



**ORDINARY GENERAL ASSEMBLY MEETING
INVITATION FROM THE BOARD OF
DIRECTORS OF EREĞLİ DEMİR VE ÇELİK
FABRİKALARI T.A.Ş.**

The Ordinary General Assembly Meeting of our Company shall be held so as to discuss and conclude the written subjects in the agenda stated below on the 31st of March, 2017 at 14:00 on Friday in the Ballroom on the Floor: B2 of Radisson Blu Hotel, Istanbul Asia, located at the address Atatürk Mahallesi Yakut Caddesi No: 10 Ataşehir/İstanbul. (*)

Only those shareholders whose names are included in the list of attendants being prepared by the Board of Directors of our Company based on the shareholders' list received from Central Registry Agency (CRA) as per the Article 30 of Capital Market Law could participate in the General Assembly. In accordance with the Article 415 of Turkish Commercial Code, only those shareholders whose names are included in the list of attendants being prepared by the board of directors could participate in the General Assembly. "Shareholders' Schedule" in terms of shares monitored under the registry of Central Registry Agency during the preparation of the list of attendants which is received from Central Registry Agency one day before the day of the General Assembly as of 23:59 is taken as a basis. Right-holders whose names are included in that list could physically participate in the Ordinary General Assembly Meeting of our Company by showing their identity cards.

As per the Article 1527 of Turkish Commercial Code, right holders who would like to participate electronically in General Assembly Meeting personally or through their proxies are obliged to convey these preferences with Electronic General Meeting System (e-GEM) via CRA / MKK system. In case a proxy participates in the general assembly meeting on behalf of the right holder, it is mandatory to register the identification information of the proxy in e-GEM. In case the proxy participates in the meeting physically, entitling could also be made in this manner.

Shareholders of our company could participate physically or electronically in the Ordinary General Assembly Meeting personally, as well as through their proxies. Participation electronically in the general assembly meetings, assignment of a proxy, making a proposal, expression of views and voting procedures shall be carried out through Electronic General Meeting System (e-GEM) provided by Central Registry Agency (CRA / MKK). Participation electronically in the General Assembly is possible only with the secure electronic signatures of shareholders or their proxies. Therefore shareholders who will carry out a transaction in Electronic General Meeting System (e-GEM), first of all, have to register their contact information in e-MKK information portal of Central Registry Agency (CRA / MKK) as well as having to have a secure electronic signature. It is not possible for the shareholders or proxies who have not registered in e-MKK Information Portal and do not have a secure electronic signature to participate electronically in the general assembly meeting through e-GEM.

Shareholders or proxies who would like to participate electronically in the meeting are supposed to fulfill their obligations in accordance with the provisions of "Regulation on the General Assemblies in Corporates to be Held Electronically" published in the Official Gazette dated 28th of August 2012 and no. 28395 and "Declaration on Electronic General Meeting System to be Implemented in the General Assemblies of Corporates" published in the Official Gazette dated 29th of August 2012 and no.28396. Otherwise, they shall not be able to participate in the meetings. The detailed information about e-GEM could be accessed through the web site www.mkk.com.tr.

Shareholders who will participate in the meeting through their proxies due to that they shall not be able to attend in person, physically or electronically are obliged to prepare a power of attorney in line with the sample given below or to obtain a sample of power of attorney form from our Company's Head Office or from our Company's website www.erdemir.com.tr and to submit their proxy forms whose signatures have been authenticated by a notary or their power of attorneys to which they will add their signature declarations prepared in the presence of a notary public, as well as fulfilling the requirements stated in the "Communiqué II-30.1 on Voting by Proxy and Proxy Solicitation" of the Capital Markets Board(CMB).

As per CMB's Corporate Governance Principles and Communiqués, regarding the subjects to be discussed in the Ordinary General Assembly Meeting of our company, General Assembly Meeting agenda, balance sheet of 2016, profit and loss account, dividend distribution proposal of the Board of Directors, Activity Report of the Board of Directors, Independent Audit Report, the text of amendments to the Articles of association, resumes of Independent Board Member Candidates and the resumes of people who are acting on behalf of legal entities shall be made available at the Company's Head Office located at the address Barbaros Mahallesi Ardiç Sokak No:6 Ataşehir/İSTANBUL and at our Company's Kdz Ereğli Branch located at the address Uzunkum Caddesi No:7 Kdz.Ereğli/ZONGULDAK and at our Company's website www.erdemir.com.tr for the examinations of our shareholders 3 weeks before the date of General Assembly meeting.

State of Affairs is respectfully announced to Our Esteemed Shareholders.

(*) As per the article 29 of the Capital Markets Law, an additional registered mail for the invitation to the General Assembly Meeting shall not be sent to our shareholders.



AGENDA

1. Opening, Formation of the General Assembly Meeting Chairmanship and Stand in Silence,
2. The Authorization of Meeting Chairmanship for Signing of the Meeting Minutes and Other Documents,
3. Reading and Discussion of the 2016 Board of Directors' Annual Activity Report,
4. Reading of the 2016 Independent Audit Report,
5. Reading, Discussion, Submission to Voting and Resolving the Balance Sheet and Profit & Loss Accounts Separately for the Financial Year of 2016,
6. Discussion, Submission to Voting and Resolving the Acquittal of Members of the Board of Directors Separately for the Financial Year of 2016,
7. Discussion, Submission to Voting and Resolving the Proposal of Board of Directors for the Distribution of Profit for the Year 2016 and Dividend Payment Date,
8. Discussion, Submission to Voting and Resolving the Determination of the Number of the Board Members, Their Term of Office and Election of the Board Members in Accordance with the Legislation Provisions,
9. Discussion, Submission to Voting and Resolving the Remuneration of the Members of Board of Directors,
10. 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,
11. 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 2017 in Accordance with the Turkish Commercial Code and Capital Market Law,
12. Discussion, Submission to Voting and Resolving the Amendment of the Article 5 in the Articles of Association for Company's Registered and Announced Head Office Address and Amendment of the Article 7 for the Authorizing the Board of Directors for the Extension of the Period of Validity of the Registered Capital Ceiling of TRY 7,000,000,000 so as to Cover the Period of 2017-2021 (5 Years),
13. Informing the General Assembly on Guarantee, Pledge and Mortgages Granted in Favor of the Third Parties and of Any Benefits or Income thereof,
14. Informing the General Assembly Regarding the Donations and Contributions Made in 2016 and Submission to Voting and Resolving the Limit of Donations to be made in 2017,
15. Closing.



EREĞLİ DEMİR VE ÇELİK FABRİKALARI T.A.Ş.

THE AMENDMENTS TO THE ARTICLES OF ASSOCIATION

OLD TEXT	NEW TEXT
Head Office of the Company: Article 5- The head office of company is located in Istanbul. Its Address is Merdivenköy Yolu Caddesi No: 2 34750 Küçükbakkalköy Ataşehir/İSTANBUL. In case of address change, new address shall be registered in Trade Registry and promulgated in Turkey Trade Registry Gazette and furthermore notified to Ministry of Customs and Trade and Capital Market Board. Written notification served to the registered and promulgated address shall be considered as notification duly served to the company. Although it has moved from the registered and promulgated address into new address which is not registered within its legal period shall be deemed as a reason to terminate the company. Company may open branches or offices in such other suitable places upon the resolution of Board of Directors, provided that the same is notified to Capital Market Board as well as Ministry of Customs and Trade.	Head Office of the Company: Article 5- The head office of company is located in Istanbul. Its Address is Barbaros Mah. Ardiç Sok. No: 6 Ataşehir/İSTANBUL. In case of address change, new address shall be registered in Trade Registry and promulgated in Turkey Trade Registry Gazette and furthermore notified to Ministry of Customs and Trade and Capital Market Board. Written notification served to the registered and promulgated address shall be considered as notification duly served to the company. Although it has moved from the registered and promulgated address into new address which is not registered within its legal period shall be deemed as a reason to terminate the company. Company may open branches or offices in such other suitable places upon the resolution of Board of Directors, provided that the same is notified to Capital Market Board as well as Ministry of Customs and Trade.
SECTION II: Capital: Article 7 – Company accepted the registered capital system according to provisions of Law No 2499 amended by Law No 3794 and began to implement this system with permission No 2416 dated August 15, 1983 of Capital Market Board. The registered capital ceiling of the company is TRY 7,000,000,000.00 (seven billion Turkish Liras). When deems it necessary, Board of Directors may increase its capital by issuing share certificates each with a par value of 1 Kr (one Kuruş) and all issued to their bearers up to the amount of registered capital between 2012 and 2016, provided that the terms of this Article are complied with. The permission of registered capital ceiling given by Capital Market Board is valid for 5 years between the years 2012 and 2016. Even if permitted registered capital ceiling would have not been reached at the end of 2016, in order for a decision on capital increase to be able to be taken by Board of Directors, Board of Directors must be empowered by General Assembly on a new period for the ceiling permitted	SECTION II: Capital: Article 7 – Company accepted the registered capital system according to provisions of Law No 2499 amended by Law No 3794 and began to implement this system with permission No 2416 dated August 15, 1983 of Capital Market Board. The registered capital ceiling of the company is TRY 7,000,000,000.00 (seven billion Turkish Liras). When deems it necessary, Board of Directors may increase its capital by issuing share certificates each with a par value of 1 Kr (one Kuruş) and all issued to their bearers up to the amount of registered capital between 2017 and 2021, provided that the terms of this Article are complied with. The permission of registered capital ceiling given by Capital Market Board is valid for 5 years between the years 2017 and 2021. Even if permitted registered capital ceiling would have not been reached at the end of 2021, in order for a decision on capital increase to be able to be taken by Board of Directors, Board of Directors must be empowered by General Assembly on a new period for the ceiling permitted



before or a new ceiling after obtaining the permission of Capital Market Board. Should such an empowerment cannot be obtained, company shall be deemed to be removed from registered capital system. Board of Directors is authorized to limit rights of shareholder to acquire new share certificates and issue share certificates above their nominal values, provided that it is not contrary to the provisions of Turkish Commercial Code and Capital Market Law. Each share certificate has a 1 voting right. The issued capital of the company is TRY 3,500,000,000.00 (three billion five hundred million Turkish Liras) and all paid-in. This capital consists of 350,000,000,000 (three hundred fifty billion) share certificates, each with a par value of 1 Kr (one Kuruş). Shares representing the capital are monitored on records within the framework of registration principles. This capital is divided into shares Group A and Group B. 1 (one) share of certificate, issued to the bearer amounting to 1 Kr (one Kuruş) is A group and 349,999,999,999 (three hundred forty nine billion nine hundred ninety nine million nine hundred ninety nine thousand nine hundred ninety nine) share of certificates amounting to 3,499,999,999.99 (three billion four hundred ninety nine million nine hundred ninety nine thousand nine hundred ninety nine Turkish Liras, ninety nine Kuruş) is B Group. The right of usufruct shall be established in favor of and to the name of Privatization Administration on the shares of A Group with all rights appertaining thereto unless otherwise decided by Supreme Board of Privatization. All voting rights on the shares of A Group shall be exercised by the holder of usufruct. ("usufruct")	before or a new ceiling after obtaining the permission of Capital Market Board. Should such an empowerment cannot be obtained, company shall be deemed to be removed from registered capital system. Board of Directors is authorized to limit rights of shareholder to acquire new share certificates and issue share certificates above their nominal values, provided that it is not contrary to the provisions of Turkish Commercial Code and Capital Market Law. Each share certificate has a 1 voting right. The issued capital of the company is TRY 3,500,000,000.00 (three billion five hundred million Turkish Liras) and all paid-in. This capital consists of 350,000,000,000 (three hundred fifty billion) share certificates, each with a par value of 1 Kr (one Kuruş). Shares representing the capital are monitored on records within the framework of registration principles. This capital is divided into shares Group A and Group B. 1 (one) share of certificate, issued to the bearer amounting to 1 Kr (one Kuruş) is A group and 349,999,999,999 (three hundred forty nine billion nine hundred ninety nine million nine hundred ninety nine thousand nine hundred ninety nine) share of certificates amounting to 3,499,999,999.99 (three billion four hundred ninety nine million nine hundred ninety nine thousand nine hundred ninety nine Turkish Liras, ninety nine Kuruş) is B Group. The right of usufruct shall be established in favor of and to the name of Privatization Administration on the shares of A Group with all rights appertaining thereto unless otherwise decided by Supreme Board of Privatization. All voting rights on the shares of A Group shall be exercised by the holder of usufruct. ("usufruct")
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PROXY FORM

Ereğli Demir ve Çelik Fabrikaları T.A.Ş.

I appointwho is introduced in detail below as a proxy so as to be authorized to represent me, to vote, to make proposal and to sign the necessary documents in line with the views I have specified below, at the General Assembly meeting of Ereğli Demir ve Çelik Fabrikaları T.A.Ş. to be held on the 31st of March, 2017 at 14:00 on Friday in the Ballroom on the Floor: B2 of Radisson Blu Hotel, Istanbul Asia, located at the address Atatürk Mahallesi Yakut Caddesi No: 10 Ataşehir/Istanbul.

Proxy's (*);

Name Surname/Business Name:

TR Identity No/Tax No, Trade Register and Number and MERSİS (Central Registration system) number:

(*) For foreign proxies, submitting the equivalents of the information mentioned, if available, is mandatory.

A) SCOPE OF POWER OF ATTORNEY

For the sections 1 and 2 given below, the scope of power of attorney should be specified by selecting one of the options (a), (b) or (c)

1. Regarding the Subjects Included in the Agenda of the General Assembly;

a) Proxy is authorized to vote according to his own view.

b) Proxy is authorized to vote according to the proposals of the management of partnership.

c) Proxy is authorized to vote according to the instructions specified in the table given below.

Instructions:

Are given by marking one of the options (accept or refuse) given in front of the general assembly agenda article regarding the instructions specific to the agenda article in case of the selection of the option (c) by a shareholder, and by stating the counter-statement, if any, requested to be written on the minutes of general assembly in case of the selection of the option refuse.

Agenda Articles (*)	Accept	Refuse	Counter Statement
1. Opening, Formation of the General Assembly Meeting Chairmanship and Stand in Silence			
2. The Authorization of Meeting Chairmanship for Signing of the Meeting Minutes and Other Documents			
3. Reading and Discussion of the 2016 Board of Directors' Annual Activity Report			
4. Reading of the 2016 Independent Audit Report			
5. Reading, Discussion, Submission to Voting and Resolving the Balance Sheet and Profit & Loss Accounts Separately for the Financial Year of 2016			
6. Discussion, Submission to Voting and Resolving the Acquittal of Members of the Board of Directors Separately for the Financial Year of 2016			
7. Discussion, Submission to Voting and Resolving the Proposal of Board of Directors for the Distribution of Profit for the Year 2016 and Dividend Payment Date			
8. Discussion, Submission to Voting and Resolving the Determination of the Number of the Board Members, Their Term of Office and Election of the Board Members in Accordance with the Legislation Provisions			
9. Discussion, Submission to Voting and Resolving the Remuneration of the Members of Board of Directors			
10. 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			
11. 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 2017 in Accordance with the Turkish Commercial Code and Capital Market Law			
12. Discussion, Submission to Voting and Resolving the Amendment of the Article 5 in the Articles of Association for Company's Registered and Announced Head Office Address and Amendment of the Article 7 for the Authorizing the Board of Directors for the Extension of the Period of Validity of the Registered Capital Ceiling of TRY 7,000,000,000 so as to Cover the Period of 2017-2021 (5 Years)			



13. Informing the General Assembly on Guarantee, Pledge and Mortgages Granted in Favor of the Third Parties and of Any Benefits or Income thereof			
14. Informing the General Assembly Regarding the Donations and Contributions Made in 2016 and Submission to Voting and Resolving the Limit of Donations to be Made in 2017			
15. Closing			

(*) Subjects included in the General Assembly agenda are sorted individually. If there is a separate draft resolution for minority, it is also specified in order to ensure voting by proxy.

2. Special instruction regarding other issues which may arise during the General Assembly meeting and especially exercising minority rights:

- a) Proxy is authorized to vote according to his own view.
- b) Proxy does not have a representative authority for these subjects.
- c) Proxy is authorized to vote according to the special instructions shown below.

SPECIAL INSTRUCTIONS; Special instructions, if any, to be given to a proxy by a shareholder are stated here.

B) A shareholder specifies the shares which he wants the proxy to represent by selecting one of the options below.

1. I confirm the representation of my shares detailed below by the proxy.

- a) Composition and series:*
- b) Number/Group: **
- c) Quantity-Nominal value:
- ç) Whether it is a share with a voting power or not:
- d) Whether it is a bearer share or a registered share:*
- e) Total shares owned by the shareholder/voting rights

* This information is not requested for shares monitored under the registry of CRA / MKK

** For shares monitored under the registry of CRA / MKK, instead of a number, information related with the group shall be included.

2. I confirm the representation of all of my shares included in the list prepared by CRA / MKK one day before the general assembly regarding the shareholders who could attend the general assembly by the proxy.

NAME SURNAME OR TITLE OF SHAREHOLDER (*)

TR Identity No/Tax No, Trade Register and Number and MERSİS (Central Registration system) number:

Address:

(*) For foreign proxies, submitting the equivalents of the information mentioned, if available, is mandatory.

(SIGNATURE)