Corporate Governance Compliance Rating Report

Ereğli Demir ve Çelik Fabrikaları T.A.Ş.

24 July 2026

Validity Period 24.07.2026-24.07.2027

LIMITATIONS

This Corporate Governance Rating Report, issued by Kobirate Uluslararası Kredi Derecelendirme ve Kurumsal Yönetim Hizmetleri A.Ş. for Ereğli Demir ve Çelik Fabrikaları T.A.Ş.,

has been prepared by considering Communiqué Amending the "Corporate Governance Communiqué (II-17,1) (II-17,1.a)" published in the Official Gazette No. 31262 on 02 October 2020 by the Board, as well as regulations regarding the voluntary sustainability principles compliance framework and the board decisions taken at the CMB's board meeting dated 01.02.2013 and numbered 4/105 in addition to the criteria specified in the “Corporate Governance Communiqué No. II-17.1” of the Capital Markets Board published in the Official Gazette dated 03 January 2014 and numbered 28871

The criteria established for the companies whose shares are traded at BIST are organized separately as First Group, Second Group and Third Group companies and investment partnerships, taking into consideration the group distinctions stated by CMB's Corporate Governance Principles in Item 2 - Article 5 of communiqué no II-17.1, published in the Official Gazette on 03.01.2014.

The Corporate Governance Compliance Rating Report issued by Kobirate Uluslararası Kredi Derecelendirme ve Kurumsal Yönetim Hizmetleri A.Ş. is based on 106 copies of documents, data and files transmitted by the concerned firm electronically, including data open to the general public and examinations made by our rating experts on site.

Kobirate Uluslararası Kredi Derecelendirme ve Kurumsal Yönetim Hizmetleri A.Ş. has formulated its Ethical Rules according to the Banking Act, the CMB and BRSA Directives on the Operations of Rating Companies, generally accepted ethical rules of the IOSCO and OECD, including generally accepted ethical customs, which are shared with the public through its Internet website (www.kobirate.com.tr).

Although rating is an assessment based on numerous data, it is consequently the institutional opinion of Kobirate Uluslararası Kredi Derecelendirme ve Kurumsal Yönetim Hizmetleri A.Ş. formed accordingly to the methodology disclosed.

The rating grade does not constitute a recommendation to purchase, to hold or to dispose of any kind of borrowing instrument. KOBİRATE A.Ş. may not be held liable for any losses incurred or investments made to the company referring to this report.

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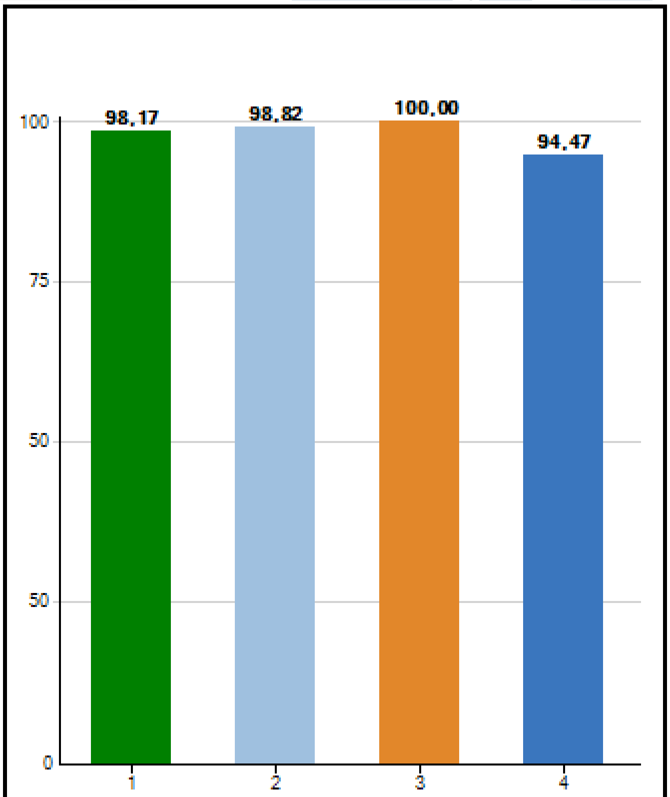
EREĞLİ DEMİR VE ÇELİK FABRİKALARI TÜRK ANONİM ŞİRKETİ (ERDEMİR)

1. RATING RESULT

BIST FIRST GROUP COMPANY

CMB CORPORATE GOVERNANCE PRINCIPLES COMPLIANCE GRADE

9.73



	SHAREHOLDERS RIGHTS	98,17
	PUBLIC DISCLOSURES AND TRANSPARENCY	98,82
	STAKEHOLDERS	100,00
	BOARD OF DIRECTORS	94,47

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Uluslararası Kredi Derecelendirme ve Kurumsal Yönetim Hizmetleri A.Ş.

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Corporate Governance Rating Committee

Burhan TAŞTAN

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2. REVISED RATING SUMMARY

This report of the rating of compliance of Ereğli Demir ve Çelik Fabrikaları Türk Anonim Şirketi (ERDEMİR) with the Corporate Governance Principles is concluded through on-site examinations of the documents and information open to the public, interviews held with executives and persons involved, and other examinations and observations. The study has been held in accordance with the Corporate Governance Compliance Rating Methodology developed by Kobirate Uluslararası Kredi Derecelendirme ve Kurumsal Yönetim Hizmetleri A.Ş. In the methodology and rating process, in addition to the Capital Markets Board's Corporate Governance Communiqué No. II-17.1, the Communiqué Amending the "Corporate Governance Communiqué (II-17.1) (II-17.1.a)" published by the Board has been considered in addition to the regulations regarding the voluntary sustainability principles compliance framework and the board decisions taken at the CMB's board meeting dated 01.02.2013 and numbered 4/105.

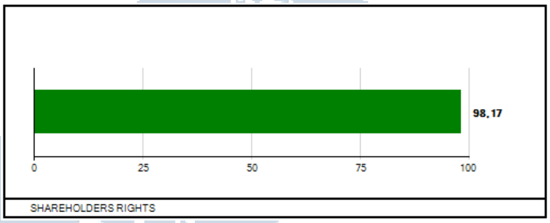
According to the decision of the Capital Markets Board dated 23.01.2026 and numbered 4/109, ERDEMİR is in the BIST 1st Group Companies list. The Company has been evaluated through examination of 456 criteria described in Kobirate Uluslararası Kredi Derecelendirme ve Kurumsal Yönetim Hizmetleri A.Ş.'s methodology of "BIST 1st Group Companies". At the end of the examination of the criteria under the main headings of Shareholders, Public Disclosure and Transparency, the Stakeholders and the Board of Directors, the Corporate Governance Compliance Rating Grade of Erdemir has been revised as **9,73**.

This result shows that the Company has achieved very high compliance with the Corporate Governance Principles issued by the Capital Market Board. Potential risks that the Company may be exposed to are identified and can be managed. The level of public disclosure and transparency is high. Rights of the shareholders and stakeholders are treated fairly. The composition and operational conditions of the Board highly comply with the Corporate Governance Principles.

When the activities of Erdemir for the last one year are examined, it is seen that it has been improving its compliance with Corporate Governance Principles.

In conclusion, this rating indicates that the Company highly deserves to be included in the BIST Corporate Governance Index.

- In the Shareholders section, the rating of Erdemir has been confirmed as **98.17**.



During the review period, it has been observed that the company continues its activities in the field of informing the shareholders and exercising their fundamental shareholder rights with the same sensitivity and efficiency. It is understood that the harmonious cooperation of the Investor Relations Directorate with the Corporate Governance Committee is effective in the correct and effective exercise of the rights of the shareholders.

Activities related to shareholder relations are carried out by the Investor Relations Directorate, which operates under the Vice Presidency of Financial Management and Fiscal Affairs. The Department consists of Ms. İdil ÖNAY ERGİN (Director), Mr. Ali Seydi BÖLER (Corporate Governance Manager) and Ms. Lara AKALIN (Investor Relations Specialist). Ms. ERGİN and Mr. BÖLER have Capital Market Activities Level 3 and Corporate Governance Rating Specialist Licenses.

In accordance with the CMB Corporate Governance Communiqué numbered II.17-1, Investor Relations Director Ms. İdil ÖNAY

ERGİN was appointed as a Member of the Corporate Governance Committee, and it was disclosed to the public with a Material Disclosure dated 04.09.2014.

It has been determined that the Investor Relations Directorate reports and makes presentations to the Board of Directors at least once a year regarding its activities. A presentation regarding the 2025 activities was made to the Board of Directors on 17.02.2026.

Shareholders' right to obtain information and to examine is not canceled or restricted by the Articles of Association or any department of the Company.

The company carries out its disclosures to the shareholders and the public in accordance with the "Disclosure Policy". The said policy is published on the corporate website of the company.

The Ordinary General Assembly meeting to discuss the operations of 2025 took place on 26.03.2026. The invitation to the General Assembly meeting was published on 03.03.2026 on the Public Disclosure Platform (KAP), the Central Securities Depository e-General Assembly System (EGKS), and in the Turkish Trade Registry Gazette (TTSG) dated 03.03.2026 and numbered 11534. The meeting invitation was made at least 3 (three) weeks before the meeting date as stipulated by the principles.

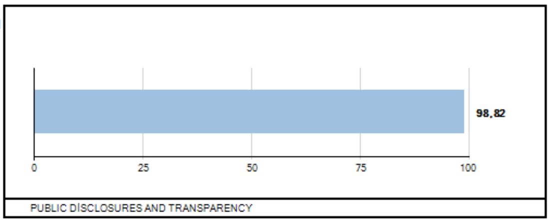
The general assembly information document provides detailed information on the distribution of company shares, the voting rights granted by the shares and the privileges regarding voting. In addition, whether the shareholders have a request to add an item to the agenda and the information that is required to be announced to the shareholders and the public in the corporate governance principles are also included.

Executives and auditors who are authorized to brief participants on special subjects and answer their questions have attended the meeting. The executives in attendance were Mr. Mustafa Serdar BAŞOĞLU (Board Member and Managing Director), Mr. İsmail DOĞAN (Board Member and Managing Director), Mr. Ahmet TAŞKIN (Board Member), Mr. Şaban YAZICI (General Manager of Erdemir), Mr. Kemal Haluk ERUYGUR (Legal Counsel of OYAK), Mr. Ulaş YİRMİBEŞ (Financial Control and Reporting Director), Mr. Buğrahan ELDELEKLİ (Legal Director), Ms. İdil ÖNAY ERGİN (Investor Relations Director) and the representative of the Independent Audit Firm.

According to the financial statements prepared in compliance with the Tax Procedure Law (TPL), a net loss of TRY -3,777,110,075 was recorded for the 2025 fiscal year. However, based on the consolidated financial statements prepared in accordance with the CMB regulations, a net distributable profit of TRY 511,801,109 was generated. The way the profit is used is explained in the *"ii. Dividend Distribution"* section of our report.

The profit distribution proposal of the board of directors and the profit distribution table were published on the Public Disclosure Platform on the same day as the invitation to the general assembly.

- In the Public Disclosure and Transparency section, the company's rating was confirmed as **98.82**.



It has been determined that Erdemir's works on public disclosure and transparency are in compliance with legal regulations and corporate governance principles. Annual reports are very rich in content and contain sufficient information about the activities.

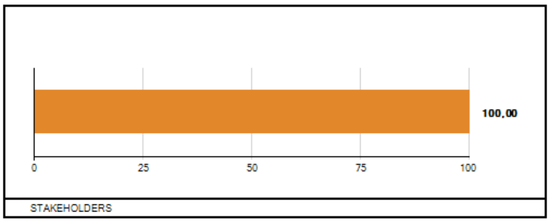
The corporate website (www.erdemir.com.tr) is updated regularly, and the website is being used as an active and effective platform for disclosure to the public. All information and documents that the public, investors and other interested parties want to access are published on the corporate website of the company for the last five (5) years. It has been observed that this information is consistent with the disclosures made in accordance with the provisions of the relevant legislation and does not contain contradictory and incomplete information. The corporate website is designed as a convenient, easily accessible structure.

The persons responsible for the Company's public disclosures and vested with signing authority are Mr. İsmail DOĞAN (Board Member and Managing Director), Mr. Semih ÖRMEN (Finance Director), Mr. Ulaş YİRMİBEŞ (Financial Control and Reporting Director) and Ms. İdil ÖNAY ERGİN (Investor Relations Director). The named persons have been assigned to maintain and monitor all kinds of issues related to public disclosure.

Independent external audit for 2025 was conducted by Güney Bağımsız Denetim ve Serbest Muhasebeci Mali Müşavirlik Anonim Şirketi (A member firm of Ernst & Young Global Limited). There are no cases where the independent audit avoided expressing an opinion, expressed an opinion with conditions or avoided signing the reports. It has been learned from company officials that no event took place with the independent audit company or with its auditors that could damage this company's independence, and there was no legal conflict with it.

Within the framework of the Capital Markets legislation, the Turkish Commercial Code, and other relevant regulations, the same audit firm has been reappointed for the independent external audit of the Company's accounts and transactions for the 2026 fiscal year, based on the recommendation of the Audit Committee, the approval of the Board of Directors, and the resolution of the General Assembly.

- The Company's score for the Stakeholders section was also revised to a full score of **100**.



- A "Sustainability Working Group" was established within ERDEMİR to embed the sustainability approach as a corporate culture across all OYAK Mining Metallurgy Companies,
- the Salaried Employees Regulation was updated,

and these developments constitute the grounds for the increase in the Company's score under this section.

It is concluded that Erdemir protects stakeholders' rights, which are specified in regulations and mutual contracts. The impression is that in case of lack of any regulation, the company respects stakeholders' rights within goodwill rules and the company's reputation. It has been observed that many internal regulations were prepared to this end.

The Compensation Policy for employees has been prepared and disclosed to the public via the corporate website.

Erdemir has established its Human Resources Policy on a highly modern and comprehensive approach that places people at the core of all operations and its business model.

Recruitment, wage, health, leave rights, promotions, appointments, discipline, dismissal, death, resignation and retirement procedures have been determined, and it is thought that these procedures are adhered to in practice.

Both during the development of the policies and in practice, we got the impression that equal opportunity is given to individuals under equal conditions.
It has been determined that the Company runs training programs to increase the knowledge, talents and experience of its employees and that it has prepared training policies.

Ethical Rules and Working Principles have been determined and are updated when necessary.

Employees and all other stakeholders can submit their questions regarding compliance with the Code of Ethics and Working Principles, as well as the Anti-Corruption Policy, or report any violations through OYAK Mining and Metallurgy's ethics reporting line, "SpeakHub."
Reports may be submitted through the call center (0212 924 7865), which provides live, uninterrupted service 24/7, by email (erdemir@etikhat.com) or via the web form (www.remedetikhat.com.tr).

The Internal Audit Directorate carries out the examination and investigation activities regarding the notifications received regarding compliance with the Code of Ethics and Working Principles and the Anti-Fraud Policy. The activities of resolving non-compliances and imposing sanctions when deemed necessary are under the responsibility of the "Ethics Committee". The Ethics Committee consists of three senior executives: the Executive Board Member, the Chief Human Resources Officer, and the Chief Legal Officer. The role of rapporteur for the Ethics Committee is fulfilled by the Chief Internal Audit Executive.

As of 31.12.2025, a total of 5,967 people were employed at Erdemir, with 1,801 paid monthly wages and 4,166 paid hourly wages. Hourly wage workers are organized under the Turkish Metal Union. The 30th Term Collective Labor Agreement was concluded on 12.02.2025 and is valid between 01.09.2024 and 31.08.2026.

Erdemir and its subsidiaries carry out social responsibility activities in different areas in order to create sustainable and lasting value for society. It supports social development with education and culture-art-oriented projects developed through various collaborations. As OYAK Mining and Metallurgy Companies, the support provided for social projects in 2025 reached TRY 69 million 47 thousand. Information about the company's contribution to the social development and welfare of the society can be found in the integrated reports and on the corporate website.

Sustainability;

OYAK Mining and Metallurgy Companies have structured their activities around the goals of developing in a way that benefits society and the environment, managing risks correctly, reducing their carbon footprint, and integrating risks and opportunities arising from climate change into all business processes. In this context, the company has shaped its "Value Creation Approach" around three fundamental concepts:

- Sustainable Growth
- Responsible Production
- Human-Centered Approach

Sustainable Growth

Priorities

- Sustainable Financial Performance
- Product Quality
- Responsible Purchasing and Supply Chain Management

Focus Areas:

- Contributing to industry and economic growth in Turkey as a sector leader
- Competitive cost management
- Maintaining and increasing market share
- Enhancing the quality of high-value-added product groups
- Being a reliable solution partner to customers and ensuring zero defects
- Increasing company value

- Enhancing resource and investment efficiency

Responsible Production

Priorities
- Climate Change
- Occupational Health and Safety
- Energy Management
- Waste Management
- Low Emission Production Technologies
- Water Management
- R&D and Innovation
- Cyclical Economy
- Air Emissions
- Operational Efficiency
- Biodiversity

Focus Areas:
- Transparent and accountable management
- R&D focus in production processes
- Reducing environmental impacts
- Developing pioneering OHS practices
- Developing products and services in line with current trends and technologies
- Enhancing operational efficiency
- End-to-end integrated solutions

Human-Centered Approach

Priorities
- Employee and Human Rights
- Employee Satisfaction and Talent Management
- Corporate Governance
- Ethics and Transparency
- Digitalization
- Equality of Opportunity and Diversity
- Contribution to Local Development
- Social Investment Programs

Focus Areas
- Providing social contributions to operational regions
- Increasing employee satisfaction
- Employees who embrace the institution's priorities and values and act in unison.

Erdemir and İsdemir, part of OYAK Mining and Metallurgy Companies, have announced their "Net Zero Roadmap" to contribute to Turkey's 2053 net zero emission target. Shaping their green transformation steps, Erdemir and İsdemir aim to reduce carbon emissions per ton by 25% by 2030 and by 40% by 2040, compared to the baseline year of 2022, and to achieve net zero emissions by 2050.

To achieve the short-term goal of reducing carbon emissions per ton of crude steel by at least 25%, Erdemir and İsdemir plan to invest 3.2 billion USD in transformation by the end of 2030.

The practices and documented management systems of ERDEMİR that contribute to its priorities of energy efficiency, occupational health and safety, sustainability, and digitalization are listed below:

ISO 9001:2015 Quality Management System
ISO 14001:2015 Environmental Management System
ISO 45001:2018 Occupational Health and Safety Management System
IATF 16949: 2016 Quality Management System for the Automotive Industry
ISO 50001:2018 Energy Management System
ISO 17025: 2017 Testing and Calibration Laboratory Accreditation Certificate
ISO 27001:2017 Information Security Management System

A "Sustainability Working Group" was established within ERDEMİR to embed the sustainability approach as a corporate culture across all OYAK Mining Metallurgy Companies. The working group, established by the Board of Directors' resolution dated 20 October 2025 and numbered 10050, comprises the Managing Directors serving on the Board of Directors, the Chairmen of the Sustainability Sub-Working Groups, the Group Legal Director and the Operational Excellence Director.

The Working Group reports to the Board of Directors twice a year. The Group held its first meeting on 11 February 2026 and its second meeting on 9 July 2026. It was learned that the Group would submit its first report on its activities to the Board of Directors in August 2026.

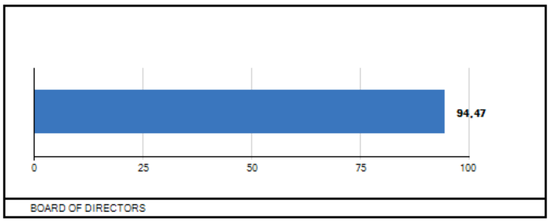
Erdemir published its first TSRS-compliant Sustainability Report as part of the integrated annual report covering the 2024 activities of OYAK Mining Metallurgy Companies.

The exemption set out in paragraph E4 of TSRS 1 under the Board Decision on exemptions published by the Public Oversight, Accounting and Auditing Standards Authority (KGK) on 30 December 2025 was not utilized, and the TSRS report for the 2025 reporting period was published together with the financial statements for the financial year from 1 January to 31 December 2025.

Güney Bağımsız Denetim ve Serbest Muhasebeci Mali Müşavirlik Anonim Şirketi (a member firm of Ernst & Young Global Limited) was appointed for a one-year term to conduct the assurance audits of the Company's TSRS-compliant Sustainability Reports for the 2024 and 2025 financial years. The appointment was discussed and approved under agenda item 11 at the Ordinary General Assembly Meeting held on 26 March 2026. It was also resolved that the assurance audit for 2026 would be conducted by the same firm, and this matter was discussed and approved under agenda item 14.

Erdemir has been included in the BIST Sustainability Index since November 2015-October 2016.

- In the Board of Directors section, Erdemir's rating was confirmed as **94.47**.



In the meetings with the company officials and the examinations made on the Board of Directors' Decision Book, it has been determined that the Board continues its activities actively, effectively and regularly. It has been observed that the Board of Directors internalizes the corporate governance principles, adopts an open approach to improvement and development, and displays a proactive attitude in compliance with the principles.

Board of Directors has described the corporate strategic objectives and determined necessary human and financial resources. The duties of the chairman of the board of directors and general manager are carried out by different persons, and the authorities of each are defined. The board of directors, consisting of 9 (nine) members, consists of 2 (two) executive and 7 (seven) non-executive members. 3 (three) of the non-executive members have the status of independent members.

Only 1 (one) female member has been appointed to the Board of Directors. This structure does not comply with the "not less than 25%" criterion determined by the CMB as the rate of female members in the board of directors. For the target of "Women Board Member Ratio should not be less than 25%", determining a target rate and time and a policy to achieve these targets and annually evaluating the progress achieved in achieving these targets by the board of directors will be appropriate to strengthen compliance with the principles.

The Audit, the Corporate Governance and the Early Detection of Risk Committees, which are stated in the Principles, have been established. Separate Nomination and Remuneration Committees haven't been established because of the Board's structure. These duties are carried out by the Corporate Governance Committee as well. The duties, working principles and the members of the committees have been determined by the Board of Directors, approved as written documents, announced to the public and published on the corporate website of the company. All members of all three committees are independent board members. In addition, only in the Corporate Governance Committee, as per Communiqué No. II.17.1, the Investor Relations Director acts as a committee member. The company's general manager has not been appointed within the committee structures.

Independent members of the board of directors are elected to serve for 1 (one) year. When the method followed before the general assembly regarding the independent members of the board of directors is examined, it is understood that:

- The Nomination Committee prepares an evaluation report on the independence of the candidate for the election of independent members and submits it to the board of directors,
- The board of directors elects independent members within the framework of the nomination committee's report,
- The report prepared regarding the determined candidate is sent to the Capital Markets Board together with the candidate's resume, declarations of independence and the resolutions of the board of directors. In addition, it would be appropriate for the company to pay attention to the time constraints specified in the principles during these processes.

The Board of Directors held 7 (seven) meetings in 2025 and 2 (two) meetings as of the end of May 2026. The secretarial function of the Board is carried out by the Board of Directors assistant, Ms. Suzan MERT.

The Audit Committee held 4 (four) meetings in 2025. As of the end of May 2026, it held 2 (two) meetings. In the same period, in parallel with the number of meetings, the Committee submitted reports on its activities to the Board of Directors 4 (four) times in 2025 and 2 (two) times as of May 2026. The secretarial function of the Committee is carried out by the Financial Control and Reporting Director, Mr. Ulaş YİRMİBEŞ.

The Corporate Governance Committee convened 4 (four) times in 2025 and 2 (two) times as of the end of May 2026. The Committee has submitted 2 (two) reports in 2025 and 1 (one) report as of the end of May 2026 to the Board of Directors on its activities. The secretariat of the Committee is carried out by Investor Relations Director Ms. İdil ÖNAY ERGİN.

The Early Detection of Risk Committee held 6 (six) meetings in 2025 and 2 (two) meetings as of the end of May 2026. The Committee submitted reports to the Board of Directors on its work in the same number of meetings during the mentioned periods. The secretariat of the Committee is carried out by the Corporate Risk Management Director, Mr. Erdem PREKA.

In the examinations made on the documents, it was observed that the meeting records of both the Board and the Committees were kept regularly.

Remuneration Principles for the Members of the Board of Directors and Senior Executives have been determined and disclosed to the public on the Company's corporate website.

Fees and benefits given to the board of directors and directors with administrative responsibilities are not disclosed on an individual basis.

The damages that may be caused to the company by the faults of the members of the board of directors during their duties were insured, but no PDP statement was made on the subject.

The Board of Directors does not yet have the practice of making performance evaluations on both board and member basis, and rewarding or dismissing the Members based on these evaluations.

3. COMPANY PROFILE AND CHANGES OVER THE PAST YEAR

A. Company Profile:

Company Name	**: EREĞLİ DEMİR VE ÇELİK FABRİKALARI T.A.Ş**
Company Address	: **Headquarters** Barbaros Mahallesi Ardıç Sok. No:6 Ataşehir / İstanbul **Head Office** Uzunkum Caddesi No: 7 67330 Kdz. Ereğli/ZONGULDAK
Company Phone	: (0216) 578 8000
Company Fax Number	: (0216) 469 4810
Company's Web Address	: www.erdemir.com.tr
E-mail Address	: iletisim@erdemir.com.tr : investorrelations@erdemir.com.tr
Date of Incorporation	: May 11, 1960
Trade Register No.	: 863637
Paid-in Capital	: TRY 7,000,000,000 -
Line of Business	: Iron and steel roll products of all types, sizes and qualities, alloyed or pure iron, steel and iron casts, cast and pressed products and businesses stated in the Articles of Association.
Company's Sector	: Manufacturing Industry / Base Metal Industry

Company's Representative in Charge of Rating:

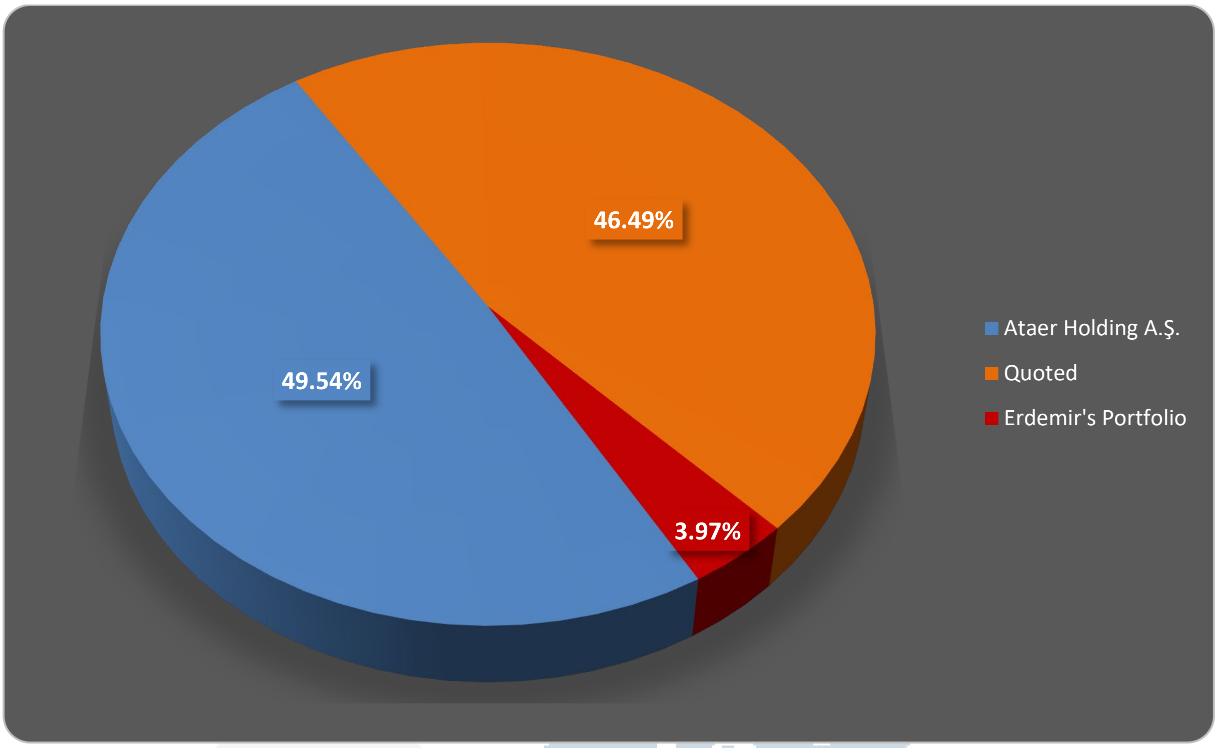
İdil ÖNAY ERGİN

Investor Relations Director

ionay@erdemir.com.tr

(0216) 578 8061

Shareholder Structure (as of the date of this report)



Source: Ereğli Demir ve Çelik Fabrikaları T.A.Ş.

Shareholder Name	Share (TRY Thousand)	Share(%)
ATAER Holding A.Ş.*	3,467,965	49.54
Quoted in Stock Exchange	3,253,911	46.49
Erdemir's Portfolio	278,124	3.97
Total	**7,000,000**	**100.00**

Source: Ereğli Demir ve Çelik Fabrikaları T.A.Ş.

*The main shareholder of the company is ATAER Holding A.Ş and its ultimate main shareholder is Turkish Armed Forces Assistance Fund (OYAK).

Board of Directors

Name/ Surname	**Title**	**Executive/ Non - Executive**
OYTAŞ İç ve Dış Ticaret A.Ş. (Representative: **Murat YALÇINTAŞ**)	Chairman	Non - Executive
Ömer Cihad VARDAN	Deputy Chairman of the Board of Directors - Independent Board Member	Non - Executive
OYKA Kâğıt Ambalaj San ve Tic. A.Ş.(Representative: **İsmail DOĞAN)**	Member of the Board of Directors - Managing Director	Executive
OMSAN Lojistik A.Ş. (Representative: **Tolga SAYGUN**)	Member of the Board of Directors - Managing Director	Executive
OYAK Pazarlama Hizmet ve Turizm A.Ş. (Representative: **Melikşah UTKU)**	Member of Board of Directors	Non - Executive
OYAK Denizcilik ve Liman İşletmeleri A.Ş (Representative: **Ahmet Raci YALÇIN**)	Member of Board of Directors	Non - Executive
T.C Hazine ve Maliye Bakanlığı ÖİB (Representative: **Bekir Emre HAYKIR**)	Member of Board of Directors	Non - Executive
Hasan MANDAL	Independent Member of Board of Directors	Non - Executive
Saime Gonca ARTUNKAL	Independent Member of Board of Directors	Non - Executive

Source: www.kap.org.tr

Committees Formed Within Board of Directors

Audit Committee

Name Surname	**Title**	**Duty**
Ömer Cihad VARDAN	Independent Member of Board of Directors	Chairman Of The Committee
Saime Gonca ARTUNKAL	Independent Member of Board of Directors	Committee Member

Corporate Governance Committee

Name Surname	**Title**	**Duty**
Hasan MANDAL	Independent Member of Board of Directors	Chairman Of The Committee
Ömer Cihad VARDAN	Independent Member of Board of Directors	Committee Member
İdil ÖNAY ERGİN	Investor Relations Director	Committee Member

Early Detection of Risk Committee

Name Surname	**Title**	**Duty**
Saime Gonca ARTUNKAL	Independent Member of Board of Directors	Chairman Of The Committee
Hasan MANDAL	Independent Member of Board of Directors	Committee Member

Senior Management of the Company

Name/ Surname	
Şaban YAZICI	General Manager
Sinan BOZKURT	Deputy General Manager of Businesses

Source: www.kap.org.tr

Investor Relations

Name / Surname	Title	Contact
İdil ÖNAY ERGİN	Investor Relations Director	ionay@erdemir.com.tr (0216) 578 8061
Ali Seydi BÖLER	Corporate Governance Manager	aboler@erdemir.com.tr (0216) 578 8061
Lara AKALIN	Investor Relations Specialist	lakalin@erdemir.com.tr (0216) 578 8194

Consolidated Balance-Sheet Comparison of the Company's Certain Selected Items for the yearends of the last two years(*)

	2024/12 (Thousand USD)	2025/12 (Thousand USD)	Change% (USD)	2024/12 (TRY Thousand)	2025/12 (TRY Thousand)	Change % (TRY)
Current Assets	5,182,957	5,849,533	12.9	182,856,284	250,627,343	37.1
Trade Receivables	750,105	640,617	- 14.6	26,463,914	27,447,677	3.7
Inventories	2,232,475	2,086,220	- 6.6	78,762,398	89,385,563	13.5
Fixed Assets	6,867,932	7,186,342	4.6	242,302,690	307,903,852	27.1
Total Assets	12,050,889	13,035,875	8.2	425,158,974	558,531,195	31.4
Short-Term Liabilities	2,158,479	2,723,795	26.2	76,288,847	116,913,185	53.3
Long-Term Liabilities	2,955,135	3,362,732	13.8	104,445,716	144,338,226	38.2
Paid-In Capital	1,918,505	1,918,505	-	7,000,000	7,000,000	-
Equity	6,937,275	6,949,348	0.2	244,424,411	297,279,784	21.6

Source: Erdemir Group Independent Audit Report 01.01.2025 - 31.12.2025

(*) Note: Since the Company’s functional currency is a non-hyperinflationary currency, the amounts presented for comparative periods in the consolidated financial statements are not subject to any restatement under inflation accounting in accordance with TAS 29.

Consolidated Income Statement Comparison of Company's Certain Items for yearends of last two years(**)

	2024/12 (Thousand USD)	2025/12 (Thousand USD)	Change % (USD)	2024/12 (TRY Thousand)	2025/12 (TRY Thousand)	Change % (TRY)
Revenue	6,225,097	5,298,745	- 14.9	204,059,940	208,909,904	2.4
Cost of Sales	(5,614,833)	(4,827,875)	- 14.0	(184,055,336)	(190,345,229)	3.4
Operational Profit / Loss	642,344	252,417	- 60.7	21,056,220	9,951,865	- 52.7
Profit/Loss Before Tax	412,515	93,350	- 77.4	13,522,321	3,680,455	- 72.8
Profit/Loss for the Period	432,976	17,611	- 95.9	14,193,046	694,345	- 95.1
Earnings (Loss) Per Share	-	-		2.0056	0.0761	-

Source: Erdemir Group Independent Audit Report 01.01.2025 - 31.12.2025
(**) See: (*) Note

Subsidiaries, Financial Fixed Assets and Financial Investments

Trade name	Line of Business	Paid-in/ Issued Capital	Share in the Capital	Currency	Share(%)	The Nature of the Relation
İskenderun Demir ve Çelik A.Ş.	Integrated Iron and Steel Production	2,900,000,000	2,751,325,633.16	TRY	94.87	Full Consolidation
Erdemir Madencilik San. ve Tic. A.Ş.	Iron Ore, Pellet Manufacturing	120,000,000	108,000,000	TRY	90	Full Consolidation
Erdemir Çelik Servis Merkezi San. ve Tic. A.Ş.	Steel Service Center	39,952,781	39,952,781	TRY	100	Full Consolidation
Erdemir Müh. Yön. ve Dan. Hiz. A.Ş.	Management and Consultancy	7,500,000	7,500,000	TRY	100	Full Consolidation
Erdemir Romania SRL	Production of Siliceous Steel	81,501,550	81,501,550	RON	100	Full Consolidation
Erdemir Asia Pacific Private Limited	Commercial Activity	250,000	250,000	USD	100	Full Consolidation
Erdemir Enerji Üretim A.Ş.	Energy Generation	18,000,000	18,000,000	TRY	100	Full Consolidation
İsdemir Linde Gaz Ortaklığı A.Ş.	Industrial Gas Production and Sale	140,000,000	66,411,308.39	TRY	47.44	Joint Venture Partnership
Kümaş Manyezit Sanayi A.Ş.	Industrial Products	1,000,000,000	1,000,000,000	TRY	100	Full Consolidation

Source: www.kap.org.tr

- Financial data of the Group are shown on the previous page.
- As of December 31, 2025, a total of 12,824 employees were employed within the Erdemir Group, including 3,917 monthly-paid and 8,907 hourly-paid personnel.

The Market where the Capital Market Instrument is Traded and the Indexes that the Company is Included

BIST Code : EREGL

Market where the Capital Market Instrument is Traded : BIST STAR

The Indices In Which It Is Included : BIST PARTICIPATION 30 / BIST 500 / BIST CORPORATE GOVERNANCE / BIST LIQUID 10 EX BANKS / BIST BASIC METAL / BIST SUSTAINABILITY PARTICIPATION / BIST DIVIDEND 25 / BIST 100 / BIST PARTICIPATION 50 / BIST PARTICIPATION ALL SHARES / BIST 50 / BIST 30 / BIST STARS / BIST SUSTAINABILITY / BIST INDUSTRIALS / BIST PARTICIPATION 100 / BIST ALL SHARES / BIST DIVIDEND / BIST PARTICIPATION DIVIDEND

The Peak and Bottom Closing Values of the Company Stock in the BIST in the Last One-Year Period (17.07.2025-17.07.2026)

Bottom (TRY)	*Peak (TRY)*
23.64 (29.12.2025)	44.06 (16.07.2026)

Source: Ereğli Demir ve Çelik Fabrikaları T.A.Ş.

B. Changes in the Company in the Last Year:

i. Changes in Capital and Articles of Association

There were no changes in the company's capital and articles of association during the review period.

ii. Profit Distribution

- The resolution of the Company's Board of Directors dated 03.03.2026, and numbered 10078, is as follows:

"It has been determined that, based on the financial statements for the year 2025, the Company recorded a net loss of (TRY 3,777,110,075) according to the provisions of the Tax Procedure Law (TPL), and a net profit of TRY 511,801,109 according to the consolidated financial statements prepared in accordance with the Capital Markets Board (CMB) Communiqué No. II-14.1. Accordingly:

- No general legal reserves shall be allocated due to the net loss reported in the 2025 financial statements prepared in accordance with TPL;
- The distribution of a total cash dividend of TRY 3,850,000,000 to shareholders, comprising TRY 497,091,917 from the net distributable profit for the period as reported in the 2025 financial statements prepared in accordance with CMB regulations and TRY 3,352,908,083 from extraordinary reserves;
- the allocation of a general legal reserve of TRY 350,000,000 under CMB regulations and TRY 385,000,000 under the Tax Procedure Law, corresponding to 10% of the amount exceeding 5% of the Company's paid-in capital, pursuant to subparagraph (c) of the second paragraph of Article 519 of the Turkish Commercial Code, since the allocated cash dividend exceeds 5% of the Company's paid-in capital;
- the determination of the dividend distribution date by the Board of Directors following the Ordinary General Assembly Meeting, taking into account the Company's cash flow projections, with the payment to be made in a single installment no later than 15 December 2026;

it was resolved that these matters be submitted for the approval of the General Assembly at the Company's Ordinary General Assembly Meeting for the 2025 financial year.

The Board of Directors' proposal regarding the dividend distribution was discussed and approved as item 7 of the agenda at the ordinary general assembly meeting held on 26.03.2026.

The dividend distribution commenced on 03.06.2026, and the dividend was reflected in the accounts of public shareholders with a T+2 value date.

iii. Policies:

No changes were made in company policies (Disclosure Policy, Dividend Distribution Policy, Remuneration Policy, Compensation Policy, Human Resources Policy, Donations and Aid Policy, Erdemir Group Ethical Rules and Working Principles) during the review period. The aforementioned policies were disclosed to the public on the corporate website of the company.

iv. *Management and Organization:*

- The Company's Material Disclosure dated 05.08.2025 is as follows:

"By resolution of our Board of Directors, pursuant to Resolution No. 20 of OMSAN Lojistik A.Ş., the Company's corporate entity Deputy Chairman of the Board of Directors and Managing Director, it was resolved that Ahmet TAŞKIN be registered with the trade registry and announced as the natural person representative acting on behalf of OMSAN Lojistik A.Ş., replacing Gürtan DAMAR. (Date and number of the Board of Directors' resolution: 5 August 2025, 10028)

- The Company's Material Disclosure dated 23.08.2025 is as follows:

"By resolution of our Board of Directors, it was resolved to appoint Şaban YAZICI as General Manager to fill the vacancy arising from the termination of Niyazi Aşkın PEKER's term of office. (Date and number of the Board of Directors' resolution: 23 August 2025, 10038)

- The Company's Material Disclosure dated 25.02.2026 is as follows:

“By resolution of our Board of Directors, pursuant to Resolution No. 459 of OYAK Denizcilik ve Liman İşletmeleri A.Ş., a corporate entity member of the Company’s Board of Directors, it was resolved that Gizem MUTLU be registered with the trade registry and announced as the natural person representative acting on behalf of OYAK Denizcilik ve Liman İşletmeleri A.Ş., replacing Güliz KAYA. (Date and number of the Board of Directors’ resolution: 25 February 2026, 10076)

- The Company’s Material Disclosure dated 16.03.2026 is as follows:

"Pursuant to the resolution of our Company’s Board of Directors, it was resolved to elect:

- pursuant to Resolution No. 09 of OMSAN Lojistik A.Ş., a corporate entity member of our Company’s Board of Directors, Tolga SAYGUN, replacing Ahmet TAŞKIN, as the natural person representative acting on behalf of OMSAN Lojistik A.Ş.;

- pursuant to Resolution No. 479 of OYAK Denizcilik ve Liman İşletmeleri A.Ş., a corporate entity member of our Company’s Board of Directors, Ahmet TAŞKIN, replacing Gizem MUTLU, as the natural person representative acting on behalf of OYAK Denizcilik ve Liman İşletmeleri A.Ş.; were resolved to be registered with the trade registry and announced. (Date and number of the Board of Directors’ resolution: 16 March 2026, 10079)

Pursuant to the resolution of our Company’s Board of Directors, it was resolved to elect:

- OYTAŞ İç ve Dış Ticaret A.Ş. (Representative: Murat YALÇINTAŞ) as Chairman of the Board of Directors;

- OYAK Pazarlama Hizmet ve Turizm A.Ş. (Representative: Mustafa Serdar BAŞOĞLU) as a Member of the Board of Directors and Managing Director;

- OYKA Kağıt Ambalaj Sanayii ve Ticaret A.Ş. (Representative: İsmail DOĞAN) as a Board Member and Managing Director. (Date and number of the Board of Directors’ resolution: 16 March 2026, 10080)

- The Company’s Material Disclosure dated 09.04.2026 is as follows:

"Pursuant to the resolution of our Company’s Board of Directors, it was resolved to elect:

- OYTAŞ İç ve Dış Ticaret A.Ş. (Representative: Murat YALÇINTAŞ) as Chairman of the Board of Directors;

- OYAK Pazarlama Hizmet ve Turizm A.Ş. (Representative: Mustafa Serdar BAŞOĞLU) as a Board Member and Managing Director;

- OYKA Kağıt Ambalaj Sanayii ve Ticaret A.Ş. (Representative: İsmail DOĞAN) as a Member of the Board of Directors and Managing Director,

- OMSAN Lojistik A.Ş. (Representative: Tolga SAYGUN) as a Member of the Board of Directors and Managing Director. (Board of Directors resolution dated 09.04.2026, no. 10085)”

- The Company’s Material Disclosure dated 28.04.2026 is as follows:

"Pursuant to the resolution of our Company’s Board of Directors, it was resolved to elect:

- In accordance with the decision of the Board of Directors of OYAK Pazarlama Hizmet ve Turizm A.Ş. (Corporate Board Member) numbered 2026/26, to appoint Melikşah UTKU in place of Mustafa Serdar BAŞOĞLU as the natural person representative acting on behalf of OYAK Pazarlama Hizmet ve Turizm A.Ş.,

- Pursuant to Resolution No. 491 of OYAK Denizcilik ve Liman İşletmeleri A.Ş., a legal entity member of our Company's Board of Directors, it was resolved to register and announce in the Trade Registry the appointment of Ahmet Raci YALÇIN, replacing Ahmet TAŞKIN, as the natural person representative acting on behalf of OYAK Denizcilik ve Liman İşletmeleri A.Ş.

Pursuant to the resolution of our Company's Board of Directors, it was resolved to elect:

- OYTAŞ İç ve Dış Ticaret A.Ş. (Representative: Murat YALÇINTAŞ) as Chairman of the Board of Directors;
- Ömer Cihad VARDAN, who serves as an Independent Member of the Board of Directors, as Deputy Chairman of the Board of Directors.

It was resolved to establish that the duties of the Deputy Chairman of the Board of Directors are limited to coordinating the meetings and activities of the Board of Directors and do not involve any executive duty or authority that could compromise his independent status.

Furthermore, it was resolved that the powers of OYKA Kağıt Ambalaj Sanayii ve Ticaret A.Ş. (Representative: İsmail DOĞAN), a Member of the Board of Directors and Managing Director, and OMSAN Lojistik A.Ş. (Representative: Tolga SAYGUN), a Member of the Board of Directors and Managing Director, in their capacities as Managing Directors shall continue.

(Board of Directors resolution dated 28.04.2026, no. 10087)

No other changes were made in the Board of Directors and senior management during the review period.

v. Changes in Group Companies, Subsidiaries and Affiliates:

No changes were made in Group Companies, Subsidiaries and Affiliates.

4. RATING METHODOLOGY

The Corporate Governance Compliance Rating is a system that audits whether or not the firm's management structures and management styles, the arrangements for shareholders and stakeholders and the process of informing in transparency and accuracy are performed in accordance with the modern corporate governance principles and which assigns a grade corresponding to the existing situation.

Organization for Economic Co-operation and Development (OECD) established a working group in 1998 in order to assess member countries' opinions on corporate governance and to prepare some non–binding principles.

The fact that principles are open to change over time was also accepted in this work. Although at first these principles were focused on the companies whose shares were quoted on the stock exchange, it was emphasized by the OECD that it would also be useful to implement these principles in public enterprises and companies whose shares were not quoted on the stock exchange.

In 1999, the OECD Corporate Governance Principles were approved at the OECD Meeting of Ministers and published. Since then, these principles have been regarded as international references for decision–makers, investors, shareholders, companies and stakeholders throughout the world.

Since their approval, these principles have kept the concept of corporate governance on the agenda and become guidelines for the laws and regulations in OECD members, as well as other countries.

In the OECD Corporate Governance Principles, corporate governance is based on four basic principles, which are fairness, transparency, accountability and responsibility.

Turkey has been closely monitoring these developments. A working group established within TUSIAD in 2001 prepared the guide titled "Corporate Governance: The best implementation code". Then, CMB issued "Capital Market Board Corporate Governance Principles" in 2003 and updated it in 2005, 2010, 2012, 2013 and 2014 according to international developments in this field.

Obligation to comply with CMB's Corporate Governance Principles, based on the principle of "comply or explain", and to declare it became part of companies' lives in 2004. Putting the Declaration of Compliance to Corporate Governance in the annual reports became obligatory the following year.

The principles are grouped under four main headings, namely: the Shareholders, Public Disclosure and Transparency, Stakeholders and the Board of Directors.

The Corporate Governance Compliance Rating Methodology has been prepared by Kobirate A.Ş. for companies whose shares are traded on BIST, banks, investment partnerships and non–quoted companies.

It has been prepared by taking into account the criteria specified in the Corporate Governance Communiqué of the CMB, numbered II-17.1, published in the Official Gazette dated 03 January 2014 and numbered 28871, as well as the decisions taken at the CMB's board meeting dated 01.02.2013 and numbered 4/105.

In this analysis, the full compliance of workflow and analysis technique with KOBİRATE A.Ş.'s Ethical Rules is considered.

456 criteria are used in the rating process for BIST 1st Group Companies in order to measure the compliance of firms with corporate governance principles. These criteria are transformed into "Corporate Governance Rating Question Sets" through Kobirate A.Ş.'s software.

The weighting scheme for the four main sections in the new Corporate Governance

Compliance Rating, determined by CMB's memorandum dated 12.04.2013 and numbered 36231672-410.99 (KBRT)-267/3854, is applied completely by Kobirate A.Ş. The weightings are as below:

Shareholders 25 %

Public Disclosure and Transparency 25 %

Stakeholders 15 %

Board of Directors 35 %

CMB decision dated 01.02.2013 and numbered 4/105 states that in case the minimum requirements of corporate governance principles are met, 85 % of full points can be given at most for that principle, and it is required to add new questions/methods into the methodology in order to ensure that good corporate governance principles, which go beyond meeting the minimum requirements, are included in the rating grade. Our company has been informed about this requirement by CMB notification dated 19.07.2013 and numbered 36231672-410.99 (KBRT) 452.

In the 2014/2 revised corporate governance compliance rating methodology, created by our company, the grade that can be given to a related criterion in that subsection for meeting minimum requirements of corporate governance principles, stated by the CMB Communiqué of Corporate Governance published on 03.01.2014, is restricted to 85 % of the full points. A rating is made with a system that completes the section grades up to 100 by the company's compliance and implementation of the corporate governance practices, which include the good implementation and internalization of the criteria determined in the corporate governance principles, and the different good corporate governance practice criteria determined by our company.

The grade to be assigned by the Corporate Governance Rating Committee to the firm ranges between 0-10. In this scale of grade, "10" points mean excellent, full compliance with CMB's Corporate Governance Principles, while grade "0" means that there is no compliance with CMB's Corporate Governance Principles, in any sense, in the existing weak structure.

5. KOBİRATE ULUSLARARASI KREDİ DERECELENDİRME VE KURUMSAL YÖNETİM HİZMETLERİ A. Ş. CORPORATE GOVERNANCE RATING GRADES AND DESCRIPTIONS

NOTE	*DEFINITIONS*
9–10	The Company achieved substantial compliance with the Corporate Governance Principles issued by the Capital Market Board. Internal control systems are established and are operational. Any risks to which the Company might be exposed are recognized and controlled effectively. The rights of the shareholders are impartially taken care of. The level of public disclosure and transparency is high. The interests of the stakeholders are fairly considered. The structure and the working conditions of the Board of Directors are in full compliance with the Corporate Governance Principles. The Company is eligible for inclusion in the BIST corporate governance index.
7–8,9	The Company complied considerably with the Corporate Governance Principles issued by the Capital Market Board. Internal control systems are in place and operational, although some improvements are required. Potential risks to which the Company may be exposed are identified and can be managed. The rights of the shareholders are impartially taken care of. Public Disclosure and transparency are at high levels. The interests of the stakeholders are fairly considered. Composition and operational conditions of the Board comply with the Corporate Governance Principles. Some improvements are needed in compliance with the Corporate Governance Principles even though they do not constitute serious risks. The company is eligible for inclusion in the BIST Corporate Governance Index.
6–6,9	The Company has moderately complied with the Corporate Governance Principles issued by the Capital Market Board. Internal Control systems at a moderate level have been established and operated; however, improvement is required. Potential risks that the Company may be exposed to are identified and can be managed. The interests of the shareholders are taken care of, although improvement is needed. Although public disclosure and transparency are taken care of, there is a need for improvement. Benefits of the stakeholders are taken care of, but improvement is needed. Some improvement is required in the structure and working conditions of the Board.

NOTE	***DEFINITIONS***
4–5,9	The Company has minimum compliance with the Corporate Governance Principles issued by the Capital Market Board. Internal control systems are in place at a minimum level, but are not full and efficient. Potential risks that the company is exposed to are not properly identified and are not under control. Substantial improvements are required to comply with the Corporate Governance Principles in terms of the benefits of both the shareholders and stakeholders, public disclosure, transparency, and the structure and working conditions of the Board. Under the current conditions, the Company is not eligible to be listed in the BIST Corporate Governance Index.
< 4	The Company has failed to comply with the Corporate Governance Principles issued by the Capital Market Board. It also failed to establish its internal control systems. Potential risks that the company might be exposed to are not identified and cannot be managed. The company is not responsive to the Corporate Governance Principles at all levels. There are major weaknesses in the interests of the shareholders and the stakeholders, public disclosure, transparency, the structure and working conditions of the Board, and they are at a level that might cause the investor to incur material losses.