

PROXY FORM

FOR THE ORDINARY GENERAL ASSEMBLY MEETING OF

KOCAER ÇELİK SANAYİ VE TİCARET ANONİM ŞİRKETİ TO BE HELD ON APRIL 25, 2023

I hereby appoint _____, whose particulars are given below in detail, as my Proxy to represent me, vote, make proposals and to sign necessary documents at the Ordinary General Meeting of Kocaer Çelik Sanayi ve Ticaret A.Ş. for the Year 2022 to be held on Tuesday, April 25, 2023, at 10:00 AM at Denizli Nortpoint Hotel, Fevzi Çakmak Bulvarı No:129/Denizli

Proxy(*);

Name Surname/Trade Title:

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

(*) Foreign proxies of foreign nationality, it is obligatory to submit the aforementioned information, if any, its equivalents.

SCOPE OF AUTHORITY TO REPRESENT

For the sections 1 and 2 given below, one of the options (a), (b) or (c) should be chosen to determine the scope of the representation authority.

About the Matters Included in the Agenda of the 1st General Assembly;

- a) The proxy is authorized to vote in line with his/her own opinion.
- b) The proxy is authorized to vote in line with the proposals of the partnership management.
- c) The proxy is authorized to vote in line with the instructions given in the table below.

Instructions:

In the event that the shareholder chooses option (c), 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 (*)	Acceptance	Rejection	Dissent
1. Opening and formation of the Presidential and Authorization of the Presidential Board to sign the Ordinary General Assembly Meeting Minutes;			
2. Reading and discussing the Board of Directors' Activity Report for the year 2022,			
3. Reading the Independent Audit Report prepared by the Independent Audit Firm for the year 2022,			
4. Reading, discussing, and approving the financial statements for the 2022 accounting period,			
5. Release of the members of the Board of Directors separately for their activities in 2022,			

6. Determining the use of 2022 profit, dividend distribution and dividend distribution ratios,			
7. Determining and deciding on all kinds of remuneration such as wages and attendance fees of the members of the board of directors in accordance with the Company's Remuneration Policy,			
8. Election of Independent Board Members in order to comply with Corporate Governance Principles,			
9. Discussing and deciding on the proposal of the Board of Directors regarding the selection of an Independent Auditing Firm for the audit of accounts and transactions for the year 2023 in accordance with the Turkish Commercial Code and the Capital Markets Law,			
10. In accordance with the Turkish Commercial Code and Capital Markets Board regulations; Informing the shareholders about the income or benefits obtained from the guarantees, pledges, mortgages and sureties given in favor of third parties in 2022 by the Company and its subsidiaries,			
11. Informing and discussing the "Remuneration Policy" determined for the members of the Board of Directors and senior executives in accordance with the regulations of the Capital Markets Board,			
12. Discussing and approving the "Dividend Distribution Policy" created in accordance with the Capital Markets Board regulations,			
13. Giving information and discussing the "Disclosure Policy" established in accordance with the Capital Markets Board regulations,			
14. Discussing and approving the "Donations and Aid Policy" created in accordance with the Capital Markets Board regulations,			
15. Pursuant to the decision of the Capital Markets Board's Decision Body dated 09/02/2023 and numbered 8/174, approving the decision of the Board of Directors dated 15.02.2023 regarding the donations and aid made in relation to the earthquakes that occurred on 06.02.2023, the epicenter of which was Kahramanmaraş and affected 10 provinces.			
16. Providing information about the donations and aids made by the Company in 2022 in accordance with the Corporate Governance Principles and determining the upper limit for donations and aids to be made in the remainder of the year 2023,			
17. Informing the shareholders about the important transactions that may cause conflict of interest in 2022 in accordance with the principle number 1.3.6 of the Corporate Governance Principles,			
18. Discussing and submitting for approval the draft amendment of the Articles of Association, which is prepared and attached to amend the Articles 3, titled			

"Purpose and Subject", and Article 20, titled "Donations", of the Company's Articles of Association,			
19. Allowing the Members of the Board of Directors to carry out the transactions found under Articles 395 and 396 of the Turkish Commercial Code,			
20. Wishes and Comments.			

(*) Information articles are not voted.

If the minority has a separate draft resolution, this is also indicated separately to ensure voting by proxy.

2. Special instruction on other issues that may arise at the General Assembly meeting and especially on the use of minority rights:

- a) The proxy is authorized to vote in line with his/her own opinion.
- b) The proxy is authorized to vote in line with the proposals of the partnership management.
- c) The proxy is authorized to vote in line with the instructions given in the table below.

SPECIAL INSTRUCTIONS; Special instructions, if any, to be given by the shareholder to the attorney are specified here.

B) The shareholder chooses one of the options below and specifies the shares he wants the proxy to represent.

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

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

*This information is not requested for the dematerialized shares.

**For the dematerialized shares, information about the group, if any, will be given instead of the number.

2. I approve the representation by the proxy of all of my shares in the list of shareholders who can attend the general assembly prepared by MKK one day before the day of the General Assembly.

Name Surname or Title of Shareholder (*):

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

Trade Registry and Number:

MERSIS number:

Address:

(*) For foreign shareholders, it is obligatory to submit the aforementioned information, if any, its equivalents.

[Signature]