

**POWER OF ATTORNEY**  
İskenderun Demir ve Çelik A.Ş.

I hereby appoint ....., who is introduced in detail below, as my proxy being authorized to represent me in line with the following powers, to vote, to make proposals and sign any necessary documents at the ordinary general assembly meeting of İskenderun Demir ve Çelik A.Ş. to be held at Radisson Blu Hotel, İstanbul Asia floor: B2 Ballroom located at Atatürk Mahallesi Yakut Caddesi No: 10 Ataşehir/İstanbul on 29<sup>th</sup> March 2018, Thursday at 13:30 p.m.

Proxy's (\*):

Name and Surname/trade Title:

TR ID No/Tax ID No., Trade Registry and trade register Number and MERSIS Number:

(\* Equivalent information shall be submitted, if available, for foreign citizen proxies.

**A) SCOPE OF THE POWER OF ATTORNEY**

For the sections 1 and 2 below, one of the choices of (a), (b) or (c) shall be taken to define the scope of power of attorney.

1. About the subjects listed in the Agenda of the General Assembly;

- a) Proxy is authorized to vote in his own discretion.
- b) Proxy is authorized to vote in line with the proposals of the partnership management.
- c) Proxy is authorized to vote in line with the instructions explained in the table below.

**Instructions:**

In the event the shareholder chooses option (c); instructions related to the agenda article are given by marking one of the choices (accept or reject) given under the relevant agenda article and if chooses to reject he will do so by adding his dissenting opinion, if any, in the minutes of the General Assembly

Agenda Items (*)	Accept	Reject	Dissenting Opinion
1- opening and constitution of the meeting chairmanship and stand silent			
2- authorizing the meeting chair for signing of the general assembly meeting minutes and other documents			
3- reading and discussion of activity report of board of directors for 2017 accounting year			
4- reading and discussion of independent audit report for year 2017			
5- reading, discussion and approval of statement of financial position, profit and loss accounts for 2017 accounting year separately; submitting to voting and making decision about this matter;			
6- discussion of acquittal of members of board of directors one by one for 2017 accounting year; submitting to voting and making decision about this matter;			
7- discussion of proposal of board of directors regarding the distribution of profit for year 2017 and of profit distribution dates, submitting to voting and making decision about this matter;			
8- voting of determination of numbers of members of board of directors, election for members of board of directors and determination of term of their office and making decision about this matter;			
9- discussion of determination of wages of members of board of directors, submitting it to voting and making decision about this matter.			

10- voting for giving permission to members of board of directors of the company to make business which are specified in 395 <sup>th</sup> and 396 <sup>th</sup> articles of Turkish Commercial Code and making decision about this matter			
11- Discussion of proposal of board of directors for selection of independent external audit corporation for audit of Account and Transactions of the company for year 2018 in accordance with Turkish Commercial Code and Capital Market Law, submitting it to voting and making decision about this matter.			
12- submitting information to general assembly related to guarantee, pledge, mortgage and surety given in favor of third persons and incomes and interests acquired.			
13- giving information to general assembly related to donations and aid made in 2017 and discussion of proposal of board of directors for determining the top limit of donation amount for 2018, submitting it to voting and making decision about this matter;			
14- closing.			

(\*) The matters specified in agenda of the general assembly are sequenced one by one. If the minority has a separate draft resolution, this shall be separately mentioned to ensure voting by proxy.

2. Special instruction in relation with any other issues to be arisen during the General Assembly meeting and use of minority rights in particular:

- a) Proxy is authorized to vote in his/her own discretion.
- b) Proxy is not authorized to vote for these topics.
- c) Proxy is authorized to vote in line with the special instructions below.

SPECIAL INSTRUCTIONS: Special instructions, if any, to the proxy to be given by the shareholder shall be mentioned in this section.

**B) The shareholder chooses one of the choices below and specified the shares that he wants from proxy to represent for.**

1. I herewith confirm that my shares which details are mentioned below shall be represented by my proxy.

- a) Classification and serial:\*
- b) Number/group: \*\*
- c) Quantity-nominal value:
- ç) Whether there is privilege in the vote:
- d) Whether it is bearer or registered share certificate:
- e) Its proportion to total shares/vote rights owned by the shareholder:

\* Such information is not requested for those shares that are tracked on registers.

\*\* Information about the group shall be given, if available, instead of number for those shares that are tracked on registers.

2. I herewith confirm representation by the proxy of all my shares listed in the list of shareholders eligible to attend the general assembly meeting issued by Central Registry Agency one day before the date of the General Assembly meeting.

SHAREHOLDER'S NAME/SURNAME or TITLE (\*)

TR ID No/Tax ID No., Trade Registry and Trade Register number and MERSIS Number:

Address:

(\*) Equivalent information shall be submitted, if available, for foreign citizen proxies.

SIGNATURE