

**INVITATION FOR ORDINARY SHAREHOLDERS GENERAL ASSEMBLY MEETING
FROM BOARD OF DIRECTORS OF İSKENDERUN DEMİR VE ÇELİK ANONİM ŞİRKETİ**

Ordinary Shareholders General Assembly Meeting of our company shall be made at Radisson Blu Hotel, ballroom located at Atatürk Mahallesi Yakut Caddesi No: 10 Ataşehir/İstanbul on 30th March 2016 Wednesday at 13:30 in order to discuss the agenda mentioned herein above and make necessary decision. (*)

Since number of shareholders of our company exceeded 500; it gained nature of public-offered company and became subjected to legislation of Capital Market in accordance with first clause of 16th article of Capital Market Law. Our board of directors decided by its decision dated 12/01/2015 and no. 333 to apply to Capital Market Board and Borsa İstanbul A.Ş. (Istanbul Stock Exchange) in order İsdemir shares to be traded in Borsa İstanbul A.Ş. Free Trading Platform (newly name Pre-Market Trading Platform). Thus list of attendants shall be prepared according to list of shareholders obtained from Merkezi Kayıt Kuruluşu A.Ş. (Central Registry Agency) if book-recording transactions of the shares representing the capital of our company are completed until date of general assembly meeting; and according to list of shareholders by considering shareholding book of our company if book-recording transactions of the shares representing the capital of our company cannot be completed until date of general assembly meeting; and only the shareholders whose names are mentioned in the list can participate to the general assembly. Shareholders whose names are written in this list can participate physically to ordinary general assembly meeting of our company.

Shareholders of our company can participate to ordinary general assembly meeting personally as well as through their representatives. Shareholders who cannot participate to the meeting personally but shall participate through their proxy must issue their power of attorney in compliance with the sample herein below or obtain sample of power of attorney form from head office of our company or website of the company at www.isdemir.com.tr and submit their power of attorney whose signature is certified by notary public or their power of attorney to which their signature declaration issued before notary public is attached by fulfilling the matters foreseen in "Communique on voting by proxy and getting proxy through call" no. II-30.1 of Capital Market Board.

Regarding the matters to be discussed in ordinary general assembly meeting of our company; agenda of general assembly meeting is balance sheet, profit-loss account, proposal of board of directors for distribution of profit, activity report of board of directors and independent audit report for year 2015 shall be made available for review of our shareholders at Karayılan Mahallesi İskenderun (31319) / HATAY which is head office of the company and in website of the company at www.isdemir.com.tr at least three weeks before date of general assembly meeting.

The circumstance is announced to our esteemed shareholders.

(*) Registered mail shall not be sent to our shareholders for invitation to general assembly meeting in accordance with 29th article of Capital Market Law.

AGENDA

- 1- opening and constitution of the meeting chairmanship and stand silent
- 2- authorizing the meeting chair for signing of the general assembly meeting minutes;
- 3- reading and discussion of activity report of board of directors for year 2015;
- 4- reading and discussion of independent audit report for year 2015
- 5- discussion and approval of balance sheet and profit & loss accounts for 2015 accounting year;
- 6- discussion of acquittal of members of board of directors one by one for 2015 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 2015 accounting year, submitting to voting and making decision about this matter;
- 8- determination of numbers of members of board of directors and making elections for memberships of board of directors in accordance with provisions of articles of association of the company;
- 9- determination of wages of members of board of directors, submitting it to voting and making decision about this matter;
- 10- giving permission to members of board of directors of the company to make business which are specified in 395th and 396th articles of Turkish Commercial Code; submitting it to voting 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 2016 in accordance with Turkish Commercial Code and Capital Market Law, submitting it to voting and making decision about this matter;
- 13- giving information to general assembly related to donations and aids made in 2015 and discussion of proposal of board of directors for determining the top limit of donation amount for 2016, submitting it to voting and making decision about this matter.
- 14- closing.

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, ballroom located at Atatürk Mahallesi Yakut Caddesi No: 10 Ataşehir/İstanbul on 30th March 2016 Wednesday at 13:30

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;			
3- reading and discussion of activity report of board of directors for year 2015;			
4- reading and discussion of independent audit report for year 2015			
5- discussion and approval of balance sheet and profit & loss accounts for 2015 accounting year;			
6- discussion of acquittal of members of board of directors one by one for 2015 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 2015 accounting year, submitting to voting and making decision about this matter;			
8- determination of numbers of members of board of directors and making elections for memberships of board of directors in accordance with provisions of articles of association of the company;			
9- determination of wages of members of board of directors,			

submitting it to voting and making decision about this matter;			
10- giving permission to members of board of directors of the company to make business which are specified in 395 th and 396 th articles of Turkish Commercial Code; submitting it to voting 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 2016 in accordance with Turkish Commercial Code and Capital Market Law, submitting it to voting and making decision about this matter;			
13- giving information to general assembly related to donations and aids made in 2015 and discussion of proposal of board of directors for determining the top limit of donation amount for 2016, 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