agenda about **Debating on, Putting to Vote and Resolving the Matter of Determining the Wages of the Members of the Board**; the offer which was given by the Representative of ATAER Holding A.Ş. Çiğdem AYIK OKUR was read and since there was no other offer, the read 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 232.580.269.703,3 votes accepting against 1.005.448.179,5 votes rejected 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 2.360 TL 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 6.000 TL net monthly (in the beginning of the relevant month, in advance) and the new wages to be put into practice from the date 01.04.2016.

10- In the tenth article of the agenda about **Putting to Vote and Resolving the Matter of Giving Permission for the Board Members to Perform the Works Stated in the 395th and the 396th Articles of the Turkish Trade Law**; following the offer given by the representative of ATAER Holding A.Ş. Çiğdem AYIK OKUR, 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 224.639.693.982,8 votes accepting against 8.946.023.900 votes rejecting to give permissions which are mentioned in the 395th and 396th articles of TTL (Turkish Trade 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.

11- In the eleventh article of the agenda about **Debating on, Putting to Vote and Resolving the Offer Related to the Selection of Independent External Audit Institution to Audit the Accounts and Transactions of the Year 2016 by the Board as Required by the Turkish Trade Law and the Capital Market Law;** following the reading of the offer of the Board dated 31.03.2016 in the direction of the decision of the Board dated 08.03.2016 with number 9403, as result of the voting performed, it was decided by majority of votes with 219.716.365.482,8 votes accepting against 13.869.352.400 votes rejecting to totally accept the offer and within the frame of the relevant provisions of the Turkish Trade Law and the Capital Market Law, Ereğli Demir ve Çelik Fabrikaları T.A.Ş. and its subsidiary companies to select Güney Bağımsız Denetim ve Serbest Muhasebeci Mali Müşavirlik A.Ş. (A Member of Ernst & Young Global Limited) for the independent external audit services for the year 2016.

12- In the twelfth article of the agenda about **Submitting the Warrants, Deposits, Hypothecs and Bails Given for the Good of Third Persons with Incomes or Benefits Acquired for the Information of the General Assembly;** information about the subjects below was received from the informing writing of the Board dated 31.03.2016 in the direction of the decision of the Board dated 08.03.2016 with number 9401; related to the year 2015; Ereğli Demir ve Çelik Fabrikaları T.A.Ş. with 38.639.370 TL, İskenderun Demir ve Çelik A.Ş. with 60.801.335 TL, Erdemir Madencilik Sanayi ve Ticaret A.Ş. with 6.395.685 TL, Erdemir Çelik Servis Merkezi Sanayi ve Ticaret A.Ş. with 45.500 TL and Erdemir Mühendislik, Yönetim ve Danışmanlık Hizmetleri A.Ş. with 8.800 TL are companies which give warrants, deposits and hypothecs on behalf of their own legal entities and the warrant, deposit and hypothec balance of 105.890.690 TL in total has been reached,

Besides, because of becoming warrantor for some credits used by iSDEMiR which ERDEMiR included in the scope of exact consolidation as of the date of 31.12.2015, ERDEMİR has given warranty of 787.106.114 TL and in connection with the warranty given intended for iSDEMiR credits, the total warranty income obtained in 2015 is 5.483.536 TL,

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 depth of third persons and there are no other warranty, deposit and hypothecs.

13- In the thirteenth article of the agenda about **Submitting the Donations and Aids Made in 2015 for the Approval of the General Assembly and Putting to Vote and Resolving the Limit of the Donations to Be Made in 2016;** from the informing writing of the Board dated 31.03.2016 in the direction of the decision of the Board dated 08.03.2016 with number 9398;

	2014 TL	2015 TL
A-Training and Teaching Activities	60.500	95.625
B-Cooperation Activities Developed with Public Institutions and Foundations	27.512	292.480
C-Cultural and Artistic Activities	-	23.319
Ç-Voluntary Works and Cooperation Activities Realized Intended for Charities	188.528	228.181
D-Cooperation Activities Realized with Charitable Foundations, Associations, Chambers and Institutions	1.062.835	117.591
E-Sporting Activities	59.219	58.265
TOTAL	1.398.594	815.461

As it is shown, information have been received that within the year 2015, 815.461 TL donation and aid has been made totally and the determined upper limit has not been exceeded. After the Record Clerk Kemal Haluk ERUYGUR read the offer of the Board dated 31.03.2016 in the direction of the decision of the Board dated 08.03.2016 with number 9398, as result of the voting performed, it was decided by majority of votes with 188.009.984.347,5 votes accepting against 45.575.733.535,3 votes rejecting and by totally accepting the offer, to bring an upper limit to the total of donations which the company shall make in 2016 and this upper limit shall be 0,04% (four per ten thousand) of the stand-alone net sales revenue.

- 14-** In the fourteenth article of the agenda about **Closure**, the General Assembly meeting was closed with the thanks speech of the Chairman of the Meeting OYTAŞ İç ve Dış Ticaret A.Ş. (Representative: Ali Aydın PANDIR).

Chairman of the Meeting

Ministry Representative

OYTAŞ İç ve Dış Ticaret A.Ş.
(Representative: Ali Aydın PANDIR)

Mustafa KURT

Vote Collector

Record Clerk

Çiğdem AYIK OKUR

Kemal Haluk ERUYGUR