

**KARDEMİR
KARABÜK DEMİR ÇELİK SANAYİ VE TİCARET A.Ş.**

Our Ordinary General Assembly Meeting is decided by our Board of Directors to be held so as to discuss the written subjects in the agenda stated below on **April 2nd, 2019 Tuesday at 2:00 pm** at Kardemir Education and Culture Centre - KARABÜK

In accordance with Turkish Trade Law 6102, article 415, paragraph 4 and the Capital Markets Law article 30, paragraph 1, in order to attend the General assembly and vote, shares do not need to be subjected to blockage. Shareholders, whose names are on the list of attendants which is prepared by the Board of Directors based on the 'Shareholders List' taken via Central Securities Depository, can attend the General Assembly. Shareholders, whose names are on the General Assembly Shareholders List taken via Central Securities Depository, can attend the meeting in person with their identity proof.

As per the Article 1527 of Turkish Commercial Code No.6102, our shareholders can participate in the General Assembly and vote either personally or in an electronic environment. Those Shareholders or proxies who would like to participate the meeting electronically 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 Incorporated Companies" published in the Official Gazette dated 29th of August 2012 and No.28396. Otherwise, they shall not be able to participate in the meetings.

Shareholders who are unable to attend the meeting in person shall prepare their Proxy documents as per the below sample form and shall submit the Company the notarized proxy documents issued in accordance with the requirements of the Communiqué No. II-30.1, Use of Proxy Vote and Proxy Collection through Initiation, enacted on 24 December 2013 and published in Official Gazette No. 28861.

The Attorneys of the corporate institutions and the bodies must bring their Authorization Certificate.

Our Company's Consolidated Financial Statements, Independent External Auditing Report and Board of Directors Activity Report, in respect of the fiscal year 2018, will be ready for our shareholders' attention on the company headquarter as well as the web site (www.kardemir.com) 21 days before the meeting date.

BOARD OF DIRECTORS

AGENDA

:

1. Opening, formation of the General Assembly Meeting Chairmanship (Presidential).
2. The Authorization of Meeting Chairmanship (Presidential) for signing of the Meeting Minutes,
3. Reading and discussion of the 2018 Board of Directors' Annual Activity Report,
4. Reading, discussion and submission to Voting the Consolidated Financial Statements and the Independent Auditing Report which are prepared in accordance with the Capital Market Board's Communiqué on Principles of Financial Reporting in Capital Markets no. II-14.1,
5. Approval of the General Assembly the change of the Board membership executed in accordance with the Article 363 of the Turkish Commercial Code,
6. Informing the General Assembly in accordance with the Clause 1.3.6. of Capital Market Board's Communiqué on Corporate Governance which published on Official Gazette dated January 3, 2014 No:28871,
7. Acquittal of Members of the Board of Directors separately for the Fiscal Year 2018's operations,
8. Informing the General Assembly about the joint action and the other related cases regarding to the granted authorities by the Members of the Board of Directors in Accordance with Article 395 and Article 396 of the Turkish Commercial Code (including the granted authorities in accordance with the Article 334 and 335 under the law no 6762) and submitting all the granted authorities since 2011, in accordance with the articles 334 and 335 of law 6762 as well as the articles 395 and 396 of law 6102, for General Assembly's approval in order to granting them again retroactively (backward).
9. Granting authorization to the Board Members on the fulfillment of the written transactions pursuant to Article 395 and 396 of the Turkish Commercial Code
10. Discussion and Resolving the Proposal of Board of Directors for the Distribution of Profit for the Fiscal Year 2018
11. Informing the General Assembly Regarding the donations and Ccontribution made in 2018 and resolving the limit of donations to be made in 2019,
12. Informing the General Assembly on Guarantee, Pledge and Mortgages granted in favor of the third parties,
13. Resolving the Remuneration of the Members of Board of Directors,
14. Informing the General Assembly About the Operations Realized in 2018 with the Shareholders who grant the first option right according to our current Sales Procedure,
15. Choosing the Independent Auditing Firm,
16. Informing about share buyback.
17. Closing.

**PROXY FORM FOR THE ORDINARY GENERAL
ASSEMBLYMEETING**

KARDEMİR KARABÜK DEMİR ÇELİK SAN VE TİC A.Ş.

I hereby appoint.....as my proxy authorized to represent me, to vote and make proposals in line with the views I express herein below and sign the required papers at the Ordinary General Assembly of KARDEMİR Karabük Demir Çelik San. ve Tic. A.Ş. that will convene on **April 2nd, 2019 Tuesday at 2:00 pm** at the address Kardemir Eğitim ve Kültür Merkezi - KARABÜK.

The Attorney's(*):

Name Surname/ Trade Name:

TR İD Number/Tax İD Number, Trade Registerand Numberand MERSIS (Central Registration System) Number:

(*) Foreign attorneys should submit the equivalent Information mentioned above.

SCOPE OF REPRESENTATIVE POWER

The scope of representative power should be defined after choosing one of the options (a), (b) or (c) in the following sections 1 and 2.

1. About the agenda items of General Assembly:

- a) The attorney is authorized to vote according to his/her opinion.
- b) The attorney is authorized to vote on proposals of the attorney partnership management.
- c) The attorney is authorized to vote in accordance with the following instructions stated in the table.

Instructions:

In the event that the shareholder chooses the (c) option, the shareholder should mark "Accept" or "Reject" box and if the shareholder marks the "Reject" box, then he/she should write the dissenting opinion to be noted down in the minutes of the General Assembly.

Agenda Items	Accept	Reject	Dissenting Opinion
1. Opening, Formation of the General Assembly Meeting Chairmanship,			
2. The Authorization of Meeting Chairmanship for Signing of the Meeting Minutes,			
3. Reading and Discussion of the 2018 Board of Directors' Annual Activity Report,			
4. Sermaye Reading, Discussion and Submission to Voting the Consolidated Financial Statements and the Independent Auditing Report which are prepared in accordance with the Capital Market Board's Communiqué on Principles of Financial Reporting in Capital Markets no. II-14.1,			
5. Approval of the General Assembly the change of the Board membership executed in accordance with the Article 363 of the Turkish Commercial Code,			

6.Informing the General Assembly for the Fullness of the Clause 1.3.6. of Capital Market Board's Communiqué on Corporate Governance Which Published on Official Gazette Dated January 3, 2014 No:28871,			
7.Acquittal of Members of the Board of Directors Separately for the Fiscal Year 2018,			
8. Informing the General Assembly about the joint action and the other related cases regarding to the granted authorities by the Members of the Board of Directors in Accordance with Article 395 and Article 396 of the Turkish Commercial Code (including the granted authorities in accordance with the Article 334 and 335 under the law no 6762) and submitting all the granted authorities since 2011, in accordance with the articles 334 and 335 of law 6762 as well as the articles 395 and 396 of law 6102, for General Assembly's approval in order to granting them again retroactively .			
9. Granting authorization to the Board Members on the fulfillment of the written transactions pursuant to Article 395 and 396 of the Turkish Commercial Code			
10.Discussion and Resolving the Proposal of Board of Directors for the Distribution of Profit for the Fiscal Year 2018			
11.Informing the General assembly Regarding the Donations and Contributions Made in 2018 and Resolving the Limit of Donations to be Made in 2019,			
12. Informing the General Assembly on Guarantee, Pledge and Mortgages Granted In Favor of the Third Parties,			
13.Resolving the Remuneration of the Members of Board of Directors, 14.Informing the General Assembly About the Operations Realized in 2018 with the Shareholders Who Grant the First Option Right According to Our Current Sales Procedure, 15.Choosing the Independent Auditing Firm, 16.Informing about share buyback 17. Closing.			

(*) If the minority has another draft resolution, necessary arrangements should be made to enable them vote by proxy.

2. Special instruction related to other issues that may come up during General Assembly meeting and rights of minority:

- a) The attorney is authorized to vote according to his/her opinion.
- b) The attorney is not authorized to vote in these matters.
- c) The attorney is authorized to vote for agenda items in accordance with the following instructions:

SPECIAL INSTRUCTIONS: The special instructions (if there is any) to be given by the shareholder to the attorney are stated herein.

B. The shareholder specifies the shares to be represented by the attorney by choosing one of the following.

1. I hereby confirm that the attorney represents the shares specified in detail as follows:

- a) Order and Serial(*)
- b) Number/ Group (**)
- c) Amount-Nominal Value
- d) Share with voting power or not
- e) Bearer-Registered(*)
- f) Ratio of the total shares/voting rights of the shareholder

*Such information is not required for the shares which are followed up electronically.

**For the shares which are followed up electronically, information related to the group will be given instead of numbers.

2. I hereby confirm that the attorney represents all my shares on the list, prepared by MKK (Central Registry Agency) the day before the Meeting, concerning the shareholders who could attend the General Assembly Meeting.

NAME SURNAME OR TITLE OF THE SHAREHOLDER (*)

TR ID Number/Tax ID Number, Trade Register and Number and MERSIS (Central Registration System) Number:

Address:

(*) Foreign attorneys should submit the equivalent information mentioned above.

SIGNATURE