

**EREĞLİ DEMİR VE ÇELİK FABRİKALARI
TÜRK ANONİM ŞİRKETİ
SHAREHOLDERS ORDINARY GENERAL ASSEMBLY MEETING
MEETING MINUTES**

Meeting No : 81
Meeting Date : March 26, 2025 – Time: 14.00
Meeting Place : Sheraton Grand İstanbul Ataşehir Hotel – Great Room Salonu, Barbaros Mahallesi Mor Sümbül Sokağı No: 1 Ataşehir/İstanbul
Chairman : OMSAN Lojistik A.Ş.
(Representative: Gürtan DAMAR)
Deputy Chairman of the Board and Executive Director
Record Clerk : Kemal Haluk ERUYGUR
OYAK Legal Advisor
Vote Collector : Buğrahan ELDELEKLİ
Group Legal Director
Ministry Representative : Ayten GÜNEŞ

Ordinary Meeting of 2024 of Ereğli Demir ve Çelik Fabrikaları T.A.Ş. Shareholders General Assembly; within the frame of the relevant regulations and the provisions of the articles of association, at the place and time shown above, under the presidency of the Company's Deputy Chairman of the Board and Executive Director OMSAN Lojistik A.Ş. (Representative: Gürtan DAMAR) and in trust of the Ministry Representative Ayten GÜNEŞ who was assigned with the writings of Istanbul Governorship Provincial Directorate of Trade dated 24.03.2025 and with number E-90726394-431.03-00107607414 was performed.

- About the announcement of hereby the ordinary meeting of the Shareholders General Assembly; in line with the Turkish Trade Law and the Capital Market Law and the Articles of Association, announced in the 4 March 2025 dated and 11284 numbered issue of the Turkish Commercial Registry Gazette, on company's corporate web site (www.erdemir.com.tr), Public Disclosure Platform, on the e-Company portal and e-GEM of Central Registry Agency and the place, time and the agenda of the meeting and the sample of the procuration are written in these announcements and all legal procedures are completed,
- According to the arranged List of Attendants; on the point of 1.518.218.375 shares which represent the capital of TL 15.182.183,750 as principle, 349.276.557.764,6 shares which represent the capital of TL 3.492.765.577,646 as representative, totally 397.217.924.438,9 shares which represent TL 3.972.179.244,389 and 46.423.148.299,2 shares which represent the depositors of TL 464.231.482,992 as representative are present herein this meeting,
- Deputy Chairman of the Board and Executive Director of OMSAN Lojistik A.Ş. (Representative: Gürtan DAMAR), Republic of Turkey ID No:), Board Member and Executive Director of OYAK Pazarlama Hizmet ve Turizm A.Ş. (Representative: Mustafa Serdar BAŞOĞLU, Rep. of Turkey ID No:) and Board Member of OYAK Denizcilik ve Liman İşletmeleri A.Ş. (Representative: Güliz KAYA, Rep. of Turkey ID No:) with the Company Auditor Güney Bağımsız Denetim ve Serbest Muhasebeci Mali Müşavirlik A.Ş. (A member firm of Ernst & Young Global Limited) representative Yıldırım KOZAKÇI with Rep. of Turkey ID No: were present in the meeting,

Also determined and confirmed by the Ministry Representative, the meeting was opened by the Deputy Chairman of the Board and Executive Director of OMSAN Lojistik A.Ş. (Representative: Gürtan DAMAR).

- 1- In the first article of the agenda about **Opening, Formation of the General Assembly Meeting Chairmanship**; as required by the 25th article of the Articles of Association with the 7th article of the Internal Directive of the General Assembly of the Company, the duty of the Chairman of the Meeting was carried out by the Deputy Chairman of the Board and Executive Director of OMSAN Lojistik A.Ş. (Representative: Gürtan DAMAR) and by the Chairman of the Meeting, OYAK Legal Advisor Kemal Haluk ERUYGUR for Record Clerk, Group Legal Director Buğrahan ELDELEKLİ for the Vote Collector, were assigned.
- 2- In the second article of the agenda about **The Authorization of Meeting Chairmanship for Signing of the Meeting Minutes and Other Documents**; it was decided by majority of votes with 391.959.420.238,9 votes accepting against 5.258.504.200 votes rejecting to authorize the constituted Presidency of the Meeting for signing the meeting minutes herein of these meeting and other documents on behalf of those who are present.
- 3- In the third article of the agenda about **Reading and Discussion of the 2024 Board of Directors' Annual Activity Report**; since the activity report was presented to the shareholders before the meeting and given to the shareholders who requested for, the subject that there was no need to read it again was submitted for the General Assembly's approval and decided by majority of votes with 391.575.262.638,9 votes accepting against 5.627.079.400 votes rejecting.

The questions asked by the shareholders participating through e-GEM and those present in the meeting room were answered.

- 4- In the fourth article of the agenda about **Reading of the 2024 Independent Audit Report**; since Independent Audit Report was presented to the shareholders before the meeting and given to the shareholders who requested for, the subject that there was no need to read it again was submitted for the General Assembly's approval and decided by majority of votes with 391.366.056.538,9 votes accepting against 5.851.867.900 votes rejecting.
- 5- In the fifth article of the agenda about **Reading, Discussion, Submission to Voting and Resolving the Balance Sheet and Profit & Loss Accounts Separately for the Financial Year of 2024**; since the Balance-Sheet and the Profit and Loss Accounts for the year 2024 was presented to the shareholders before the meeting and given to the shareholders who requested for, the subject that there was no need to read it again was submitted for the General Assembly's approval and decided by majority of votes with 396.911.899.038,9 votes accepting against 290.443.000 votes rejecting. The confirmation of the Balance-Sheet and the Profit and Loss Accounts of the year 2024 were submitted to the vote of the General Assembly and as result of the voting, it was decided by majority of votes to accept the Balance-Sheet and the Profit and Loss accounts with 396.911.899.038,9 votes accepting against 290.443.000 votes rejecting.

The questions asked by the shareholders participating through e-GEM and those present in the meeting room were answered.

- 6- In the sixth article of the agenda about **Discussion, Submission to Voting and Resolving the Acquittal of Members of the Board of Directors Separately for the Financial Year of 2024**; the quittances of the Members of the Board were submitted for the approval of the General Assembly and as result of the voting performed, they were approved with majority votes with 383.805.420.738,9 votes accepting against 13.412.503.700 votes rejecting. The Members of the Board did not vote for their own quittances.
- 7- In the seventh article of the agenda about **Discussion, Submission to Voting and Resolving the Proposal of Board of Directors for the Distribution of Profit for the Year 2024**; following the reading of the Board's offer dated 26.03.2025 about dividing and distributing the profit of the year 2024. As result of voting of the offer, being in the direction of the decision of

the Company's Board dated 03.03.2025 numbered 10008 and dated; with majority votes with 395.749.680.433,5 votes accepting against 1.452.661.605,4 votes rejecting.

It is understood that the company's activities for the year 2024 were concluded with a TL (6.717.674.269) net loss according to financial statements prepared in accordance with the provisions of the tax procedure law and TL 13.481.347.992 net profit according to financial statements prepared in accordance with the provisions of the Capital Market Board communiqué numbered II.14.1:

- Due to the net period loss resulting from the financial statements for the year 2024 prepared in accordance with the provisions of the Tax Procedure Law (VUK), no allocation is made for the legal reserve,
- To allocate TL 1.750.000.000 cash shareholder dividend at a rate of %12,980898 on the net distributable net profit of the year in financial statements of 2024 which were prepared according to legislations of Capital Markets Board,
- Due to the allocated cash dividend is more than 5% of the company's paid-in capital, equal to %10 of the excess amount in accordance with article 519th paragraph 2, item (c) of the Turkish Commercial Code to allocate the amount of TL 140.000.000 as a general legal reserve.
- TL 11.591.347.992, which is left after the separation of the first appropriation of legal reserves and first dividend to shareholders, will be put aside as an extraordinary reserve,
- To determine the dividend payment date, to be determined by the Board of Directors after the General Assembly, in a single installment, no later than December 15, 2025, considering the cash projection of the Company.

8- In the eighth article of the agenda about Discussion, Submission to Voting and Resolving the Determination of the Election and Term of Office of the Independent Board Members in Accordance with the Legislation Provisions; following the reading of the offer which was given by the Representative of ATAER Holding A.Ş. Feyza DEMETGÜL AKKOYUNLU; offer submitted for the approval of the General Assembly and as result of the voting performed and according to the provisions of the 10th and the 11th articles of the Articles of Association;

- To be elected to serve as an Independent Board Member for 1 year;
 - Emre GÖLTEPE Rep. of Turkey ID No:
 - Kadri ÖZGÜNEŞ Rep. of Turkey ID No:
 - Sezai Afif ENSARİ Rep. of Turkey ID No:

It was decided by a majority of votes with 393.218.722.338,9 votes accepting against 3.983.619.700 votes rejecting. Gürsoy HAFIZOĞLU sent a dissenting opinion via e-GEM.

9- In the ninth article of the agenda about Discussion, Submission to Voting and Resolving the Remuneration of the Members of Board of Directors; The offer which was given by the Representative of ATAER Holding A.Ş. Feyza DEMETGÜL AKKOYUNLU was read and offer was submitted for the approval of the General Assembly and in line with the offer it was decided by majority of votes with 356.725.766.639,7 votes accepting against 40.492.147.799,2 votes rejecting that;

Not to pay wages to the Board Members representing B Group shares, to determine the wage to be paid to the Board Members representing A Group shares as TL 40.000 net monthly (in the beginning of the relevant month, in advance), and to determine the wage to be paid to the Independent Members of the Board as TL 55.000 net monthly (in the beginning of the relevant

month, in advance) and the new wages to be put into practice from the date 01.04.2025.

10- In the tenth article of the agenda about **Submission to Voting and Resolving for Granting Authority to the Members of the Board of Directors in Accordance with Article 395 and Article 396 of the Turkish Commercial Code**; following the offer given by the representative of ATAER Holding A.Ş. Feyza DEMETGÜL AKKOYUNLU, within the frame of the 395th and the 396th articles of the Turkish Commercial Code and the arrangements of the Capital Market Board; as result of the voting performed, it was decided by majority of votes with 397.152.941.638,9 votes accepting against 49.400.400 votes rejecting to give permissions which are mentioned in the 395th and 396th articles of the Turkish Commercial Code for the Board Members that the company and the board members can do business both on behalf of themselves and others, take action for a kind of commercial affair which falls into the subject of operation of the company on their own or other's account and become a partner of which the responsibility is unlimited of a company which deals with the same kind of business as of the company.

11- In the eleventh article of the agenda about **Discussion, Submission to Voting and Resolving the Proposal of Board of Directors for the Election of an Independent External Auditor for Auditing of Company's Accounts and Transactions for 2025 in Accordance with the Turkish Commercial Code and Capital Market Law**; following the reading of the offer of the Board dated 26.03.2025 in the direction of the decision of the Board dated 21.03.2025 with numbered 10014, as result of the voting performed, it was decided by majority of votes with 350.853.773.439,7 votes accepting against 46.364.150.999,2 votes rejecting to accept the offer unchanged and within the frame of the relevant provisions of the Turkish Commercial Code and the Capital Market Law, Ereğli Demir ve Çelik Fabrikaları T.A.Ş. and its subsidiary companies to select Güney Bağımsız Denetim ve Serbest Muhasebeci Mali Müşavirlik A.Ş. (A Member firm of Ernst & Young Global Limited) (Mersis No: 0435030326000017, Trade Registry Number: 479920-0, Tax Identification Number: ()) whose office is at Maslak Mahallesi Eski Büyükdere Cad. Orjin Maslak İş Merkezi Sit. No: 27/57 Sarıyer/İstanbul for the independent external audit services for the year 2025.

12- In the twelfth article of the agenda about **Informing the General Assembly on Guarantee, Pledge and Mortgages Granted in Favor of the Third Parties and of Any Benefits or Income thereof**; General Assembly is informed about the subjects below which was received from the informing writing of the Board dated 26.03.2025 in the direction of the decision of the Board dated 05.03.2025 with numbered 10009; related to the year 2024;

➤ Ereğli Demir ve Çelik Fabrikaları T.A.Ş.	19.241.823.276	TL
➤ İskenderun Demir ve Çelik A.Ş.	9.694.732.787	TL
➤ Erdemir Madencilik Sanayi ve Ticaret A.Ş.	106.288.465	TL
➤ Kümaş Manyezit Sanayi A.Ş.	71.021.617	TL
➤ Erdemir Çelik Servis Merkezi Sanayi ve Ticaret A.Ş.	226.469.943	TL
➤ Erdemir Mühendislik Yönetim ve Danışmanlık Hizmetleri A.Ş.	1.805.167	TL

Above mentioned companies which give warrants, deposits and hypothecs on behalf of their own legal entities, the total warrant, deposit and hypothec balance has been reached TL 29.342.141.255. ERDEMİR included in the scope of exact consolidation as of the date of 31.12.2024;

- Due to becoming warrantor for some financial borrowings used by İsdemir, Erdemir has given warranty of TL 3.914.680.658,
- Due to becoming warrantor for some financial borrowings used by Kümaş Manyezit, Erdemir has given warranty of TL 80.037.190,
- Erdemir Enerji's TL 948.293 for investment activities,
- Erdemir Madencilik's TL 3.450.541 for transmit to official institutions,
- Erdemir Mühendislik's TL 254.709 for transmit to official institutions,

the total warranty obtained was TL 3.999.371.391,

- In connection with the guarantorship given in favor of the companies included in the full consolidation, the total guaranteed income in 2024 was TL 21.038.080,
- There are no warranty, deposit and hypothecs given with the aim to carry on ordinary commercial activities and with the aim to provide the debt of third persons and there are no other warranty, deposit and hypothecs.

- 13-** In the thirteenth article of the agenda about **Informing the General Assembly Regarding the Donations and Contributions Made in 2024 and Submission to Voting and Resolving the Limit of Donations to be Made between 01.01.2025-31.12.2025**; from the informing writing of the Board dated 26.03.2025 in the direction of the decision of the Board dated 05.03.2025 with number 10010;

	2024 TL	2023 TL
A-Training and Teaching Activities	35.534.323	35.976.093
B-Cooperation Activities Developed with Public Institutions and Foundations	21.241.732	6.060.864
C-Cultural and Artistic Activities	-	76.686
D-Voluntary Works and Cooperation Activities Realized Intended for Charities	7.890.015	748.946.153
E-Cooperation Activities Realized with Charitable Foundations, Associations, Chambers and Institutions	1.172.693	1.051.945
TOTAL	65.838.763	792.111.741

As it is shown, information has given to the General Assembly that within the year 2024, TL 65.838.763 donation and aid has been made totally and the determined upper limit has not been exceeded.

As result of the voting about the donations and aids which will be made between 01.01.2025-31.12.2025, it was decided to accept the offer by majority of votes with 357.140.730.639,7 votes accepting against 40.077.193.799,2 votes rejecting and to bring an upper limit to the total of donations which the company shall make between 01.01.2025-31.12.2025 and this upper limit shall be 0,75% (seven and a half per thousand) of the 2025 solo net sales revenue.

- 14-** In the fourteenth article of the agenda about **Discussion, Submission to Voting and Resolving the Proposal of Board of Directors Regarding the General Assembly Resolution Dated March 30, 2006, which was Annulled by the Court decision**; following the reading of the offer dated 26.03.2025, in line with the decision of the Board of Directors dated 19.03.2025, with number 10013 as result of the meeting;

- The approval of the Company's balance sheet and profit and loss statement for the year 2005, which were prepared ex officio by the Capital Markets Board on 15.08.2006 and publicly disclosed,
- It is understood that, based on the financial statements for the year 2005, which were prepared ex officio by the Capital Markets Board on 15.08.2006 and publicly disclosed, a net period profit of TL 345,722,321 was recorded, and in accordance with the Board of Directors' decision dated 14 March 2006, with number 8810, a dividend of TL 91,854,806 was distributed as the first dividend. Considering the company regulations and financial position, no additional profit distribution shall be made, and no action shall be taken

regarding the profits distributed in previous periods,

It was decided by a majority of votes with 394.061.632.788,9 votes accepting against 3.140.709.250 votes rejecting.

- 15-** In the fifteenth article of the agenda about **Closure**, The General Assembly meeting was closed with the thanks speech of the Chairman of the meeting OMSAN Lojistik A.Ş. (Representative: Grtan DAMAR).

Chairman of the Meeting

Ministry Representative

OMSAN Lojistik A.Ş.
(Representative: Grtan DAMAR)

Ayten GNEŞ

Vote Collector

Record Clerk

Buğrahan ELDELEKLİ

Kemal Haluk ERUYGUR