

**İSKENDURUN DEMİR VE ÇELİK  
ANONİM ŞİRKETİ  
SHAREHOLDERS ORDINARY GENERAL ASSEMBLY MEETING  
MEETING MINUTES**

|                                |                                                                                                                                             |
|--------------------------------|---------------------------------------------------------------------------------------------------------------------------------------------|
| <b>Meeting No</b>              | <b>: 30</b>                                                                                                                                 |
| <b>Meeting Date</b>            | <b>: July 14, 2020 – Time: 10.00</b>                                                                                                        |
| <b>Meeting Place</b>           | <b>: The Head Office of OYAK Maden<br/>Metalürji Group Conference Hall,<br/>Barbaros Mahallesi Ardiç Sokak<br/>No: 6 Ataşehir/İstanbul</b>  |
| <b>Chairman</b>                | <b>: Erdemir Madencilik Sanayi ve Ticaret<br/>A.Ş. (Representative: Toker ÖZCAN)<br/>Deputy Chairman of the Board and Managing Director</b> |
| <b>Record Clerk</b>            | <b>: Kemal Haluk ERUYGUR<br/>OYAK Legal Advisor</b>                                                                                         |
| <b>Vote Collector</b>          | <b>: Buğrahan ELDELEKLİ<br/>Group Legal Director</b>                                                                                        |
| <b>Ministry Representative</b> | <b>: Şafak YERLİ</b>                                                                                                                        |

Ordinary meeting of 2019 of İskenderun Demir ve Çelik A.Ş. Shareholders General Assembly; within the frame of the relevant regulations and the provisions of the articles of association, at the place and time shown above, under the presidency of the Company's Deputy Chairman of the Board and Managing Director Erdemir Madencilik Sanayi ve Ticaret A.Ş. (Representative: Toker ÖZCAN) and in trust of the Ministry Representative Şafak YERLİ who was assigned with the writings of Istanbul Governorship Provincial Directorate of Trade dated 13.07.2020 and with number 00055797799, 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 22 June 2020 dated and 10102 numbered issue of the Turkish Commercial Registry Gazette, on company's corporate web site ([www.isdemir.com.tr](http://www.isdemir.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 51.248.791 shares which represent the capital of TRY 512.487,91 as principle, 275.132.563.316 shares which represent the capital of TRY 2.751.325.633,16 as representative, totally 276.626.443.307 shares which represent TRY 2.766.264.433,07 and 1.442.631.200 shares which represent the depositors of TRY 14.426.312 as representative are present herein this meeting,
- Deputy Chairman of the Board and Managing Director Erdemir Madencilik Sanayi ve Ticaret A.Ş. (Representative: Toker ÖZCAN, Republic of Turkey ID No: ), Board Member of Erdemir Mühendislik Yönetim ve Danışmanlık Hizmetleri A.Ş. (Representative: Güliz KAYA, Rep. of Turkey ID No: ) with the Company Auditor DRT Bağımsız Denetim ve Serbest Muhasebeci Mali Müşavirlik A.Ş. (A member firm of Deloitte Touche Tohmatsu) representative Osman ARSLAN with Rep. of Turkey ID No: were present in the meeting,

**Also determined and confirmed by the Ministry Representative, the meeting was opened by the Deputy Chairman of the Board and Managing Director Erdemir Madencilik Sanayi ve Ticaret A.Ş. (Representative: Toker ÖZCAN).**

- 1- In the first article of the agenda about **Opening, Formation of the General Assembly Meeting Chairmanship**; as required by the 24<sup>th</sup> article of the Articles of Association with the 7<sup>th</sup> 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 Erdemir Madencilik Sanayi ve Ticaret A.Ş. (Representative: Toker ÖZCAN) and by the Chairman of the Meeting, OYAK Legal Advisor Kemal Haluk ERUYGUR for Record Clerk, Group Legal Director Buğrahan ELDELEKLİ for the Vote Collector, were assigned.
- 2- In the second article of the agenda about **The Authorization of Meeting Chairmanship for Signing of the Meeting Minutes and Other Documents**; it was with 276.626.443.307 votes accepted unanimously to authorize the constituted Presidency of the Meeting for signing the meeting minutes herein of this meeting and other documents on behalf of those who are present.
- 3- In the third article of the agenda about **Reading and Discussion of the 2019 Board of Directors' Annual Activity Report**; since the activity report was presented to the shareholders before the meeting and given to the shareholders who requested for, the subject that there was no need to read it again was submitted for the General Assembly's approval and decided with 276.626.443.307 votes accepted unanimously.

Since there was no request to speak about the Annual Report, the agenda item was followed.

- 4- In the fourth article of the agenda about **Reading of the 2019 Independent Audit Report**; since Independent Audit Report was presented to the shareholders before the meeting and given to the shareholders who requested for, the subject that there was no need to read it again was submitted for the General Assembly's approval and decided with 276.626.443.307 votes accepted unanimously.
- 5- In the fifth article of the agenda about **Reading, Discussion, Submission to Voting and Resolving the Balance Sheet and Profit & Loss Accounts Separately for the Financial Year of 2019**; since the Balance-Sheet and the Profit and Loss Accounts for the year 2019 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 with 276.626.443.307 votes accepted unanimously. Since there was nobody who asked to speak about the subject, the confirmation of the Balance-Sheet and the Profit and Loss Accounts of the year 2019 were submitted to the vote of the General Assembly and as result of the voting, it was decided to accept the Balance-Sheet and the Profit and Loss accounts with 276.626.443.307 votes accepted unanimously.
- 6- In the sixth article of the agenda about **Discussion, Submission to Voting and Resolving the Acquittal of Members of the Board of Directors Separately for the Financial Year of 2019**; 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 276.626.443.307 votes. The Members of the Board did not vote for their own quittances.
- 7- In the seventh article of the agenda about **Discussion, Submission to Voting and Resolving the Proposal of Board of Directors for the Distribution of Profit for the Year 2019 and Dividend Payment Date**; following the reading of the Board's offer dated 14.07.2020 about dividing and distributing the profit of the year 2019, one of the shareholders, Erkan HAYDAROĞLU, asked a question "Is there a possibility that the rest of the profit restricted by the law will be distributed?" which was answered by the Chairman of the Meeting as "no decision has been taken on this matter yet, but there may always be a possibility". As result of

voting of the offer, being in the direction of the decision of the Company's Board dated 19.06.2020 and with number 594, with 276.626.443.307 votes unanimously accepted that;

It is understood that the company's activities for the year 2019 were concluded with a TRY 3.036.781.266 net profit according to financial statements prepared in accordance with the provisions of the tax procedure law and TRY 2.155.427.770 net profit according to solo financial statements prepared in accordance with the provisions of the Capital Market Board communiqué numbered II.14.1:

- As a result of reaching the 20% limit of the paid-in capital, in accordance with 519th article of the Turkish Trade Law and provisions of Capital Markets Board, not to allocate general legal reserve fund at a rate of 5% on net profit of the year originated in financial statements of the year 2019 issued in accordance to the Tax Procedure Law,
- to allocate TRY 522.000.000 cash shareholder dividend at a rate of 24,217931% according to the net distributable profit in the financial statements of 2019 prepared according to the CMB regulations, in the provisional article 13 of the Turkish Commercial Code "In equity companies, from the enactment of the provisional article 13 of the Law, until the 30/9/2020, it can be decided to distribute the net profit of 2019 only up to twenty-five percent in cash, and the previous year profits and free reserves cannot be subject to distribution."
- 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 37.700.000 as a general legal reserve.
- TRY1.595.727.770, which is left after the separation of the first appropriation of legal reserves and first dividend to shareholders, will be put aside as an extraordinary reserves,
- To determine the dividend payment as lump sum and the profit distribution date as 16 July 2020.

8- In the eighth article of the agenda about **Discussion, Submission to Voting and Resolving the Determination of the Election and Term of Office of the Independent Board Members in Accordance with the Legislation Provisions;** following the reading of the offer which was given by the Representative of Ereğli Demir ve Çelik Fabrikaları T.A.Ş. Emre ÇETİN offer submitted for the approval of the General Assembly and as result of the voting performed and according to the provisions of the 9th and the 10th articles of the Articles of Association;

- To be elected to serve as an Independent Board Member for 1 year;
- Yunus ARINCI Rep. of Turkey ID No:
- Ali FİDAN Rep. of Turkey ID No:
- Kurtuluş Bedri VAROĞLU Rep. of Turkey ID No:

It was decided by a majority of votes with 276.620.822.507 votes accepting against 5.620.800 votes rejecting.

9- In the ninth article of the agenda about **Discussion, Submission to Voting and Resolving the Remuneration of the Members of Board of Directors;** the offer which was given by the Representative of Ereğli Demir ve Çelik Fabrikaları T.A.Ş. Emre ÇETİN was read and since there was no other offer, offer was submitted for the approval of the General Assembly and being in the direction of the offer it was decided by majority of votes with 275.219.504.807 votes accepting against 1.406.938.500 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 TRY 4.450 net monthly (in the beginning of the relevant month, in advance), and to determine the wage to be paid to the Independent Members of the Board to be TRY 9.800 net monthly (in the beginning of the relevant month, in advance) and the new wages to be put into

practice from the date 01.08.2020.

- 10-** In the tenth article of the agenda about **Submission to Voting and Resolving for Granting Authority to the Members of the Board of Directors in Accordance with Article 395 and Article 396 of the Turkish Commercial Code**; following the offer given by the Representative of Ereğli Demir ve Çelik Fabrikaları T.A.Ş. Emre ÇETİN, within the frame of the 395<sup>th</sup> and the 396<sup>th</sup> 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 276.590.750.607 votes accepting against 35.692.700 votes rejecting to give permissions which are mentioned in the 395<sup>th</sup> and 396<sup>th</sup> articles of the Turkish Commercial Law for the Board Members that the company and the board members can do business both on behalf of themselves and others, take action for a kind of commercial affair which falls into the subject of operation of the company on their own or other's account and become a partner of which the responsibility is unlimited of a company which deals with the same kind of business as of the company.
- 11-** In the eleventh article of the agenda about **Discussion, Submission to Voting and Resolving the Proposal of Board of Directors for the Election of an Independent External Auditor for Auditing of Company's Accounts and Transactions for 2020 in Accordance with the Turkish Commercial Code and Capital Market Law**; following the reading of the offer of the Board dated 14.07.2020 in the direction of the decision of the Board dated 19.06.2020 with number 591, as result of the voting performed, it was decided by majority of votes with 276.111.511.507 votes accepting against 514.931.800 votes rejecting to totally accept the offer and within the frame of the relevant provisions of the Turkish Commercial Code and the Capital Market Law, İskenderun Demir ve Çelik A.Ş. to select DRT Bağımsız Denetim ve Serbest Muhasebeci Mali Müşavirlik Anonim Şirketi (A Member of Deloitte Touche Tohmatsu) (Mersis No: 0291001097600016, Trade Registry Number: 304099, Tax Identification Number: 291 001 0976) whose office is at Eski Büyükdere Caddesi Maslak Mahallesi No:1 Maslak No1 Plaza Maslak 34398 Sarıyer/İstanbul for the independent external audit services for the year 2020.
- 12-** In the twelfth article of the agenda about **Informing the General Assembly on Guarantee, Pledge and Mortgages Granted in Favor of the Third Parties and of Any Benefits or Income thereof**; information about the subjects below was received from the informing writing of the Board dated 14.07.2020 in the direction of the decision of the Board dated 19.06.2020 with number 592; General Assembly was informed that the Company has given a guarantee of 34.353.631 TL on behalf of its own legal personality in 2019, and has no collateral pledges, mortgages and surety in favor of other third parties for joint venture partnership and ordinary commercial activities, and there are no revenues and benefits from them.
- 13-** In the thirteenth article of the agenda about **Informing the General Assembly Regarding the Donations and Contributions Made in 2019 and Submission to Voting and Resolving the Limit of Donations to be Made between 01.01.2020-31.12.2020**; from the informing writing of the Board dated 14.07.2020 in the direction of the decision of the Board dated 19.06.2020 with number 593;

|                                                                               | 2019<br>TRY | 2018<br>TRY |
|-------------------------------------------------------------------------------|-------------|-------------|
| A- Cooperation Activities Developed with Public Institutions and Foundations  | 657.722     | 771.694     |
| B- Training and Teaching Activities                                           | 984.619     | 1.194.003   |
| C- Voluntary Works and Cooperation Activities Realized Intended for Charities | 148.902     | 251.470     |

|                                                                                                         |                  |                  |
|---------------------------------------------------------------------------------------------------------|------------------|------------------|
| D- Cooperation Activities Realized with Charitable Foundations, Associations, Chambers and Institutions | 60.595           | 56.219           |
| E- Sporting Activities                                                                                  | 14.645           | 68.622           |
| F- Cultural and Artistic Activities                                                                     | 44.353           | 10.778           |
| G- Health and Support Activities on Financial Matters                                                   | 886              | 16.100           |
| <b>TOTAL</b>                                                                                            | <b>1.911.722</b> | <b>2.368.886</b> |

As it is shown, information has given to the General Assembly that within the year 2019, TRY 1.911.722 donation and aid has been made totally and the determined upper limit has not been exceeded. As result of the voting about the donations and aids which will be made between 01.01.2020-31.12.2020, it was decided to accept the offer by majority of votes with 275.183.812.107 votes accepting against 1.442.631.200 votes rejecting and to bring an upper limit to the total of donations which the company shall make between 01.01.2020-31.12.2020 and this upper limit shall be 0,05% (five per ten thousand) of the Company's 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 Erdemir Madencilik Sanayi ve Ticaret A.Ş. (Representative: Toker ÖZCAN).

Chairman of the Meeting

Ministry Representative

Erdemir Madencilik Sanayi ve Ticaret A.Ş.  
(Representative: Toker ÖZCAN)

Şafak YERLİ

Vote Collector

Record Clerk

Buğrahan ELDELEKLİ

Kemal Haluk ERUYGUR