

İSKENDERUN DEMİR VE ÇELİK ANONİM ŞİRKETİ
EXTRAORDINARY GENERAL ASSEMBLY MEETING
MEETING MINUTES

Meeting no	: 27
Date of the meeting	: 05 th December 2017 - 11:00 a.m.
Place of the meeting	: Ereğli Demir ve Çelik Fabrikaları T.A.Ş. Head office building floor B1 Academy Hall Barbaros Mahallesi Ardıç Sokak No. 6 Ataşehir – İstanbul
Chairman of the meeting	: Ömer Muzaffer BAKTIR Representative of ATAER Holding A.Ş. Chairman of board of directors and Managing member
Minutes Clerk	: Kemal Haluk ERUYGUR Legal Advisor of OYAK
Vote collector	: Ahmet Türker ANAYURT Representative of Erdemir Çelik Servis Merkezi Sanayi ve Ticaret A.Ş. Member of board of directors
Ministry Representative	: Mücahit GÜNGÖR

Extraordinary general assembly meeting of İskenderun Demir ve Çelik A.Ş. is made at the abovementioned place and time pursuant to provisions of the relevant legislation on Articles of Association of the company under chair of Ömer Muzaffer BAKTIR who is representative of Chairman of Board of directors– Managing director ATAER Holding A.Ş. under supervision of Ministry Representative Mücahit GÜNGÖR who is assigned by letter dated 04/12/2017 and no. 30071529 of İstanbul Governorship Provincial Directorate of Commerce.

The meeting is opened by of Chairman of board of directors and Managing member Ömer Muzaffer BAKTIR, representative of ATAER Holding A.Ş. since it is determined and confirmed by the Ministry Representative

- that the invitation for this extraordinary general assembly meeting is announced in issue dated 10th November 2017 and no. 9449 of Turkish Trade Registry Gazette, corporate website of the company at www.isdemir.com.tr and at e-company portal of Merkezi Kayıt Kuruluşu A.Ş. (Central Registry Agency), place, time and agenda of the meeting and sample of power of attorney is existing in these announcements and all necessary legal transactions are completed in compliance with Turkish Commercial Code and Capital Market Law and Articles of Association of the company.
- that total 276.008.697.098 shares representing the total capital of 2.760.086.970,98 are represented in the meeting upon check of list of attendants as 239.109.782 shares representing the capital of TRY 2.391.097,82 personally and 276.008.697.098 shares representing the capital of TRY 2.757.695.873,16 by proxy, 71.815.800 shares at a value of TRY 718.158 included in the total shares is represented by the entrusted representatives and thus minimum meeting quorum foreseen both in the law and Articles of Association of the Company is available;
- that Chairman of board of directors and Managing member ATAER Holding A.Ş (Representative: Ömer Muzaffer Baktır whose TR identity number is 26573000520), Member of board of directors

Erdemir Çelik Servis Merkezi Sanayi ve Ticaret A.Ş. (Representative: Ahmet Türker ANAYURT whose TR identity number is 11146088302) and Osman ARSLAN (TR identity no. 23582064628) who is representative of company auditor DRT Bağımsız Denetim Ve Serbest Muhasebeci Mali Müşavirlik Anonim Şirketi (A member firm of Deloitte Touche Tohmatsu) attended the meeting.

It is passed to discuss articles of the agenda;

1- In first article of the agenda related to opening and constitution of the meeting chairmanship and stand silent; since chairmanship of the meeting shall be executed by Ömer Muzaffer BAKTIR who is representative of Deputy Chairman of Board of directors– Managing director ATAER Holding A.Ş. in accordance with provisions of 23rd article of Articles of Association of the company and 7th article of General Assembly Internal directive; Kemal Haluk ERUYGUR who is legal Advisor of OYAK has been charged by chairman of the meeting as minutes clerk and Ahmet Türker ANAYURT who is representative of member of board of directors Erdemir Çelik Servis Merkezi Sanayi ve Ticaret A.Ş. as vote collector.

2- In second article of the agenda related to authorizing the meeting chair for signing of the general assembly meeting minutes and other documents; it is unanimously decided to authorize meeting chair which is constituted for signing of the meeting minutes pertaining to this meeting and other documents on behalf of the attendants

3- In third article of the agenda related to discussion of proposal of board of directors regarding the distribution of previous years' profits and extraordinary reserves and of profit distribution dates, submitting to voting and making decision about this matter; proposal dated 05/12/2017 related to distribution of previous years' profits and extraordinary reserves given by the board of directors is read and submitted to the general assembly for approval; and it is unanimously decided

- to distribute TRY 783.000.000 remained after allocation of secondary legal reserve fund of TRY 78.300.000 over previous years' profits and extraordinary reserves of total TRY 861.300.000 foreseen to be distributed as cash dividend, to cover TRY 617.240.434,55 of TRY 861.300.000 foreseen to be distributed from profits of years 2014, 2015 and 2016 and TRY 9.527.115 from extraordinary reserves of the same years, and the remaining TRY 234.532.450,45 from profit of year 2013.
- to determine profit distribution date by board of directors after general assembly meeting by considering cash projection of the company in a manner to realize as lump sum payment until 15/12/2017 at the latest;

provided that it shall be in line with decision dated 08/11/2017 and no. 438 of board of directors of the company.

4- In fourth article of the agenda related to closing; general assembly meeting is closed with expressing of thanks by Ömer Muzaffer BAKTIR who is representative of chairman of the meeting ATAER Holding A.Ş.

(signed)
Chairman of the meeting
ATAER Holding A.Ş.
(Representative: Ömer Muzaffer Baktır)

(signed)
Ministry representative
Mücahit GÜNGÖR

(signed)
Vote collector
Ahmet Türker ANAYURT

(signed)
Minutes Clerk
Kemal Haluk ERUYGUR