

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

MEETING MINUTES

Meeting No	: 82
Meeting Date	: March 26, 2026 – Time: 14.00
Meeting Place	: Radisson Blu Hotel, İstanbul Asia- Ballroom II, Atatürk Mahallesi Yakut Caddesi No: 10 Ataşehir/İstanbul
Chairman	: OYAK Pazarlama Hizmet ve Turizm A.Ş. (Representative: Mustafa Serdar BAŞOĞLU) Board Member and Executive Director
Record Clerk	: Kemal Haluk ERUYGUR OYAK Legal and Coordination Reporting Director
Vote Collector	: Buğrahan ELDELEKLİ Group Legal Director
Vote Collector	: Ulaş YİRMİBEŞ Financial Control and Reporting Director
Ministry Representative	: Feyyaz BAL

Ordinary Meeting of 2025 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, in trust of the Ministry Representative Feyyaz BAL who was assigned with the writings of Istanbul Governorship Provincial Directorate of Trade dated 25.03.2026 and with number E-90726394-431.03-00120331800 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 3 March 2026 dated and 11534 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 852.832.441,1 shares which represent the capital of TL 8.528.324,411 as principle, 347.238.365.664,6 shares which represent the capital of TL 3.472.383.656,646 as representative, totally 405.115.788.174,4 shares which represent TL 4.051.157.881,744 and 57.024.590.068,7 shares which represent the depositors of TL 570.245.900,687 as representative are present herein this meeting,
- Board Member and Executive Director of OYAK Pazarlama Hizmet ve Turizm A.Ş. (Representative: Mustafa Serdar BAŞOĞLU), Republic of Turkish ID No: (), Board Member and Executive Director of OYKA Kağıt Ambalaj Sanayii ve Ticaret A.Ş. (Representative: İsmail DOĞAN, Rep. of Turkish ID No: ()) and Board Member of OYAK Denizcilik ve Liman İşletmeleri A.Ş. (Representative: Ahmet TAŞKIN, Rep. of Turkish 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 Turkish ID No: were present in the meeting,

Also determined and confirmed by the Ministry Representative, the meeting was opened by the Board Member and Executive Director of OYAK Pazarlama Hizmet ve Turizm A.Ş. (Representative: Mustafa Serdar BAŞOĞLU).

- 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, due to the absence of the Chairman of the Board of Directors and the Vice Chairman of the Board of Directors at the meeting, the proposal dated 26.03.2026 submitted by Feyza DEMETGÜL AKKOYUNLU, representative of ATAER Holding A.Ş., was presented to the vote of the General Assembly. In line with the proposal, Mustafa Serdar BAŞOĞLU, Board Member & Executive Director and representative of OYAK Pazarlama Hizmet ve Turizm A.Ş., was elected as the Chairman of the Meeting by majority of votes with 405.115.287.974,4 accepting against 500,200 votes rejecting. By the Chairman of the Meeting, Kemal Haluk ERUYGUR, OYAK Legal and Coordination Reporting Director, was appointed as the Record Clerk; Buğrahan ELDELEKLİ, Group Legal Director, and Ulaş YİRMİBEŞ, Financial Control and Reporting Director were appointed as Vote Collectors. A one-minute moment of silence was observed, followed by the singing of the National Anthem.
- 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 405.115.787.974,4 votes accepting against 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 2025 Board of Directors' Annual Activity Report**; A presentation on the Board of Directors' Annual Activity Report was delivered by the Chairman of the Meeting, providing summary information. The Chairman of the Meeting asked whether anyone wished to take the floor. Among the physical attendees, Cahit BAŞARAN, Müberra TEKKAYA, Celal AKGÜL, Kerem AYABAKAN, Selen KARACA BAYÇÖL, and Mehmet DOĞRU took the floor. Their questions and remarks were addressed by the Chairman of the Meeting. 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 348.766.425.505,7 votes accepting against 56.349.362.668,7 votes rejecting.
- 4- In the fourth article of the agenda about **Reading of the 2025 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 348.766.500.505,7 votes accepting against 56.349.287.668,7 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 2025**; since the Balance-Sheet and the Profit and Loss Accounts for the year 2025 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 404.642.788.474,4 votes accepting against 472.999.700 votes rejecting. The Chairman of the Meeting asked whether anyone wished to take the floor. No shareholder requested to speak.

The confirmation of the Balance-Sheet and the Profit and Loss Accounts of the year 2025 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 404.642.788.474,4 votes accepting against 472.999.700 votes rejecting.

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 2025;** the offer dated 26.03.2026 which was given by the Representative of ATAER Holding A.Ş. Feyza DEMETGÜL AKKOYUNLU was read and submitted for the approval of the General Assembly and in line with the proposal, as a result of the voting, it was resolved by majority of votes to acquit the Members of the Board of Directors separately, with 404.657.838.174,4 votes accepting against 457.950.000 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 2025;** following the reading of the Board's offer dated 26.03.2026 about dividing and distributing the profit of the year 2025. The Chairman of the Meeting inquired whether anyone wished to take the floor. Among the physical attendees, the question and remarks of Oktay YÜCEL were addressed by the Chairman of the Meeting. As result of voting of the offer, being in the direction of the decision of the Company's Board dated 03.03.2026 numbered 10078 and dated; with majority votes with 405.115.787.974,4 votes accepting against 200 votes rejecting.

It is understood that the company's activities for the year 2025 were concluded with a TL (3.777.110.075) net loss according to financial statements prepared in accordance with the provisions of the tax procedure law and TL 511.801.109 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 2025 prepared in accordance with the provisions of the Tax Procedure Law (VUK), no allocation is made for the legal reserve,
- To allocate TL 3.850.000.000 cash shareholder dividend, consisting of TL 497.091.917 from the net distributable net profit of the year in the financial statements of 2025 which were prepared according to the legislation of the Capital Markets Board and TL 3.352.908.083 from extraordinary reserves,
- 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 350.000.000 (CMB) and 385.000.000 (TPL) as a general legal 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, 2026, considering the cash projection of the Company.

8- In the eighth article of the agenda about **Discussion, Submission to Voting and Resolving the Remuneration of the Members of Board of Directors;** The offer dated 26.03.2026 which was given by the Representative of ATAER Holding A.Ş. Feyza DEMETGÜL AKKOYUNLU was read and submitted for the approval of the General Assembly and in line with the offer it was decided by majority of votes with 356.277.502.205,7 votes accepting against 48.838.285.968,7 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 50.000 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 75.000 net monthly (in the beginning of the relevant month, in advance) and the new wages to be put into practice from the date 01.04.2026.

9- In the ninth article of the agenda about **Discussion, Submission to Voting and Resolving the Determination of the Number of the Board Members, Their Term of Office and Election of the Board Members in Accordance with the Legislation Provisions;** following the reading of the offer dated 26.03.2026 which was given by the Representative of ATAER Holding A.Ş. Feyza DEMETGÜL AKKOYUNLU; the representative of the Privatization Administration of T.C. Ministry of Treasury and Finance Evren YELKANAT, 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 determine the number of Board Members as 9 (nine),

- To be elected to serve as Board Members for 3 years;

- OYTAŞ İç ve Dış Ticaret A.Ş.. (Representative: Murat YALÇINTAŞ, Rep. of Turkish ID No: _____),

- OYAK Pazarlama Hizmet ve Turizm A.Ş. (Representative: Mustafa Serdar BAŞOĞLU, Rep. of Turkish ID No: _____),

- OYKA Kağıt Ambalaj Sanayii ve Ticaret A.Ş. (Representative: İsmail DOĞAN, Rep. of Turkish ID No: _____),

- OMSAN Lojistik A.Ş. (Representative: Tolga SAYGUN, Rep. of Turkish ID No: _____),

- OYAK Denizcilik ve Liman İşletmeleri A.Ş. (Representative: Ahmet TAŞKIN, Rep. of Turkish ID No: _____)

- T.C. Hazine ve Maliye Bakanlığı Özelleştirme İdaresi Başkanlığı (Representative: Bekir Emre HAYKIR, Rep. of Turkish ID No: _____),

- To be elected to serve as an Independent Board Member for 1 year;

- Hasan MANDAL Rep. of Turkish ID No:

- Saime Gonca ARTUNKAL Rep. of Turkish ID No:

- Ömer Cihad VARDAN Rep. of Turkish ID No:

It was decided by a majority of votes with 403.569.294.874,4 votes accepting against 1.546.493.300 votes rejecting.

10- In the tenth 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 2026 in Accordance with the Turkish Commercial Code and Capital Market Law;** following the reading of the offer of the Board dated 26.03.2026 in the direction of the decision of the Board dated 23.03.2026 with numbered 10083, as result of the voting performed, it was decided by majority of votes with 348.392.764.505,7 votes accepting against 56.723.023.668,7 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 2026.

11- In the eleventh article of the agenda about **Discussion, Submission to Voting and Resolving the Proposal of the Board of Directors for the Appointment of a Sustainability Auditor for the Assurance Audit of the TSRS-Compliant Sustainability Reports for the Years 2024 and 2025;** following the reading of the offer of the Board dated 26.03.2026 in the direction of the decision of the Board dated 17.02.2026 with numbered 10071, as result of the voting performed, it was decided by majority of votes with 405.105.731.074,4 votes accepting against 10.057.100 votes rejecting to accept the offer unchanged and for the assurance audit

of our Company's sustainability reports for the years 2024 and 2025, prepared in accordance with TSRS 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 years 2024 and 2025.

12-In the twelfth article of the agenda about **Reading, Discussion, Submission for Approval and Resolving the TSRS-Compliant Sustainability Report for the Fiscal Year 2024, which has been Subject to Assurance Audit;** since the TSRS-Compliant Sustainability Report for the Fiscal Year 2024, which has been Subject to Assurance Audit 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 405.105.806.074,4 votes accepting against 9.982.100 votes rejecting. The Chairman of the Meeting asked whether anyone wished to take the floor. No shareholder requested to speak. The confirmation of the TSRS-Compliant Sustainability Report for the Fiscal Year 2024, which has been Subject to Assurance Audit was submitted to the vote of the General Assembly and as result of the voting, it was decided by majority of votes to accept the TSRS-Compliant Sustainability Report for the Fiscal Year 2024, which has been Subject to Assurance Audit with 405.105.806.074,4 votes accepting against 9.982.100 votes rejecting.

13- In the thirteenth article of the agenda about **Reading, Discussion, Submission for Approval and Resolving the TSRS-Compliant Sustainability Report for the Fiscal Year 2025, which has been Subject to Assurance Audit;** since the TSRS-Compliant Sustainability Report for the Fiscal Year 2025, which has been Subject to Assurance Audit 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 405.051.552.274,4 votes accepting against 64.235.900 votes rejecting. The Chairman of the Meeting asked whether anyone wished to take the floor. No shareholder requested to speak. The confirmation of the TSRS-Compliant Sustainability Report for the Fiscal Year 2025, which has been Subject to Assurance Audit was submitted to the vote of the General Assembly and as result of the voting, it was decided by majority of votes to accept the TSRS-Compliant Sustainability Report for the Fiscal Year 2025, which has been Subject to Assurance Audit with 405.051.552.274,4 votes accepting against 64.235.900 votes rejecting.

14- In the fourteenth article of the agenda about **Discussion, Submission to Voting and Resolving the Proposal of the Board of Directors for the Appointment of a Sustainability Auditor for the Assurance Audit of the TSRS-Compliant Sustainability Reports for the Year 2026;** following the reading of the offer of the Board dated 26.03.2026 in the direction of the decision of the Board dated 23.03.2026 with numbered 10084, as result of the voting performed, it was decided by majority of votes with 348.111.530.705,7 votes accepting against 57.004.257.468,7 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 2026.

15- In the fifteenth 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 dated 26.03.2026 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 405.104.874.874,4 votes accepting against 10.913.300 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.

16- In the sixteenth 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 26.03.2026 in the direction of the decision of the Board dated 23.03.2026 with numbered 10081; related to the year 2025;

➤ Ereğli Demir ve Çelik Fabrikaları T.A.Ş.	22.929.587.541	TL
➤ İskenderun Demir ve Çelik A.Ş.	8.916.700.286	TL
➤ Erdemir Madencilik Sanayi ve Ticaret A.Ş.	121.622.829	TL
➤ Kümaş Manyezit Sanayi A.Ş.	444.737.848	TL
➤ Erdemir Çelik Servis Merkezi San. ve Tic. A.Ş.	95.892.279	TL
➤ Erdemir Mühendislik Yönetim ve Danışmanlık Hiz. A.Ş.	3.390.005	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 32.511.930.788. ERDEMİR included in the scope of exact consolidation as of the date of 31.12.2025;

- Due to becoming warrantor for some financial borrowings used by İsdemir, Erdemir has given warranty of TL 4.311.210.568,
- Due to becoming warrantor for some financial borrowings used by Kümaş Manyezit, Erdemir has given warranty of TL 94.791.375,
- Erdemir Enerji's TL 950.000 for investment activities,
- Erdemir Madencilik's TL 2.098.456.752 for transmit to official institutions,
- Erdemir Mühendislik's TL 255.168 for transmit to official institutions,
- Erdemir Asia Pacific's TL 1.621.749.957 for transmit to raw material purchases,

the total warranty obtained was TL 8.127.413.820,

- In connection with the guarantorship given in favor of the companies included in the full consolidation, the total guaranteed income in 2025 was TL 29.158.509,
- 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.

17- In the seventeenth article of the agenda about **Informing the General Assembly Regarding the Donations and Contributions Made in 2025 and Submission to Voting and Resolving the Limit of Donations to be Made between 01.01.2026-31.12.2026**; from the informing writing of the Board dated 26.03.2026 in the direction of the decision of the Board dated 23.03.2026 with number 10082;

	2025	2024
	TL	TL
A-Training and Teaching Activities	4.669.240	35.534.323
B-Cooperation Activities Developed with Public Institutions and Foundations	15.641.049	21.241.732
C- Voluntary Works and Cooperation Activities Realized Intended for Charities	13.875.798	7.890.015
D- Cooperation Activities Realized with Charitable Foundations, Associations, Chambers and Institutions	1.415.063	1.172.693
E- Sports Activities	3.796.545	-
TOTAL	39.397.695	65.838.763

As it is shown, information has given to the General Assembly that within the year 2025, TL 39.397.695 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 01.01.2026-31.12.2026, it was decided to accept the offer by majority of votes with 356.274.698.105,7 votes accepting against 48.841.090.068,7 votes rejecting and to bring an upper limit to the total of donations which the company shall make between 01.01.2026-31.12.2026 and this upper limit shall be 0,75% (seven and a half per thousand) of the 2026 solo net sales revenue.

- 18-** In the eighteenth article of the agenda about **Closure**, The General Assembly meeting was closed with the thanks speech of the Chairman of the meeting Mustafa Serdar BAŞOĞLU.

Chairman of the Meeting

Ministry Representative

Mustafa Serdar BAŞOĞLU

Feyyaz BAL

Vote Collector

Vote Collector

Buğrahan ELDELEKLİ

Ulaş YİRMİBEŞ

Record Clerk

Kemal Haluk ERUYGUR