



İSKENDERUN DEMİR VE ÇELİK A.Ş.

For the Period 1 January - 31 December 2023
Board of Directors' Activity Report

**(CONVENIENCE TRANSLATION OF
INDEPENDENT AUDITOR'S REPORT ON THE MANAGEMENT'S ANNUAL REPORT
ORIGINALLY ISSUED IN TURKISH)**

INDEPENDENT AUDITOR'S REPORT ON THE MANAGEMENT'S ANNUAL REPORT

To the General Assembly of İskenderun Demir ve Çelik A.Ş.

1) Opinion

As we have audited the full set financial statements of İskenderun Demir ve Çelik A.Ş. ("the Company") for the period between 01/01/2023–31/12/2023, we have also audited the annual report for the same period.

In our opinion, the financial information provided in the Management's annual report and the Management's discussions on the Company's financial performance, are fairly presented in all material respects, and are consistent with the full set audited financial statements and the information obtained from our audit.

2) Basis for Opinion

We conducted our audit in accordance with the Standards on Independent Auditing ("SIA") which is a part of Turkish Auditing Standards accepted by regulations of the Capital Markets Board and published by the Public Oversight Accounting and Auditing Standards Authority ("POA"). Our responsibility is disclosed under *Responsibilities of the Independent Auditor on the Independent Audit of the Annual Report* in detail. We declare that we are independent from the Company in accordance with the *Code of Ethics for Independent Auditors* ("Code of Ethics") published by the POA, together with the ethical requirements included in the regulations of the Capital Markets Board and other regulations that are relevant to our audit. We have fulfilled other responsibilities in accordance with these requirements and the Code of Ethics. We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our audit opinion.

3) Auditor's Opinion for the Full Set Financial Statements

We have presented unqualified opinion for the Company's full set financial statements for the period between 01/01/2023–31/12/2023 in our Auditor's Report dated 22 February 2024.

4) Management's Responsibility for the Annual Report

The Company Management is responsible for the following in accordance with Article 514 and 516 of the Turkish Commercial Code No. 6102 ("TCC") and "Communiqué on Principles of Financial Reporting in Capital Markets" with No.14.1 of the Capital Markets Board ("the Communiqué"):

- a) Preparing the annual report within the three months following the reporting date and presenting it to the General Assembly,
- b) Preparing the annual report with the all respects of the Company's flow of operations for that year and the Company's financial performance accurately, completely, directly and fairly. In this report, the financial position is assessed in accordance with the financial statements. The Company's development and risks that the Company may probably face are also pointed out in this report. The Board of Director's evaluation on those matters are also stated in this report.
- c) The annual report also includes the matters stated below:
 - The significant events occurred in the Company's activities subsequent to the financial year ends,
 - The Company's research and development activities,
 - The compensation paid to key management personnel and members of Board of Directors including financial benefits such as salaries, bonuses and premiums, allowances, travelling, accommodation and representation expenses, in cash and kind facilities, insurances and other similar guarantees.

The Board of Directors also considers the secondary regulations prepared by the Ministry of Trade and related institutions while preparing the annual report.

5) Responsibilities of the Independent Auditor on the Independent Audit of the Annual Report

Our aim is to express an opinion and prepare a report about whether the Management's discussions and financial information in the annual report within the scope of the provisions of the TCC and the Communiqué are fairly presented and consistent with the information obtained from our audit.

We conducted our audit in accordance with the regulations of the Capital Markets Board and the SIA. Those standards require that we comply with ethical requirements and plan and perform the audit to obtain reasonable assurance about whether the Management's discussions on the Company's financial performance, are fairly presented in all material respects, and are consistent with the full set audited financial statements and the information obtained from our audit

The engagement partner on the audit resulting in this independent auditor's report is Koray Öztürk.

DRT BAĞIMSIZ DENETİM VE SERBEST MUHASEBECİ MALİ MÜŞAVİRLİK A.Ş.
Member of **DELOITTE TOUCHE TOHMATSU LIMITED**



Koray Öztürk
Partner

İstanbul, 22 February 2024

**BOARD OF DIRECTORS' ACTIVITY REPORT PREPARED IN ACCORDANCE
WITH THE COMMUNIQUÉ SERIAL:II, NO:14.1****A - GENERAL INFORMATION****1. Report Period**

1 January 2023 - 31 December 2023

2. Information on the Company

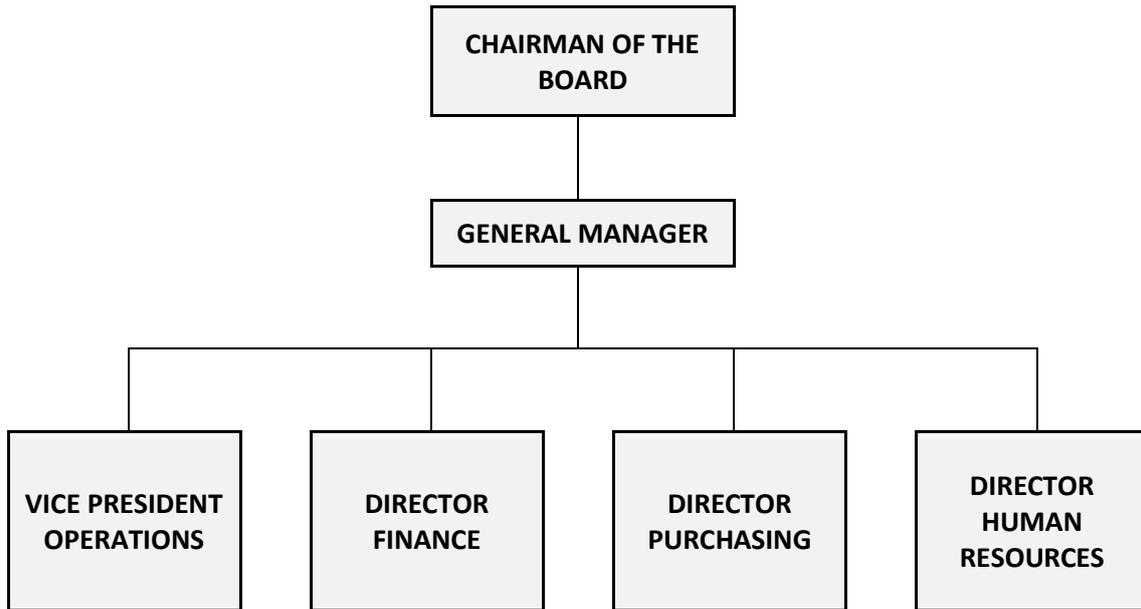
- Trade Title : İSKENDERUN DEMİR VE ÇELİK A.Ş.
- Trade Registry Number : 1599
- Address of the Head Office : Karayılan Mahallesi, 31319 İskenderun/HATAY
- İnternet website : www.isdemir.com.tr

3. Shareholding Structure and Capital Structure

Paid-in Capital : TRY 2.900.000 thousand

Shareholders	Shares (Thousand TRY)	%
Ereğli Demir ve Çelik Fabrikaları T.A.Ş.	2.751.326	94,87
Publicly Held	148.674	5,13
General Total	2.900.000	100,00

No change in shareholding and capital structure.

4. Organization Chart

**BOARD OF DIRECTORS' ACTIVITY REPORT PREPARED IN ACCORDANCE
WITH THE COMMUNIQUÉ SERIAL:II, NO:14.1**

5. Explanations related to privileged shares and voting rights of the shares

On the Group A shares, a usufruct has been established in the name of the Privatization Administration to be valid until otherwise decided by the Higher Council for Privatization.

6. Information on Board of Directors, key managers and number of personnel

According to the Turkish Commercial Code and related regulations, the election of the Member Board of Directors is executed by the General Assembly within the framework of the Articles of Association. Should there be an opening in the Board of Directors Membership within the respective period; an election for the available positions is made according to the provisions of Turkish Commercial Code and Company's Articles of Association and the results are submitted to the next general assembly to be approved. The Company's 2022 Ordinary General Assembly has been executed on 31 March 2023.

The membership number of Board of Directors has determined as 9 and 6 Board Members have been elected for three years and 3 independent board members have been elected for one year by the Ordinary General Assembly executed on 17 March 2022 according to the 9th and 10th articles of Articles of Association within the framework of Turkish Commercial Code and Capital Market Law. Accordingly 3 independent board members have been elected for one year by the General Assembly executed on 31 March 2023 instead of the 3 independent board members whose duty has ended.

The active members of the Board of Directors as of reporting period:

Board of Directors	Title	Effective from (*)
ATAER Holding A.Ş. (Represented by Süleyman Savaş ERDEM)	Chairman	27.05.2013
Erdemir Çelik Servis Merkezi Sanayi ve Ticaret A.Ş. (Represented by Baran ÇELİK)	Deputy Chairman and Executive Director	13.09.2012
Erdemir Madencilik Sanayi ve Ticaret A.Ş. (Represented by Gürtan DAMAR)	Board Member and Executive Director	18.09.2012
Republic of Türkiye Ministry of Treasury and Finance Privatization Administration (Represented by Orhan ERBİR)	Board Member	20.09.2012
OYAK Pazarlama Hizmet ve Turizm A.Ş. (Represented by Eren Ziya DİK)	Board Member	17.09.2012
Erdemir Mühendislik, Yönetim ve Danışmanlık Hizmetleri A.Ş. (Represented by Güliz KAYA)	Board Member	17.09.2012
Ali FİDAN	Independent Board Member	21.03.2019
Emre GÖLTEPE	Independent Board Member	17.03.2022
Kadri ÖZGÜNEŞ	Independent Board Member	31.03.2023

(*) Legal entity's duty starting dates were considered.

Information about Board Members' titles out of the company is given in App.1.

**BOARD OF DIRECTORS' ACTIVITY REPORT PREPARED IN ACCORDANCE
WITH THE COMMUNIQUE SERIAL:II, NO:14.1**

Changes in the Board of Directors within the Year

At the Ordinary General Assembly Meeting held on March 31, 2023 Ali FİDAN, Emre GÖLTEPE and Kadri ÖZGÜNEŞ have been elected as independent board members for serving 1 year period.

It has been resolved to elect Board Member ATAER Holding A.Ş. (represented by Süleyman Savaş ERDEM) as Chairman and to elect Erdemir Çelik Servis Merkezi Sanayi ve Ticaret A.Ş. (represented by Baran ÇELİK) as Deputy Chairman at task distribution for serving 1 year period and to authorize Deputy Chairman Erdemir Çelik Servis Merkezi Sanayi ve Ticaret A.Ş. (represented by Baran ÇELİK) and Board Member Erdemir Madencilik Sanayi ve Ticaret A.Ş. (represented by Gürtan DAMAR) as "Executive Director" with the decision of Board of Directors numbered 753.

It has been resolved to appoint Eren Ziya DİK in place of Volkan ÜNLÜEL as the real person representative of Board Member OYAK Pazarlama Hizmet ve Turizm A.Ş. due to the expiration of Volkan ÜNLÜEL's duty and to register the circumstance to the Trade Registry and to announce in the Trade Registry Gazette of Türkiye with the decision of the Board of Directors numbered 781.

Authorities and Duties of the Members of the Board of Directors'

The Chairman and the members of the Board of Directors possess duties and authorities set out in the Turkish Trade Act's relevant clauses and in the Articles of Association. The duties and responsibilities of the Audit Committee, Early Detection of Risk Committee and Corporate Governance Committee established in the Board of Directors are specified in App. 3.

Information About Board Members' and Executive Management's Titles out of the Company and The Declarations of Independent Board Members

Information about Board Members' and Executive Management's Titles out of the Company is given in App.1, the declarations of Independent Board Members are given in App. 2.

Members of Board Committees, Frequency of Meetings, Operating Principals also Including Activities Performed and Evaluation of the Board on the Effectiveness of the Committees

Audit Committee, Early Detection of Risk Committee and Corporate Governance Committee was established for the Board of Directors. Board of Auditors held 4 meetings in 2023 and continued its activities in accordance with CMB Principles. Board Members participated in the meetings regularly.

Early Detection of Risk Committee held 6 meetings and Corporate Governance Committee 4 meetings in 2023. The Committees have continued to performed their works in accordance with CMB regulations.

The working instructions relating to the Committees take place on www.isdemir.com.tr website. No outside consultancy service procured by the Committees during the year.

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**Numbers of Board meetings within the Year and Attendance of the Board Members
in the Meetings**

The Board of Directors held 6 meetings within 2023. All Board Members attended such meetings regularly in most of the cases.

Executive Management

Executive Management	Title	Effective from	Education	Experience
Baran ÇELİK	Deputy Chairman and Executive Director	14.02.2023	Boğaziçi University – International Trade	20 Years
Gürtan DAMAR	Board Member and Executive Director	23.02.2021	Yıldız Technical University – Mechanical Engineering	28 Years
Salih Cem ORAL	General Manager	12.09.2022	İstanbul Technical University – Metallurgy Engineering	30 Years
İsmail Kürşad KORKMAZ	Procurement Group Vice President	21.02.2017	Middle East Technical University – Political Science and Public Administration	28 Years
Mustafa Serdar BAŞOĞLU	Financial Management and Financial Affairs Group Vice President	24.09.2020	Bülent Ecevit University - Management (Master's Degree) Karadeniz Technical University - Finance (Bachelor's Degree)	20 Years
Sercan BÜYÜKBAYRAM	Marketing and Sales Group Vice President	19.06.2023	Middle East Technical University - Sociology (Master's Degree) Middle East Technical University- Political Science and Public Administration (Bachelor's Degree)	24 Years
Ercan KAYA	Enterprise Architecture and Human Resources Group Vice President	21.07.2020	Selçuk University - Economics (Doctor's Degree) Hacettepe University - Economics (Master's Degree)	36 Years
Buğra ŞENER	Operations Deputy General Manager	27.09.2021	İstanbul Technical University – Metallurgy Engineering (Master's Degree) İstanbul Technical University – Metallurgy Engineering (Bachelor's Degree)	26 Years

**BOARD OF DIRECTORS' ACTIVITY REPORT PREPARED IN ACCORDANCE
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7. The Transactions of Board Members made on its behalf or on behalf of other and the activities as part of prohibition of competition

At the Ordinary General Assembly held on 31 March 2023, it is consented to give the authority for transactions according to article 395 and 396 of Turkish Commercial Code (TCC) to the Members of the Board.

No transaction had been realized in this context.

8. Personnel and Labor Movements and Collective Bargaining Practices and Rights and Benefits Provided to Personnel and Workers

28th Period Collective Labor Agreement, which will be valid between January 1, 2023 and December 31, 2024 has been signed on June 6, 2023 between Özçelik-İş Union and İskenderun Demir ve Çelik A.Ş .

The rights and benefits provided to our employees within the scope of collective bargaining practices, are classified under the heading. Bonuses and social benefits include bonuses, holiday allowance, fuel allowance, annual leave allowance, marriage allowance, maternity benefit, death allowance active military service, child support, educational aid, food aid and vehicle assistance.

Permits are annual paid leave, companion leave, compassionate leave, free leave and marriage leave, death leave, work limit permit, pregnancy permit, maternity leave, part time work permit, moving permit, breast-feeding leave, adoption leave, public prosecution permit, permission to be with your child and other leaves for natural disaster.

Complementary health insurance for our hourly paid staff; individual annuity insurance, private health insurance and life insurance are provided to our monthly paid personnel.

Social benefits such as death allowance, food aid and vehicle assistance are provided to all our employees; other welfare benefits are paid only to employees with hourly wages. Permits such as annual leave, excuse for leave, marriage leave, death leave, maternity leave, working limit pregnancy leave, companion leave (child), adoption permit, part time work permit, free leave and dairy leave are granted to all employees; other permits are available only for the benefits of our employees working on hourly basis. Transfer permits and permission to be with your child are available for the benefits of our employees working on monthly basis.

The number of personnel of the Company is as follows:

	31 December 2023 Personnel	31 December 2022 Personnel
Paid Hourly Personnel	3.069	3.017
Paid Monthly Personnel	1.463	1.650
	4.532	4.667

Company's short-term payables and long-term provisions for employee benefits as of the reporting period disclosed in the "Note 17 - Employee Benefits" of the independent auditor's report for the accounting period 1 January - 31 December 2023.

**BOARD OF DIRECTORS' ACTIVITY REPORT PREPARED IN ACCORDANCE
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The Company issued "Statement of Compliance with Corporate Governance", "Corporate Governance Compliance Report" and "Corporate Governance Information Form", which are prepared in accordance with Capital Markets Board decision dated 10.01.2019 and numbered 2/49 and the II-17.1 Corporate Governance Communiqué, are given in App.3

10. Amendments in The Articles of Association

None.

B - Financial Benefits provided to Board Member and Top Managers**1. Total value of the financial benefits provided such as attendance fee, wages, premiums, bonuses, profit shares**

At the Ordinary General Assembly of Company held on 31 March 2023 it is resolved that;

- No wages will be paid to any of the Board Members elected as the Group B Shares
- The monthly net wage that will be paid to the members representing Group A shares will be TRY 13.750 (monthly, in cash),
- The monthly net wage that will be paid to the Independent Board Members will be TRY 23.000 (monthly, in cash),
- It was decided that the new wages will be valid from the date of April 1st, 2023.

Individual Accident and Life insurance was taken out for each of the Board of Directors and the Chairman of the Board, and no other benefit was provided.

No bonus payment was made to any of the Board Members as a reward for performance recognition.

No debt was given to any of the Board Members and the managers within the period, directly or through a third party no guarantee or collateral was given for any of them to allow them to obtain any loan.

2. Information on the total amount of allowances, travel, accommodation and representation expenses, and cash and non-cash payments, insurance and similar guarantees

The key management of the Company consists of the Board of Directors, General Manager and Assistant General Managers. For the year ended 31 December 2023, the total compensation consisting of benefits such as salaries, bonuses and other benefits of the key management of the Company is TRY 18.504 thousand (31 December 2022: TRY 16.926 thousand).

**BOARD OF DIRECTORS' ACTIVITY REPORT PREPARED IN ACCORDANCE
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OYAK Mining Metallurgy conducts its research and development activities at "Erdemir R&D Center, " certified by the Republic of Türkiye Ministry of Industry and Technology in 2014. Erdemir R&D Center performs activities in five main areas: raw materials and iron making, steel making and casting technologies, hot rolled products and process, cold rolled products and process, energy and environment.

Erdemir R&D Center serving OYAK Mining Metallurgy has well-equipped laboratory facilities, such as material characterization, thermomechanical simulation, metal forming, welding, corrosion, fatigue, enameling, rheology, spectral analysis, and X-ray diffraction, etc., and also simulators for pilot scale trials on raw material and product development, such as agglomeration systems, coking, sintering, melting, rolling and coating processes.

As being in the scope of R&D activities 14 projects have been completed and 60 projects have been still going further during that period. Erdemir's R&D team has contributed to the intellectual capital of our company by presenting 90 papers and posters at various national/international iron and steel conferences to date.

D - Company Activities and Significant Developments related to the Activities**1. Investment Activities**

Operating within the modern plants and by modern production technology, OYAK Mining Metallurgy produces competitive products globally and continues its investments aligned for continuous development strategy. In this scope;

Equipment procurement, manufacturing and site activities continue within the scope of the 1. New Blast Furnace Project, the Vacuum Degassing Plant Project and the Boiler No.3 Retubing and Burner Modification Project. Equipment shipments have been completed and construction and assembly will begin within the scope of the 1. Blast Furnace Top Recovery Turbine (TRT) Project. Engineering and equipment procurement works and field activities continue for the Port-1 New Grab Ship Unloader Cranes Project. Engineering studies are ongoing within the scope of the Upgrade of HSM Level 1 System Project and the İsdemir Port Capacity Increase Investment Project. Equipment procurement and site activities continue in the Seawater Pumping Station Sustainability Investment and the Repair, Renovation and Strengthening Projects of Port Facility Damaged by the Earthquake. Procurement and engineering studies continue in the scope of İsdemir Robotic Applications and Automation Projects.

Procurement activities continue for the New Sinter Plant, the New 1. and 2. Turbo Generator and the Electricity Generation from The Steam Produced in Coke Dry Quenching Projects.

The amount of investment expenditures of İskenderun Demir ve Çelik A.Ş. as of 31 December 2023 is USD 348.986 thousand (31 December 2022: USD 232.523 thousand).

**BOARD OF DIRECTORS' ACTIVITY REPORT PREPARED IN ACCORDANCE
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2. Internal control system and internal audit activities

Company does not have an Internal Audit Department. However, in OYAK Mining-Metallurgy our company is included; the Internal Audit Directorate is available reporting to the Chairman of the Board and Executive Director to evaluate and improve effectiveness of Risk Management, Control and Governance processes. The Internal Audit Department reports directly to the Vice Chairman of the Board of Directors and the Executive Director, with the aim of evaluating and improving the effectiveness of the risk management, control and governance processes of the Group Companies.

3. Direct and Indirect Affiliates

The business areas of the companies in which the Company has shares are provided below with the share ratio in such companies:

Name of the Company	Country of Operation	Operation	Share 2023 %	Share 2022 %
Teknopark Hatay A.Ş.	Türkiye	R&D Center	5	5
İsdemir Linde Gaz Ortaklığı A.Ş.	Türkiye	Industrial Gas Production &Sales	50	50

4. Information about Company Shares the Company Acquires

None.

5. Explanations related public and private audit

It is resolved in the Ordinary General Assembly held on March 31, 2023 to contract with the independent audit company "DRT Bağımsız Denetim ve Serbest Muhasebeci Mali Müşavirlik A.Ş.'nin (A Member firm of Deloitte Touche Tohmatsu) for the independent audit services in 2023.

6. Legal Subjects

a) Lawsuits

The Company reliably determines the probability of losing the lawsuits and the liabilities that will arise in case of loss, based on the possible cash outflows based on the best estimation of the Management, taking into account the opinions of the Group Legal Consultancy and external expert lawyers for ongoing lawsuits.

Lawsuits filed by and against the Company as of the Company's reporting period disclosed in "Note 18 - Provisions" of the independent auditor's report for the period 1 January - 31 December 2023.

b) Administrative - Judicial Sanctions

None.

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7. General Assemblies

The Ordinary General Assembly meetings of our Company are held in accordance with the applicable provisions of the Capital Market Law, Turkish Commercial Code and the Articles of Association of the Company, and any decision made in such meetings are performed within due times. The Ordinary General Assembly of Company was held on 31 March 2023.

8. Donations Made and Social Responsibility Projects

The Company's public institutions and organizations in surrounding districts and towns; education, food, corporate social responsibility, maintenance and repair, etc. Donations of the Company's are as follows

(Thousand TRY)	1 January- 31 December 2023	1 January- 31 December 2022
Cooperative Activities with Public Institutions and Org.	1.889	10.875
Education and Training Activities	3.945	1.353
Volunteer Studies and Cooperative Activities for Charities	3.066	1.441
Cooperative Activities with Foundations, Associations, Organizations, Institutes	264	24.383
Cultural and Artistic Activities	-	54
Support Activities in Health and Financial Issues	55	1
Grand Total	9.219	38.107

9. Group of Companies

a) Transactions

There is no legal action/ transaction made by our Company with OYAK or its subsidiary company, OYAK, or OYAK's affiliated companies or subsidiary companies of OYAK or for the benefits of OYAK or any Company affiliated with OYAK in the year 2023. In the year of 2023, all of the commercial activities between our controlling partner and the subsidiaries of our controlling partner and our Company were carried out in accordance with Arm's Length principle.

b) Explanation on transactions

None.

**BOARD OF DIRECTORS' ACTIVITY REPORT PREPARED IN ACCORDANCE
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E - Financial Situation

1. Summary of Financial Statements

The financial statements are prepared in accordance with the financial reporting standards published by the Capital Markets Board. The financial statements dated 31.12.2023 and 31.12.2022 were independently audited.

Summary of Balance Sheet

	(Audited)	(Audited)
	Current period	Previous period
(Thousand TRY)	31 December 2023	31 December 2022
Current assets	57.495.472	31.295.559
Non-current assets	78.075.747	43.393.657
Total assets	135.571.219	74.689.216
Short term liabilities	37.701.321	13.476.851
Long term liabilities	11.867.180	9.412.341
Equity	86.002.718	51.800.024
Total Liabilities	135.571.219	74.689.216

Summary of Income Statement

	(Audited)	(Audited)
	Current period	Previous period
(Thousand TRY)	1 January 31 December 2023	1 January 31 December 2022
Sales	88.611.904	62.010.484
Gross Profit	6.226.167	9.371.669
Operating profit	7.457.446	9.103.169
Profit Before Tax	5.530.507	8.196.588
Profit for the period	4.601.547	6.726.197
EBITDA	6.966.849	10.483.267

The Entity prepares its budgets within the frame of its strategic goals that is approved by the Board of Directors.

In the regular meetings of the Board of Directors is reviewing the current position of the Entity and activities are compared with the previous period and budget targets.

2. Important Business Indicators and Financial Ratios

(%)	1 January 31 December 2023	1 January 31 December 2022
Gross Profit Margin	7,0%	15,1%
Operating Profit Margin	8,4%	14,7%
EBITDA Margin	7,9%	16,9%
Profit Margin for the Period	5,2%	10,8%

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3. Financial Strength

According to the calculation made with the ratios issued in Turkish Commercial Code Article No: 376, the Company's equity is fully covered.

4. The Availability of Financial Sources and The Policies The Company Applies in This Framework

Company has full access to all national and international financial sources with its market making power based on high trading volume in money markets. New funding alternatives according to changing market conditions are continuously analyzed and offers are evaluated. The debt policy of Company is developed based on the capability of cash generation and the strong equity structure. Hedging methods and amounts used against financial risks are developed based on a frame of systematic models. Within the risk tolerances, forward, futures, swap and options reflecting market conditions are implemented, if necessary.

5. The Nature and Amount of Issued Capital Market Instruments

There is no issued capital market instrument in the period.

6. Dividend Distribution Policy

Company's Dividend Distribution Policy is as follows:

"In principle, the Company has adopted a policy of distributing the entire cash distributable profit for the full amount of the distributable profit for the period allowed by the prospective free cash creation expectation, including market lease and financial leverage ratios and investment / financing requirements, within the framework of applicable legislation and the Company's Articles of Association. The profit distribution policy is reviewed every year by the Board of Directors according to national and global economic conditions, the projects on the agenda and the status of funds.

Dividends shall be paid in full and in cash, within the framework of the provisions of the legislation, by the Board of Directors at the General Assembly meeting decided to be distributed until 15 December of the relevant calendar year in one time.

The General Assembly is authorized to distribute Advance Dividend in accordance with the provisions of the applicable legislations."

At the Ordinary General Assembly Meeting held on 31 March 2023, since our Company is in the investment period, it has been decided not to distribute cash dividends in order to maintain a healthy cash flow.

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7. Information about the sector

Global crude steel production in December last year decreased by 5,3 % year on year and was down by 6,3% month on month to 135.7 million tonnes. In 2023, global crude steel production decreased by 0,1% year on year to 1.85 billion tonnes.

Asia recorded the biggest crude steel output in 2023, increasing by 0,7% to 1.37 billion tonnes. EU-27 countries followed Asia with 126.3 million tonnes of crude steel production, down by 7.4%. North America posted 109.6 million tonnes, down by 1,7%, while the CIS produced 88.1 million tonnes of crude steel, up by 4,5%.

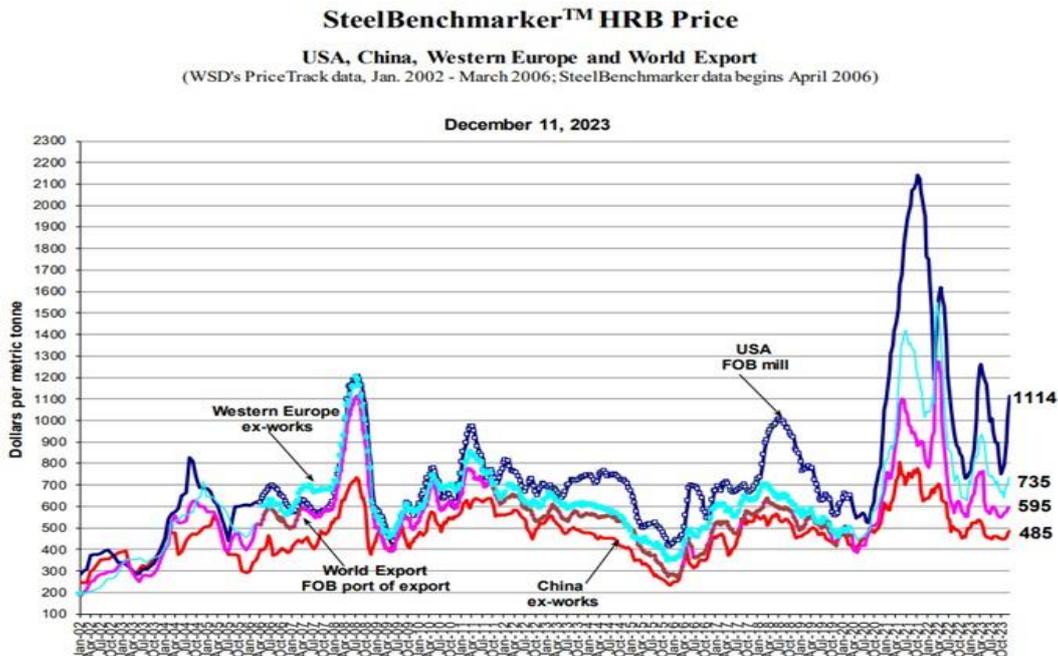
In December, crude steel output in Asia amounted to 96.4 million tonnes, down 9,7%, with China's output at 67.4 million tonnes, down 14,9%, with 12.1 million tonnes produced by India, up by 9,5 %, 7.0 million tonnes produced by Japan, rising 1,1%, and 5.4 million tonnes produced by South Korea, moving up 2,7% with all comparisons on year on year basis.

EU-27 countries produced 9.1 million tonnes of crude steel in December, up by 2,7% year on year. In the given period, Germany's output amounted to 2.6 million tonnes, down 2,3% year on year. The CIS registered a crude steel output of 7.1 million tonnes, advancing 11,8 % on year-on-year basis, with Russia's estimated output at 6.0 million tonnes, up 4,3% year on year.

In North America, in December, crude steel output totaled 9.3 million tonnes, up by 5,3% year on year, with the US producing 6.8 million tonnes, growing by 7,6 %, both year on year. Crude steel output in South America in December amounted to 3.2 million tonnes, decreasing by 3,2 % compared to the same month in 2022, with Brazil's output totaling 2.5 million tonnes, increasing 0,9 % year on year.

In the given month, Africa produced 1.9 million tonnes of crude steel, increasing by 17,7% year on year. In the Middle East, crude steel output totaled 4.9 million tonnes, moving up by 9,6 %.

Price changes of hot rolled products follows:



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Türkiye produced 3.2 million tonnes of crude steel in December, with a 21,2 % increase compared to the same month in the previous year. Türkiye's crude steel output by electric arc furnaces increased by 24,6% (2.3 million tonnes) and the production by integrated plants increased by 13,9% (962.000 tonnes) both year on year.

In the January-December period this year, Türkiye produced 33.7 million tonnes of crude steel, down by 4% year on year. Türkiye's crude steel output by electric arc furnaces decreased by 3,9% (24.2 million tonnes) and the production by integrated plants decreased by 4,5% (9.6 million tonnes) both year on year.

8. The Position within the Sector

Iskenderun Demir ve Çelik A.Ş. produced 4.662 thousand tonnes in 2022, and crude steel production amounted to 4.361 thousand tonnes in 2023.

9. Government Grants

These grants and incentives can be used by all companies, which meet the related legislative requirements and those grants have no sectoral differences :

- Incentives under the jurisdiction of the research and development law (100% corporate tax exemption etc.),
- Cash incentives from Tübitak - Teydeb for cost of research and development,
- Inward processing permission certificates and Social Security Institution incentives,
- Insurance premium employer share incentive.

10. Development Regarding the Plants

Iskenderun Demir ve Çelik A.Ş., as the Türkiye's only integrated long and flat steel producer continued maintenance and modernization work successfully in all facilities, continued to optimize costs and to conduct activities as per the quality manufacturing principles in line with activities with maximum efficiency in 2023, and managed to produce approximately 13 % of Türkiye's crude steel production of 33.7 million tonnes.

11. Production Plants and Productivity

Capacity utilization rates are provided below:

Capacity Utilization ratios (%)	1 January- 31 December 2023	1 January- 31 December 2022
Liquid Steel	76%	82%
Slab	74%	78%
Billet	27%	30%

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12. Products

The main products produced are;

- Billet,
- Wire Rod,
- Slab,
- Hot Roll.

13. Production (quantity)

Final Products (000 Tonne)	1 January - 31 December 2023	1 January - 31 December 2022
Flat products (*)	3.734	3.871
Long products	652	736
Total	4.386	4.607

(*) Slab production included to flat production.

14. Developments Regarding Sales

The iron and steel industry is a delivering force in national economies and Türkiye is one of the leading countries in terms of both production and consumption of steel, ranking as the world's 8. largest steel consumer and producer. Steel consumption of Türkiye upward 17% and reached to 38.1 million tonnes in 2023. While crude steel production is 33.7 million tonnes, which is lower than 4% than the previous year.

In 2023, total flat product sales of İskenderun Demir ve Çelik A.Ş. totaled 3.7 million tonnes. Domestic flat product sales decreased by 3% compared to the previous year's sales by 3.3 million tonnes. Long product sales decreased by 15% to 649 thousand tonnes; domestic long product sales decreased by 14% compared to the previous year and reached 600 thousand tonnes.

İskenderun Demir ve Çelik A.Ş. exported 435 thousand tonnes of finished products composed of 386 thousand tonnes flat products and 49 thousand tonnes long product. The export amount, which decreased by 29% compared to the previous year, constitutes 10% of the total sales. Flat products were exported to 13 countries and long products were exported to 9 countries.

Group; managed to include 87 new customers in its customer portfolio composed of 16 customers for long products and 71 customers for flat products, in 2023.

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15. Sales(quantity)

Finished Product (000 Tonne)	1 January - 31 December 2023	1 January - 31 December 2022
Flat products (*)	3.727	3.992
Long products	649	764
Total	4.376	4.756

(*) As of 31 December 2023, sales of 893 thousand tonnes of slab in total flat product sales are transactions made to related parties (31 December 2022: 919 thousand tonnes).

F - Risks and Evaluation of the Board of Directors**1. Enterprise Risk Management**

Enterprise Risk Management Procedure has been published with the purpose of ensuring systematic and comprehensive identification, evaluation, control and monitoring of risks and opportunities that may affect Company's assets, reputation, profitability. The procedure includes guidance on support and positioning, risk identification, prioritization, improvement, reporting, monitoring/surveillance and communication principles related to risks in order to manage Company wide risks to the highest standard.

In order to measure the risks incurred by the company and ensure conformity to the risk tolerance limits; risks are monitored and managed in accordance with regulations and guidelines developed for critical risks.

2. Early Detection of Risk Committee

The Early Detection of Risk Committee Regulation is included in the Corporate Governance Policies and Regulations tab under Corporate Governance section of Investor Relations title on the company's website.

The purpose of the Committee is to identify the risks that may threaten the existence, progress and continuation of the Company operations within the scope of The Early Detection of Risk Committee Regulation and legal legislation, to implement the necessary measures related to the risks identified and to manage those risks.

The meetings of the Committee are held bimonthly and in accordance with the regular meetings of the Board of Directors. After each meeting, a written report on the activities of the Committee is submitted to the Board of Directors with a summary of the minutes. Meeting minutes are kept by the secretariat.

3. Prospective Risks

Market/Price Risks: Due to the industry that Company operates in, it is exposed to price change risks due to fluctuations in main inputs namely iron ore and coking coal prices as well as to fluctuations in the price of steel products. In addition, the time lag between supply of inputs and delivery of outputs may contribute to price change risk. Models are being developed and outputs are reported for close follow up of the impact of this risk to major company financial indicators. In order to keep the risk level within acceptable levels and to lock the sales profits, Company utilizes derivative solutions in line with Financial Risk Management Policy for "hedging" product/commodity prices.

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Currency Risk: Company is exposed to currency risk when sales; collection or payment transactions (credit repayments, supplier payments, energy payments, other payments, etc.) are transacted in currencies other than functional currency. Under these situations, Company's basic approach to currency risk management is to utilize derivative transactions for hedging purposes in accordance with the Financial Risk Management Policy.

Interest Rate Risk: Changes in interest rates may result in increase in financing expenses. The company manages interest rate risk by creating a balanced financial asset-liability portfolio in line with the Financial Risk Management Policy. In order to manage the interest rate risks incurred, duration based profit/loss sensitivity is calculated considering the credit portfolio and cash flow projections. Besides natural hedging, considering the cost advantage, maturity advantage and similar reasons Company makes use of derivative transactions for hedging.

Liquidity Risk: With the purpose of increasing productivity through incorporating evolving production technologies and increasing capacity, Company continuously makes large investments. In order to bear these high costs we incorporate financial instruments besides cash from revenues. In the absence of proper planning, these financial liabilities may not be met on time, at a sufficient level and at an optimum cost. Therefore, the company manages its liquidity needs by monitoring credit usage, repayments and cash flow projections in accordance with the Financial Risk Management Policy. The company has established an appropriate liquidity risk management structure for short, medium and long-term funding and liquidity requirements. The Company manages liquidity risk by regularly tracking estimated and actual cash flows and maintaining sufficient funds and borrowing reserves by matching the maturities of financial assets and liabilities.

Counter-Party Risk: Company may suffer financial losses because of the failure of a counter-party to meet its obligations. Company's basic approach in managing counter-party risk is to distribute the exposure risk at a balanced and measurable level. In order to manage customer related counter-party risk, almost all of our receivables are secured by Direct Debiting System and Credit Direct Collection System. Our customers' risk exposures are constantly monitored and when a limit is breached, a call for collateral completion is made. Financial Institution Model is created to manage and monitor the risk of counter-party risk associated with financial institutions.

Operational and financial risks that may arise in addition to these risks are continuously monitored by the Corporate Risk Management Department and are reported to the Board of Directors.

G - Other Information**1. Organizations Out of the Headquarters**

None.

2. Information on Legislation Changes that may Effectively Affect Company Act.

None.

3. Conflicts of Interest between the Company and the Institutions in which the Company Serves as Investment Consultancy and Rating and Information on Measures Taken by the Company to Prevent these Conflicts of Interest

None.

**BOARD OF DIRECTORS' ACTIVITY REPORT PREPARED IN ACCORDANCE
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The training programmes are designed to contribute to the achievement of İskenderun Demir ve Çelik A.Ş.'s strategic objectives and to implement the basic principles of the Management System Policy. Many training opportunities are provided such as In-Unit Training System (ITS), seminars, conferences, personal development training and webinars both in Türkiye and abroad. The results of performance appraisals are used to determine the training and development needs of employees.

In 2023, a total of 159.969 hours of training was provided to 4.504 different employees in İsdemir, which is 35,4 hours of training per employee. The training activities are carried out in five main groups: Occupational Health and Safety, Professional and Technical Development, Orientation, Management Systems, Self Improvement Training. The main system for technical development in our company is the In-Unit Training System (IES).

In 2023, the digitalisation of training has been accelerated and new learning environments and tools have been designed and presented to employees. The aim is to protect the company's information and strengthen the culture of the learning organisation by using internal resources in digitising trainings.

5. Related party transactions and Information required to be given on balances

The immediate parent and ultimate controlling parent of the Company are Ereğli Demir ve Çelik Fabrikaları T.A.Ş. and Ordu Yardımlaşma Kurumu respectively.

In 2023, the immediate parent Ereğli Demir ve Çelik Fabrikaları T.A.Ş. Since the ratio of centralized selling and slab sales related commercial activities to the revenue amount between the Company and the Company exceeds 10%, it is anticipated that transactions of the same nature will continue in 2024 in accordance with the determined principles. These transactions are considered to be consistent with previous years and reasonable when compared to market conditions.

Related party disclosures as of the reporting period of the Company disclosed in "Note 32 - Related Party Disclosures" of the independent auditor's report for the period 1 January - 31 December 2023.

6. Information for Shareholders

Based on the announcement of the Public Oversight Accounting and Auditing Standards Authority ("POA") dated 23 November 2023 within the scope of "Adjustment of Financial Statements of Companies Subject to Independent Audit According to Inflation"; The financial statements of enterprises that apply Turkish Financial Reporting Standards for the annual reporting period ending on or after December 31, 2023 are adjusted for the effect of inflation in accordance with the relevant accounting principles in Turkish Accounting Standard 29 "Financial Reporting in High Inflation Economies" (TAS 29). It was decided to present it.

Since the Company's functional currency is USD as of the reporting date, there is no need to make any adjustments within the scope of TAS 29 in its financial statements to be prepared in accordance with TFRS.

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**Information about Board Members' and Executive Management's Titles out of the
Company**

Board of Directors	Position	Positions executed by the representative outside the Company
ATAER Holding A.Ş. (Represented by: Süleyman Savaş ERDEM)	Chairman	<ul style="list-style-type: none"> • OYAK General Manager and Board Member
Erdemir Çelik Servis Merkezi San. ve Tic. A.Ş. (Represented by: Baran ÇELİK)	Deputy Chairman and Executive Director	<ul style="list-style-type: none"> • OYAK Group President - Financial Affairs and Finance • Chairman of OYAK Portföy A.Ş., Deputy Chairman and Executive Director of Ereğli Demir ve Çelik Fabrikaları T.A.Ş. and Chairman/Board Member (As Representative) of other OYAK Group Companies.
Erdemir Madencilik San. ve Tic. A.Ş. (Represented by: Gürtan DAMAR)	Board Member and Executive Director	<ul style="list-style-type: none"> • General Manager of Erdemir Mühendislik, Yönetim ve Danışmanlık Hizmetleri A.Ş. • Board Member and Executive Director of Ereğli Demir ve Çelik Fabrikaları T.A.Ş. and Chairman/ Board Member (As Representative) of other OYAK Group Companies.
Republic of Türkiye Ministry of Treasury and Finance Privatization Administration (Represented by: Orhan ERBİR)	Board Member	<ul style="list-style-type: none"> • Republic of Türkiye Ministry of Environment, Urbanization and Climate Change - Deputy Chief of Private Secretary to the Minister • Republic of Türkiye Ministry of Treasury and Finance - Treasury and Finance Inspector • Republic of Türkiye Ministry of Treasury and Finance - Head of Directorate General of Personnel Department

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**Information about Board Members' and Executive Management's Titles out of the
Company**

Board of Directors	Position	Positions executed by the representative outside the Company
OYAK Pazarlama Hizmet ve Turizm A.Ş. (Represented by: Eren Ziya DİK)	Board Member	<ul style="list-style-type: none"> • OYAK Group President- Chemistry Agriculture • Chairman of Hektaş Ticaret T.A.Ş., Board Member of Ereğli Demir ve Çelik Fabrikaları T.A.Ş. and Chairman/Board Member (As Representative) of other OYAK Group Companies
Erdemir Mühendislik Yönetim ve Danışmanlık Hizmetleri A.Ş. (Represented by: Güliz KAYA)	Board Member	<ul style="list-style-type: none"> • General Counsel of OYAK • Board Member of Ereğli Demir ve Çelik T.A.Ş. and Board Member (As Representative) of other OYAK Group Companies.
Ali FİDAN	Independent Board Member	<ul style="list-style-type: none"> • Ereğli Demir ve Çelik Fabrikaları T.A.Ş. - Independent Board Member • Central Governor
Emre GÖLTEPE	Independent Board Member	<ul style="list-style-type: none"> • Neo Portföy Yönetimi A.Ş.- Co-founder and Board Member • Lakehill Capital Partners - Co-founder • OYAK Yatırım Menkul Değerler A.Ş.- Independent Board Member • Ereğli Demir ve Çelik Fabrikaları T.A.Ş. - Independent Board Member
Kadri ÖZGÜNEŞ	Independent Board Member	<ul style="list-style-type: none"> • Boğaziçi University- Visiting Doctor Lecturer • Peninsula Corporate Finance Danışmanlık A.Ş.- Co-founder • Hektaş Ticaret T.A.Ş.- Independent Board Member • Ereğli Demir ve Çelik Fabrikaları T.A.Ş.- Independent Board Member

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**Information about Board Members' and Executive Management's Titles out of the
Company**

Executive Management	Title	Titles out of the Company
Salih Cem ORAL	General Manager	<ul style="list-style-type: none"> • None
Mustafa Serdar BAŞOĞLU	Financial Management and Financial Affairs Group Vice President	<ul style="list-style-type: none"> • Erdemir Romania S.R.L - Board Member • Yenilikçi Yapı Malzemeleri Yatırım Üretim Sanayi ve Ticaret A.Ş. - Chairman (As Representative) • İsdemir Linde Gaz Ortaklığı A.Ş. - Board Member (As Representative)
Sercan BÜYÜKBAYRAM	Marketing and Sales Group Vice President	<ul style="list-style-type: none"> • None.
İsmail Kürşad KORKMAZ	Procurement Group Vice President	<ul style="list-style-type: none"> • Erdemir Madencilik Sanayi ve Ticaret A.Ş. - Board Member (As Representative) • OMSAN Lojistik A.Ş. - Board Member (As Representative) • Erdemir Çelik Servis Merkezi Sanayi ve Ticaret A.Ş. - Board Member (As Representative) • Erdemir Asia Pacific Pte. Ltd. - Board Member • Yenilikçi Yapı Malzemeleri Yatırım Üretim Sanayi ve Ticaret A.Ş. - Deputy Chairman (As Representative)
Ercan KAYA	Enterprise Architecture and Human Resources Group Vice President	<ul style="list-style-type: none"> • None.
Buğra ŞENER	Executive Vice President (Operations)	<ul style="list-style-type: none"> • Mediterranean Exporter Associations (Ferrous and Non-Ferrous Metals) - Board Member

**BOARD OF DIRECTORS' ACTIVITY REPORT PREPARED IN ACCORDANCE
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İSKENDERUN DEMİR VE ÇELİK A.Ş. (Şirket) Yönetim Kurulu'nda, mevzuat, esas sözleşme ve Sermaye Piyasası Kurulu'nun Kurumsal Yönetim Tebliği'nde belirtilen kriterler kapsamında "bağımsız üye" olarak görev yapmaya aday olduğumu, bu kapsamda;

a) Şirket, şirketin yönetim kontrolü ya da önemli derecede etki sahibi olduğu ortaklıklar ile şirketin yönetim kontrolünü elinde bulunduran veya şirkette önemli derecede etki sahibi olan ortaklar ve bu ortakların yönetim kontrolüne sahip olduğu tüzel kişiler ile kendim, eşim ve ikinci dereceye kadar kan ve sıhrî hısımlarım arasında; son beş yıl içinde önemli görev ve sorumluluklar üstlenecek yönetici pozisyonunda istihdam ilişkisinin bulunmadığını, sermaye veya oy haklarının veya imtiyazlı payların %5 inden fazlasına birlikte veya tek başına sahip olunmadığını ya da önemli nitelikte ticari ilişkinin kurulmamış olduğunu,

b) Son beş yıl içerisinde, başta şirketin denetimi (vergi denetimi, kanuni denetimi, iç denetimi de dahil), derecelendirilmesi ve danışmanlığı olmak üzere, yapılan anlaşmalar çerçevesinde şirketin önemli ölçüde hizmet veya ürün satın aldığı veya sattığı şirketlerde, hizmet veya ürün satın alındığı veya satıldığı dönemlerde, ortak (%5 ve üzeri), önemli görev ve sorumluluklar üstlenecek yönetici pozisyonunda çalışmadığımı veya yönetim kurulu üyesi olmadığımı,

c) Bağımsız yönetim kurulu üyesi olmam sebebiyle üstleneceğim görevleri gereği gibi yerine getirecek mesleki eğitim, bilgi ve tecrübeye sahip olduğumu,

d) 31/12/1960 tarihli ve 193 sayılı Gelir Vergisi Kanunu (G.V.K.)'na göre Türkiye'de yerleşmiş sayıldığımı,

e) Şirket faaliyetlerine olumlu katkılarda bulunabileceğim, şirket ile pay sahipleri arasındaki çıkar çatışmalarında tarafsızlığımı koruyabilecek, menfaat sahiplerinin haklarını dikkate alarak özgürce karar verebilecek güçlü etik standartlara, mesleki itibara ve tecrübeye sahip olduğumu,

f) Şirket faaliyetlerinin işleyişini takip edebilecek ve üstlendiğim görevlerin gereklerini tam olarak yerine getirebilecek ölçüde şirket işlerine zaman ayırabileceğimi,

g) Şirketin yönetim kurulunda son on yıl içerisinde altı yıldan fazla yönetim kurulu üyeliği yapmadığımı,

ğ) Şirketin veya şirketin yönetim kontrolünü elinde bulunduran ortakların yönetim kontrolüne sahip olduğu şirketlerin üçten fazlasında ve toplamda borsada işlem gören şirketlerin beşten fazlasında bağımsız yönetim kurulu üyesi olarak görev almıyor olduğumu,

h) Yönetim Kurulu üyesi olarak seçilen tüzel kişi adına tescil ve ilan edilmemiş olduğumu,

beyan edirim.



Ali FİDAN

23/02/2023

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İSKENDERUN DEMİR VE ÇELİK A.Ş. (Şirket) Yönetim Kurulu'nda, mevzuat, esas sözleşme ve Sermaye Piyasası Kurulu'nun Kurumsal Yönetim Tehliği'nde belirtilen kriterler kapsamında "bağımsız üye" olarak görev yapmaya aday olduğumu, bu kapsamda:

a) Şirket, şirketin yönetim kontrolü ya da önemli derecede etki sahibi olduğu ortaklıklar ile şirketin yönetim kontrolünü elinde bulunduran veya şirkette önemli derecede etki sahibi olan ortaklar ve bu ortakların yönetim kontrolüne sahip olduğu tüzel kişiler ile kendim, eşim ve ikinci dereceye kadar kan ve sıhrî hissîmlerim arasında; son beş yıl içinde önemli görev ve sorumluluklar üstlenecek yönetici pozisyonunda istihdam ilişkisinin bulunmadığını, sermaye veya oy haklarının veya imtiyazlı payların %5 inden fazlasına birlikte veya tek başına sahip olunmadığını ya da önemli nitelikte ticari ilişkinin kurulmamış olduğunu,

b) Son beş yıl içerisinde, başta şirketin denetimi (vergi denetimi, kanuni denetim, iç denetim de dahil), derecelendirilmesi ve danışmanlığı olmak üzere, yapılan anlaşmalar çerçevesinde şirketin önemli ölçüde hizmet veya ürün satın aldığı veya sattığı şirketlerde, hizmet veya ürün satın alındığı veya satıldığı dönemlerde, ortak (%5 ve üzeri), önemli görev ve sorumluluklar üstlenerek yönetici pozisyonunda çalışmadığımı veya yönetim kurulu üyesi olmadığımı,

c) Bağımsız yönetim kurulu üyesi olmam sebebiyle üstleneceğim görevleri gereği gibi yerine getirecek mesleki eğitim, ilgi ve tecrübeye sahip olduğumu,

ç) Bağlı oldukları mevzuata uygun olması şartıyla, üniversite öğretim üyeliği hariç, üye olarak seçildikten sonra kamu kurum ve kuruluşlarında tam zamanlı çalışmıyor olduğumu,

d) 31/12/1960 tarihli ve 193 sayılı Gelir Vergisi Kanunu (G.V.K.)'na göre Türkiye'de yerleşmiş sayıldığımı,

e) Şirket faaliyetlerine olumlu katkılarda bulunabilecek, şirket ile pay sahipleri arasındaki çıkar çatışmalarında tarafsızlığımı koruyabilecek, menfaat sahiplerinin haklarını dikkate alarak özgürce karar verebilecek güçlü etik standartlara, mesleki itibara ve tecrübeye sahip olduğumu,

f) Şirket faaliyetlerinin işleyişini takip edebilecek ve üstlendiğim görevlerin gereklerini tam olarak yerine getirebilecek ölçüde şirket işlerine zaman ayırabileceğimi,

g) Şirketin yönetim kurulunda son on yıl içerisinde altı yıldan fazla yönetim kurulu üyeliği yapmadığımı,

ğ) Şirketin veya şirketin yönetim kontrolünü elinde bulunduran ortakların yönetim kontrolüne sahip olduğu şirketlerin üçten fazlasında ve toplamda borsada işlem gören şirketlerin besten fazlasında bağımsız yönetim kurulu üyesi olarak görev almıyor olduğumu,

h) Yönetim Kurulu üyesi olarak seçilen tüzel kişi adına tescil ve ilan edilmemiş olduğumu,

beyan ederim.


Emre GÖLTEPE
23/02/2023

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İSKENDERUN DEMİR VE ÇELİK A.Ş. (Şirket) Yönetim Kurulu'nda, mevzuat, esas sözleşme ve Sermaye Piyasası Kurulu'nun Kurumsal Yönetim Tebliği'nde belirtilen kriterler kapsamında "bağımsız üye" olarak görev yapmaya aday olduğumu, bu kapsamda;

a) Şirket, şirketin yönetim kontrolü ya da önemli derecede etki sahibi olduğu ortaklıklar ile şirketin yönetim kontrolünü elinde bulunduran veya şirkette önemli derecede etki sahibi olan ortaklar ve bu ortakların yönetim kontrolüne sahip olduğu tüzel kişiler ile kendim, eşim ve ikinci dereceye kadar kan ve sıhrî hisimlarım arasında; son beş yıl içinde önemli görev ve sorumluluklar üstlenecek yönetici pozisyonunda istihdam ilişkisinin bulunmadığını, sermaye veya oy haklarının veya imtiyazlı payların %5 inden fazlasına birlikte veya tek başına sahip olunmadığını ya da önemli nitelikte ticari ilişkinin kurulmamış olduğunu.

b) Son beş yıl içerisinde, başta şirketin denetimi (vergi denetimi, kanuni denetim, iç denetim de dahil), derecelendirilmesi ve danışmanlığı olmak üzere, yapılan anlaşmalar çerçevesinde şirketin önemli ölçüde hizmet veya ürün satın aldığı veya sattığı şirketlerde, hizmet veya ürün satın alındığı veya satıldığı dönemlerde, ortak (%5 ve üzeri), önemli görev ve sorumluluklar üstlenecek yönetici pozisyonunda çalışmadığımı veya yönetim kurulu üyesi olmadığımı,

c) Bağımsız yönetim kurulu üyesi olmam sebebiyle üstleneceğim görevleri gereği gibi yerine getirecek mesleki eğitim, bilgi ve tecrübeye sahip olduğumu,

ç) Bağlı oldukları mevzuata uygun olması şartıyla, üniversite öğretim üyeliği hariç, üye olarak seçildikten sonra kamu kurum ve kuruluşlarında tam zamanlı çalışmıyor olduğumu,

d) 31/12/1960 tarihli ve 193 sayılı Gelir Vergisi Kanunu (G.V.K.)'na göre Türkiye'de yerleşmiş sayıldığımı,

e) Şirket faaliyetlerine olumlu katkılarda bulunabilecek, şirket ile pay sahipleri arasındaki çıkar çatışmalarında tarafsızlığımı koruyabilecek, menfaat sahiplerinin haklarını dikkate alarak özgürce karar verebilecek güçlü etik standartlara, mesleki itibara ve tecrübeye sahip olduğumu,

f) Şirket faaliyetlerinin işleyişini takip edebilecek ve üstlendiğim görevlerin gereklerini tam olarak yerine getirebilecek ölçüde şirket işlerine zaman ayırabileceğimi,

g) Şirketin yönetim kurulunda son on yıl içerisinde altı yıldan fazla yönetim kurulu üyeliği yapmadığımı,

ğ) Şirketin veya şirketin yönetim kontrolünü elinde bulunduran ortakların yönetim kontrolüne sahip olduğu şirketlerin üçten fazlasında ve toplamda borsada işlem gören şirketlerin beşten fazlasında bağımsız yönetim kurulu üyesi olarak görev almıyor olduğumu,

h) Yönetim Kurulu üyesi olarak seçilen tüzel kişi adına tescil ve ilan edilmemiş olduğumu,

beyan ederim.

Kadri ÖZGÜNEŞ

23/02/2023



**BOARD OF DIRECTORS' ACTIVITY REPORT PREPARED IN ACCORDANCE
WITH THE COMMUNIQUÉ SERIAL:II, NO:14.1****APP-3****Statement Of Compliance With Corporate Governance**

İskenderun Demir ve Çelik A.Ş. (Company) has adopted the concepts of “equality”, “transparency”, “accountability” and “responsibility”, which form the basis of corporate governance in its activities, and has taken maximum care and effort to comply with the Capital Markets Law and the secondary regulations and decisions of the Capital Markets Board (CMB).

Company, which is included in the BIST Corporate Governance Index (XKURY) as of 25.08.2020 and also is subject to corporate governance rating by the rating agency KOBİRATE Uluslararası Kredi Derecelendirme ve Kurumsal Yönetim Hizmetleri A.Ş., which is authorized to perform activities in Türkiye in accordance with the rating methodology approved by the CMB. Corporate Governance Rating Reports are available on our Corporate Website (www.isdemir.com.tr).

İskenderun Demir ve Çelik A.Ş. believes in the importance of ensuring full compliance with the Principles of the Corporate Governance. In the activity period ended on 31 December 2023, the Company has continued to adopt the mandatory corporate governance principles that are included in the Corporate Governance Communiqué annexed to the relevant legislation.

The Company pays utmost attention to compliance with voluntary principles that are not fully complied yet with in the relevant legislation and there is no conflict of interest between the stakeholders so far.

For the period ended at 31 December 2023, compliance with the corporate governance principles included in the Corporate Governance Communiqué and the explanations of those who have not yet achieved compliance are included in the annual report; Corporate Governance Compliance Report, Corporate Governance Information Form, Sustainability Principles Compliance Report and other related sections of the report.

In the future, corporate governance practices of the Company, efforts to improve our corporate governance practices, including non-mandatory principles that have not been put into practice in a limited number, will be continued.

In case of a significant change in the Sustainability Principles Compliance Report during the period, the relevant change will be published in the interim activity reports. When there is a change in the Corporate Governance Compliance Report or Corporate Governance Information Form, there will be a material event disclosure and it will be published in the interim activity reports as well.

**BOARD OF DIRECTORS' ACTIVITY REPORT PREPARED IN ACCORDANCE
WITH THE COMMUNIQUÉ SERIAL:II, NO:14.1**

İskenderun Demir ve Çelik A.Ş. Sustainability Report 2023							
Principles		Compliance Status				Explanation	Report / Link Regarding The Publicly Disclosed Information
		Yes	Partially	No	Irrelevant		
AGENERAL PRINCIPLES							
A1. Strategy, Policy and Goals							
A1.1	The prioritised environmental, social and corporate governance (ESG) issues, risks and opportunities have been determined by the Company's Board of Directors.	X				Risks and opportunities within the scope of ESG issues have been determined.	https://www.isdemir.com.tr/sites/1/upload/files/Entegre_Faaliyet_Raporu_2022_ENG-5042-5330.pdf
	The ESG policies (Environmental Policy, Energy Policy, Human Rights and Employee Policy etc.) have been created and disclosed to the public by the Company's Board of Directors.	X				Our policies within the scope of ESG issues have been determined and disclosed to the public on the company website.	https://www.isdemir.com.tr/corporate/management-systems-policy/
A1.2	The short and long-term targets set within the scope of ESG policies have been disclosed to the public.	X				Strategy and objectives are explained in the "Strategic Approach" section of the integrated report.	2022 Integrated Annual Report / Strategic Approach (Page 24)
A2. Implementation/Monitoring							
A2.1	The responsible committees and/or business units for the implementation of ESG policies and the senior officials related to ESG issues in the Company and their duties have been identified and disclosed to the public.	X				Departments such as Strategic Planning and Sustainability, Occupational Safety and Environment etc., which are responsible for the execution of ESG policies, are included in the integrated report.	https://www.isdemir.com.tr/sites/1/upload/files/Entegre_Faaliyet_Raporu_2022_ENG-5042-5330.pdf
	The activities carried out within the scope of policies by the responsible committee and/or unit have been reported to the Board of Directors at least once a year.	X				The duties of the relevant departments include reporting their activities which are within the scope of ESG policies to the Board of Directors at least once a year.	https://www.isdemir.com.tr/sites/1/upload/files/Entegre_Faaliyet_Raporu_2022_ENG-5042-5330.pdf
A2.2	In line with the ESG targets, the implementation and action plans have been formed and disclosed to the public.	X				The investments and activities planned in line with the targets are explained in the integrated annual report.	https://www.isdemir.com.tr/sites/1/upload/files/Entegre_Faaliyet_Raporu_2022_ENG-5042-5330.pdf
A2.3	The Key ESG Performance Indicators (KPI) and the level of reaching these indicators have been disclosed to the public on yearly basis.	X				Key performance indicators have been determined and detailed follow-ups are carried out within the company on a daily, monthly and annual basis. Indicators that come to the fore are presented in the Environmental and Social Performance Indicators section of our integrated annual report.	2022 Integrated Annual Report / Social and Environmental Performance Indicators (Page 112)
A2.4	The activities for improving the sustainability performance of the business processes or products and services have been disclosed to the public.	X				In the integrated report and net zero roadmap, activities to improve the sustainability performance of products and services have been disclosed.	https://www.isdemir.com.tr/sites/1/upload/files/Entegre_Faaliyet_Raporu_2022_ENG-5042-5330.pdf https://www.isdemir.com.tr/Sites/1/upload/files/Net_Zero_Presentation_-_Website_Version-5351.pdf
A3. Reporting							
A3.1	The information about the sustainability performance, targets and actions have been given in annual reports of the Company an understandable, accurate and sufficient manner.	X				Sustainability performance is constantly reviewed and reported. Information on sustainability activities is explained in the relevant sections of the integrated report.	https://www.isdemir.com.tr/sites/1/upload/files/Entegre_Faaliyet_Raporu_2022_ENG-5042-5330.pdf
A3.2	The information on the activities implemented in line with the United Nations (UN) 2030 Sustainable Development Goals have been disclosed to public.	X				Our activities' connection and contribution to the SDGs are explained in the "Strategic Approach" and "Prioritization Analysis" sections of the integrated report.	2022 Integrated Annual Report / Strategic Approach (Page 24)
A3.3	The lawsuits filed and/or concluded against the Company about ESG issues which are material in terms of ESG policies and/or will significantly affect the Company's activities, have been disclosed to the public.		X			Lawsuits brought against and / or concluded to our company, those that are deemed necessary / important are disclosed on the Public Disclosure Platform (PDP)	https://www.kap.org.tr/en/sirket-bilgileri/ozet/2528-iskenderun-demir-ve-celik-a-s
A4. Verification							
A4.1	The Company's Key ESG Performance metrics have been verified by an independent third party and publicly disclosed.		X			Some of the parameters related to sustainability are approved by the verifier (independent third party) and shared with the Ministry.	https://www.isdemir.com.tr/sites/1/upload/files/Entegre_Faaliyet_Raporu_2022_ENG-5042-5330.pdf

BOARD OF DIRECTORS' ACTIVITY REPORT PREPARED IN ACCORDANCE WITH THE COMMUNIQUÉ SERIAL:II, NO:14.1

B. Environmental Principles							
B1	The policies and practices, action plans, environmental management systems (known by the ISO 14001 standard) and programs have been disclosed.	X				Policies and practices, action plans, environmental management systems and programs created within the scope of environmental management are explained in the integrated report.	https://www.isdemir.com.tr/sites/1/upload/files/Entegre_Faaliyet_Raporu_2022_ENG-5042-5330.pdf
B2	The environmental reports prepared to provide information on environmental management have been disclosed to the public which is including the scope, reporting period, reporting date and limitations about the reporting conditions.	X				There is information about the period, date, limits and limitations of the environmental report included in the integrated report.	2022 Integrated Annual Report / About the Report (Page 3)
B4	The environmental targets within the scope of performance incentive systems which included in the rewarding criteria have been disclosed to the public on the basis of stakeholders (such as members of the Board of Directors, managers and employees).	X				Employee goals also include environmental goals. Realizations of the targets are supported by incentives and are explained in the integrated report.	2022 Integrated Annual Report / Employees (Page 92)
B5	How the prioritised environmental issues have been integrated into business objectives and strategies has been disclosed.	X				Environmental problems and risks were taken into account in the analyzes and studies carried out while determining the targets and strategies, and they are explained in the Risk Management section of the integrated report.	2022 Integrated Annual Report / Risk Management (Page 105)
B7	The way of how environmental issues has been managed and integrated into business objectives and strategies throughout the Company's value chain, including the operational process, suppliers and customers has been disclosed.	X				Our stakeholder relations are explained in our integrated report.	2022 Integrated Annual Report / Risk Management (Page 105)
B8	Whether the Company have been involved to environmental related organizations and non-governmental organizations' policy making processes and collaborations with these organizations has been disclosed.	X				It is explained in the "Corporate Memberships" section of the integrated report.	2022 Integrated Annual Report / Corporate Memberships (Page 116)
B9	In the light of environmental indicators (Greenhousegas emissions (Scope-1 (Direct), Scope-2 (Energy indirect), Scope-3 (Other indirect), air quality, energy management, water and wastewater management, waste management, biodiversity impacts)), information on environmental impacts is periodically disclosed to the public in a comparable manner.		X			Environmental indicators are explained in our integrated annual report and net zero roadmap.	https://www.isdemir.com.tr/sites/1/upload/files/Entegre_Faaliyet_Raporu_2022_ENG-5042-5330.pdf https://www.isdemir.com.tr/Sites/1/upload/files/Net_Zero_Presentation_-_Website_Version-5351.pdf
B10	Details of the standard, protocol, methodology, and baseline year used to collect and calculate data has been disclosed.		X			The standard and methodology used in the integrated annual report are mentioned in general terms.	https://www.isdemir.com.tr/sites/1/upload/files/Entegre_Faaliyet_Raporu_2022_ENG-5042-5330.pdf
B11	The increase or decrease in Company's environmental indicators as of the reporting year has been comparatively disclosed with previous years.	X				Prominent indicators are presented in the "Environmental Performance Indicators" section of our integrated annual report in comparison with previous years.	2022 Integrated Annual Report / Environmental Performance Indicators (Page 114)
B12	The short and long-term targets for reducing the environmental impacts have been determined and the progress compared to previous years' targets has been disclosed.		X			Although the targets are followed within the company, numerical targets are not included in the integrated annual report.	https://www.isdemir.com.tr/sites/1/upload/files/Entegre_Faaliyet_Raporu_2022_ENG-5042-5330.pdf
B13	A strategy to combat the climate crisis has been created and the planned actions have been publicly disclosed.	X				Activities carried out in the context of combating the climate crisis are mentioned in net zero roadmap.	https://www.isdemir.com.tr/Sites/1/upload/files/Net_Zero_Presentation_-_Website_Version-5351.pdf
B14	The programs/procedures to prevent or minimize the potential negative impact of products and/or services on the environment have been established and disclosed.	X				The efforts spent in order to prevent or minimize the negative potential impacts of our products on the environment are explained in our integrated annual report.	https://www.isdemir.com.tr/sites/1/upload/files/Entegre_Faaliyet_Raporu_2022_ENG-5042-5330.pdf
	The actions to reduce greenhouse gas emissions of third parties (suppliers, subcontractors, dealers, etc.) have been carried out and disclosed.		X			Actions to reduce greenhouse gas emissions of third parties are in progress but have not been disclosed to the public yet.	https://www.isdemir.com.tr/sites/1/upload/files/Entegre_Faaliyet_Raporu_2022_ENG-5042-5330.pdf
B15	The environmental benefits/gains and cost savings of initiatives/projects that aims reducing environmental impacts have been disclosed.	X				Important projects and actions are included in our integrated annual report, especially energy savings in the context of energy efficiency are explained.	https://www.isdemir.com.tr/sites/1/upload/files/Entegre_Faaliyet_Raporu_2022_ENG-5042-5330.pdf
B16	The data related to energy consumption (natural gas, diesel, gasoline, LPG, coal, electricity, heating, cooling, etc.) has been disclosed as Scope-1 and Scope-2.		X			Our total energy consumption is disclosed in the integrated report.	2022 Integrated Annual Report / Environmental Performance Indicators (Page 114)
B17	The information related to production of electricity, heat, steam and cooling as of the reporting year has been disclosed.		X			Within the scope of the "Energy Efficiency Law" numbered 5627, the energy production and consumption data of the previous year are entered annually as data in the "Energy Efficiency Portal" according to the criteria determined by the Department of Energy Efficiency and Environment of the Ministry of Energy and Natural Resources	https://www.isdemir.com.tr/sites/1/upload/files/Entegre_Faaliyet_Raporu_2022_ENG-5042-5330.pdf
B18	The studies related to increase the use of renewable energy and transition to zero/low carbon electricity have been conducted and disclosed.	X				Our renewable energy works are explained in the integrated report and net zero roadmap.	https://www.isdemir.com.tr/sites/1/upload/files/Entegre_Faaliyet_Raporu_2022_ENG-5042-5330.pdf https://www.isdemir.com.tr/Sites/1/upload/files/Net_Zero_Presentation_-_Website_Version-5351.pdf
B19	The renewable energy production and usage data has been publicly disclosed.	X				Relevant datas are disclosed in the integrated report.	https://www.isdemir.com.tr/sites/1/upload/files/Entegre_Faaliyet_Raporu_2022_ENG-5042-5330.pdf
B20	The Company conducted projects about energy efficiency and the amount of reduction on energy consumption and emission achieved through these projects have been disclosed.	X				It is explained in the integrated report and net zero roadmap.	2022 Integrated Annual Report / Environmental Performance Indicators (Page 114) https://www.isdemir.com.tr/Sites/1/upload/files/Net_Zero_Presentation_-_Website_Version-5351.pdf
B21	The water consumption, the amount, procedures and sources of recycled and discharged water from underground or above ground (if any), have been disclosed.	X				It is presented in comparison with previous years in the Environmental Performance Indicators section of our integrated annual report.	2022 Integrated Annual Report / Environmental Performance Indicators (Page 114)
B22	The information related to whether Company's operations or activities are included in any carbon pricing system (Emissions Trading System, Cap & Trade or Carbon Tax).				X	No taxation system has come into force in our country. The information that we participate in Partnership for Market Readiness (PMR) studies conducted in our country is given in the integrated annual report. Erdemir Romania's activities are included in the EU ETS system and are reported.	
B23	The information related to accumulated or purchased carbon credits within the reporting period has been disclosed.				X	No taxation system has come into force in our country. The information that we participate in Partnership for Market Readiness (PMR) studies conducted in our country is given in the integrated annual report. Erdemir Romania's activities are included in the EU ETS system and are reported.	
B24	If carbon pricing is applied within the Company, the details have been disclosed.				X	No taxation system has come into force in our country. The information that we participate in Partnership for Market Readiness (PMR) studies conducted in our country is given in the integrated annual report. Erdemir Romania's activities are included in the EU ETS system and are reported.	
B25	The platforms where the Company discloses its environmental information have been disclosed.	X				The platforms such as EIA public participation meetings, website, social media, one-to-one meetings with suppliers, sectoral organizations, associations and NGOs, collaborations, memberships, participation in working groups are described in the integrated report	https://www.isdemir.com.tr/sites/1/upload/files/Entegre_Faaliyet_Raporu_2022_ENG-5042-5330.pdf

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C. Social Principles							
C1. Human Rights and Employee Rights							
C1.1	The Institutional Human Rights and Employee Rights Policy has been established in the light of the Universal Declaration of Human Rights, ILO Conventions ratified by Turkey and other relevant legislation. The policy and the officials that responsible for the implementation of it have been determined and disclosed.	X				Our commitment is stated in the code of ethics and working principles and shared on our website.	https://www.isdemir.com.tr/Sites/1/upload/files/Erdemir_Etik_Kurallar_Kitapcigi_ING-356.pdf
C1.2	Considering the effects of supply and value chain, fair workforce, improvement of labor standards, women's employment and inclusion issues (gender, race, religion, language, marital status, ethnic identity, sexual orientation, gender identity, family responsibilities, union activities, political opinion, disability, social and cultural differences, etc., such as non-discrimination) are included in its policy on employee rights.	X				Our policy is stated in the code of ethics and working principles and shared on our website.	https://www.isdemir.com.tr/Sites/1/upload/files/Erdemir_Etik_Kurallar_Kitapcigi_ING-356.pdf
C1.3	The measures taken for the minority rights/equality of opportunity or the ones who are sensitive about certain economic, environmental, social factors (low income groups, women, etc.) along the supply chain have been disclosed.	X				It is explained in the relevant sections of our integrated report.	https://www.isdemir.com.tr/sites/1/upload/files/Entegre_Faaliyet_Raporu_2022_ENG-5042-5330.pdf
C1.4	The developments regarding preventive and corrective practices against discrimination, inequality, human rights violations, forced and child labor have been disclosed.		X			There are internal (in-company) reports.	Internal (in-company) reports
C1.5	Investments in employees (education, development policies), compensation, fringe benefits, right to unionize, work/life balance solutions and talent management are included in the employee rights policy.	X				It is explained in the relevant sections of our integrated report.	https://www.isdemir.com.tr/sites/1/upload/files/Entegre_Faaliyet_Raporu_2022_ENG-5042-5330.pdf
	The mechanism for employee complaints and resolution of disputes have been established and related solution processes have been determined.	X				Mechanisms for the resolution of employee complaints and disputes have been established, and dispute resolution processes have been specified in the code of ethics and working principles.	https://www.isdemir.com.tr/Sites/1/upload/files/Erdemir_Etik_Kurallar_Kitapcigi_ING-356.pdf
	The activities carried out within the reporting period which related to ensure employee satisfaction have been disclosed.	X				It is explained in the relevant sections of our integrated report.	https://www.isdemir.com.tr/sites/1/upload/files/Entegre_Faaliyet_Raporu_2022_ENG-5042-5330.pdf
C1.6	The occupational health and safety policies have been established and disclosed.	X				Occupational health and safety policies have been established and shared on our website.	https://www.isdemir.com.tr/corporate/management-systems-policy/
	The measures taken for protecting health, preventing occupational accidents and related statistics have been disclosed.	X				It is explained in the Occupational Health and Safety section of the integrated report.	2022 Integrated Annual Report / Occupational Health and Safety (Page 70)
C1.7	The personal data protection and data security policies have been established and disclosed.	X				Personal data protection and data security policies have been established and shared on our website.	https://www.isdemir.com.tr/kurumsal/kisisel-verilerin-korunmasi/
C1.8	The ethics policy have been established and disclosed.	X				Ethics policy has been established and shared on our website.	https://www.isdemir.com.tr/Sites/1/upload/files/Erdemir_Etik_Kurallar_Kitapcigi_ING-356.pdf
C1.9	The studies related to social investment, social responsibility, finansal inclusivity and access to finance have been explained.	X				It is explained in the Social Contribution section of the integrated report.	https://www.isdemir.com.tr/sites/1/upload/files/Entegre_Faaliyet_Raporu_2022_ENG-5042-5330.pdf
C1.10	The informative meetings and training programs related to ESG policies and practices have been organized for employees.	X				Regular trainings are provided to the employees within the framework of the developmental plans.	https://www.isdemir.com.tr/sites/1/upload/files/Entegre_Faaliyet_Raporu_2022_ENG-5042-5330.pdf
C2. Stakeholders, International Standards and Initiatives							
C2.1	The customer satisfaction policy regarding the management and resolution of customer complaints has been prepared and disclosed.	X				The customer satisfaction policy regarding the management and resolution of customer complaints has been prepared and explained in the integrated report.	https://www.isdemir.com.tr/sites/1/upload/files/Entegre_Faaliyet_Raporu_2022_ENG-5042-5330.pdf
C2.2	The information about the communication with stakeholders (which stakeholder, subject and frequency) have been disclosed.	X				Details on stakeholder communication are described in the integrated report.	2022 Integrated Annual Report / Stakeholder Relations (Page 34)
C2.3	The international reporting standards that adopted in reporting have been explained.	X				Adopted international reporting standards are explained in the integrated report.	https://www.isdemir.com.tr/sites/1/upload/files/Entegre_Faaliyet_Raporu_2022_ENG-5042-5330.pdf
C2.4	The principles adopted regarding sustainability, the signatory or member international organizations, committees and principles have been disclosed.	X				Signatory or member international organizations or principles are publicly disclosed in the integrated report.	2022 Integrated Annual Report / Corporate Memberships (Page 116)
C2.5	The improvements have been made and studies have been carried out in order to be included in the Borsa Istanbul sustainability indices and/or international index providers.	X				It is included in the Borsa Istanbul Sustainability Index.	2022 Integrated Annual Report (Page 47)
D. Corporate Governance Principles							
D1	The opinions of stakeholders have been sought in the determination of measures and strategies related to sustainability field.	X				Opinions of stakeholders are sought in determining measures and strategies in the field of sustainability.	https://www.isdemir.com.tr/sites/1/upload/files/Entegre_Faaliyet_Raporu_2022_ENG-5042-5330.pdf
D2	The social responsibility projects, awareness activities and trainings have been carried out to raise awareness about sustainability and its importance.	X				Studies are carried out to raise awareness on the issue of sustainability and the importance of sustainability through social responsibility projects, awareness activities and trainings.	https://www.isdemir.com.tr/sites/1/upload/files/Entegre_Faaliyet_Raporu_2022_ENG-5042-5330.pdf

**BOARD OF DIRECTORS' ACTIVITY REPORT PREPARED IN ACCORDANCE
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Company Compliance Status					Explanation
Yes	Partial	No	Exempted	Not Applicable	

Corporate Governance Compliance Report**1.1. FACILITATING THE EXERCISE OF SHAREHOLDER RIGHTS**

1.1.2- Up-to-date information and disclosures which may affect the exercise of shareholder rights are available to investors at the corporate website. X

1.2. RIGHT TO OBTAIN AND REVIEW INFORMATION

1.2.1 - Management did not enter into any transaction that would complicate the conduct of special audit. X

1.3. GENERAL ASSEMBLY

1.3.2 - The company ensures the clarity of the General Assembly agenda, and that an item on the agenda does not cover multiple topics. X

1.3.7- Insiders with privileged information have informed the board of directors about transactions conducted on their behalf within the scope of the company's activities in order for these transactions to be presented at the General Shareholders' Meeting. X

X There was no transaction notice in this manner.

1.3.8 - Members of the board of directors who are concerned with specific agenda items, auditors, and other related persons, as well as the officers who are responsible for the preparation of the financial statements were present at the General Shareholders' Meeting. X

1.3.10 - The agenda of the General Shareholders' Meeting included a separate item detailing the amounts and beneficiaries of all donations and contributions. X

1.3.11 - The General Shareholders' Meeting was held open to the public, including the stakeholders, without having the right to speak. X

X In 2023 fiscal year, there was no participation demand from the media.

1.4. VOTING RIGHTS

1.4.1 - There is no restriction preventing shareholders from exercising their shareholder rights. X

1.4.2 - The company does not have shares that carry privileged voting rights. X

Company's capital is divided into A and B group shares. 2.000 (two thousand) A group registered here corresponding to TRY 20 (twenty Turkish Lira) capital. Usufruct right to the name of Privatization Administration has been established in order to be valid until a contrary decision is taken by High Board of Privatization on A Group shares together with all rights.

1.4.3-The company withholds from exercising its voting rights at the General Shareholders' Meeting of any company with which it has cross-ownership, in case such cross-ownership provides management control. X

X No cross-shareholding relations exist in the capital of the Company.

1.5. MINORITY RIGHTS

1.5.1 - The company pays maximum diligence to the exercise of minority rights. X

1.5.2 - The Articles of Association extend the use of minority rights to those who own less than one twentieth of the outstanding shares, and expand the scope of the minority rights. X

Even though minority rights are not determined less than one in twenty by the Articles of Association, parallel with the general practicals, in accordance with Article 36 of the Articles of Association, provisions of Turkish Commercial Code and Capital Market Law shall be applied to the issues that are not written in the Articles of Association in regard to minority rights. On the other hand, the Company recognizes equal rights to each shareholder and comply with relevant regulations regarding the exercise of shareholder rights. There is no plan to regulate and expand minority rights in the Articles of Association.

1.6. DIVIDEND RIGHT

1.6.1 - The dividend policy approved by the General Shareholders' Meeting is posted on the company website. X

1.6.2 - The dividend distribution policy comprises the minimum information to ensure that the shareholders can have an opinion on the procedure and principles of dividend distributions in the future. X

1.6.3 - The reasons for retaining earnings, and their allocations, are stated in the relevant agenda item. X

1.6.4 - The board reviewed whether the dividend policy balances the benefits of the shareholders and those of the company. X

1.7. TRANSFER OF SHARES

1.7.1 - There are no restrictions preventing shares from being transferred. X

2.1. CORPORATE WEBSITE

2.1.1. - The company website includes all elements listed in Corporate Governance Principle 2.1.1. X

2.1.2 - The shareholding structure (names, privileges, number and ratio of shares, and beneficial owners of more than 5% of the issued share capital) is updated on the website at least every 6 months. X

2.1.4 - The company website is prepared in other selected foreign languages, in a way to present exactly the same information with the Turkish content. X

**BOARD OF DIRECTORS' ACTIVITY REPORT PREPARED IN ACCORDANCE
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	Company Compliance Status					Explanation
	Yes	Partial	No	Exempted	Not Applicable	
Corporate Governance Compliance Report						
2.2. ANNUAL REPORT						
2.2.1 - The board of directors ensures that the annual report represents a true and complete view of the company's activities.	X					
2.2.2 - The annual report includes all elements listed in Corporate Governance Principle 2.2.2.	X					
3.1. CORPORATION'S POLICY ON STAKEHOLDERS						
3.1.1- The rights of the stakeholders are protected pursuant to the relevant regulations, contracts and within the framework of bona fides principles.	X					
3.1.3 - Policies or procedures addressing stakeholders' rights are published on the company's website.	X					
3.1.4 - A whistleblowing programme is in place for reporting legal and ethical issues.	X					
3.1.5 - The company addresses conflicts of interest among stakeholders in a balanced manner.	X					
3.2. SUPPORTING THE PARTICIPATION OF THE STAKEHOLDERS IN THE CORPORATION'S MANAGEMENT						
3.2.1 - The Articles of Association, or the internal regulations (terms of reference/manuals), regulate the participation of employees in management.			X			Although there is no provision in the articles of association, employees are encouraged to participate in management through internal practices.
3.2.2 - Surveys/other research techniques, consultation, interviews, observation method etc. were conducted to obtain opinions from stakeholders on decisions that significantly affect them.	X					
3.3. HUMAN RESOURCES POLICY						
3.3.1 - The company has adopted an employment policy ensuring equal opportunities, and a succession plan for all key managerial positions.	X					
3.3.2 - Recruitment criteria are documented.	X					
3.3.3 - The company has a policy on human resources development, and organises trainings for employees.	X					
3.3.4 - Meetings have been organised to inform employees on the financial status of the company, remuneration, career planning, education and health.	X					
3.3.5 - Employees, or their representatives, were notified of decisions impacting them. The opinion of the related trade unions was also taken.	X					
3.3.6 - Job descriptions and performance criteria have been prepared for all employees, announced to them and taken into account to determine employee remuneration.	X					
3.3.7 - Measures (procedures, trainings, raising awareness, goals, monitoring, complaint mechanisms) have been taken to prevent discrimination, and to protect employees against any physical, mental, and emotional mistreatment.	X					
3.3.8 - The company ensures freedom of association and supports the right for collective bargaining.	X					
3.3.9 - A safe working environment for employees is maintained.	X					
3.4. RELATIONS WITH CUSTOMERS AND SUPPLIERS						
3.4.1-The company measured its customer satisfaction, and operated to ensure full customer satisfaction.	X					
3.4.2 - Customers are notified of any delays in handling their requests.	X					
3.4.3 - The company complied with the quality standards with respect to its products and services.	X					
3.4.4 - The company has in place adequate controls to protect the confidentiality of sensitive information and business secrets of its customers and suppliers.	X					
3.5. ETHICAL RULES AND SOCIAL RESPONSIBILITY						
3.5.1 - The board of the corporation has adopted a code of ethics, disclosed on the corporate website.	X					
3.5.2-The company has been mindful of its social responsibility and has adopted measures to prevent corruption and bribery.	X					

**BOARD OF DIRECTORS' ACTIVITY REPORT PREPARED IN ACCORDANCE
WITH THE COMMUNIQUÉ SERIAL:II, NO:14.1**

	Company Compliance Status					Explanation
	Yes	Partial	No	Exempted	Not Applicable	
Corporate Governance Compliance Report						
4.1. ROLE OF THE BOARD OF DIRECTORS						
4.1.1 - The board of directors has ensured strategy and risks do not threaten the long-term interests of the company, and that effective risk management is in place.	X					
4.1.2 - The agenda and minutes of board meetings indicate that the board of directors discussed and approved strategy, ensured resources were adequately allocated, and monitored company and management performance.	X					
4.2. ACTIVITIES OF THE BOARD OF DIRECTORS						
4.2.1-The board of directors documented its meetings and reported its activities to the shareholders.	X					
4.2.2 - Duties and authorities of the members of the board of directors are disclosed in the annual report.	X					
4.2.3-The board has ensured the company has an internal control framework adequate for its activities, size and complexity.	X					
4.2.4 - Information on the functioning and effectiveness of the internal control system is provided in the annual report.	X					
4.2.5 - The roles of the Chairman and Chief Executive Officer are separated and defined.	X					
4.2.7-The board of directors ensures that the Investor Relations department and the corporate governance committee work effectively. The board works closely with them when communicating and settling disputes with shareholders.	X					
4.2.8 - The company has subscribed to a Directors and Officers liability insurance covering more than 25% of the capital.	X					
4.3. STRUCTURE OF THE BOARD OF DIRECTORS						
4.3.9 - The board of directors has approved the policy on its own composition, setting a minimal target of 25% for female directors. The board annually evaluates its composition and nominates directors so as to be compliant with the policy.			X			Although there is no policy regarding the target of minimum 25% for the ratio of female members in the board of directors, there is one female member in the current board of directors structure.
4.3.10 - At least one member of the audit committee has 5 years of experience in audit/accounting and finance.	X					
4.4. BOARD MEETING PROCEDURES						
4.4.1-Each board member attended the majority of the board meetings in person.	X					
4.4.2 - The board has formally approved a minimum time by which information and documents relevant to the agenda items should be supplied to all board members.	X					
4.4.3 - The opinions of board members that could not attend the meeting, but did submit their opinion in written format, were presented to other members.	X					
4.4.4 - Each member of the board has one vote.	X					
4.4.5 - The board has a charter/written internal rules defining the meeting procedures of the board.	X					
4.4.6 - Board minutes document that all items on the agenda are discussed, and board resolutions include director's dissenting opinions if any.	X					
4.4.7-There are limits to external commitments of board members. Shareholders are informed of board members' external commitments at the General Shareholders' Meeting.		X				Duty the Board Member's work and industry experience and contribution to the board of directors, there is no restriction for the Board members to assume any other duties outside the company. The duties undertaken by teh members of the board of directors outside the Company were presented to the shareholders at the General Assembly Meeting. Since this current practice does not create any negative situation in terms of corporate governance, no change is expected in 2024.
4.5. BOARD COMMITTEES						
4.5.5 - Board members serve in only one of the Board's committees.			X			The Company's board of directors consists of 9 members and operates with 3 committees. 3 of our 9 members take part in committees as independent board members. Due to the number of Board members, each board member is assigned to more than one committee.
4.5.6 - Committees have invited persons to the meetings as deemed necessary to obtain their views.	X					
4.5.7 - If external consultancy services are used, the independence of the provider is stated in the annual report.					X	In 2023, any committee did not receive consultancy services.
4.5.8 - Minutes of all committee meetings are kept and reported to board members.	X					
4.6. FINANCIAL RIGHTS						
4.6.1-The board of directors has conducted a board performance evaluation to review whether it has discharged all its responsibilities effectively.			X			The performance of the Board of Directors was not evaluated.
4.6.4-The company did not extend any loans to its board directors or executives, nor extended their lending period or enhanced the amount of those loans, or improve conditions thereon, and did not extend loans under a personal credit title by third parties or provided guarantees such as surety in favour of them.	X					
4.6.5 - The individual remuneration of board members and executives is disclosed in the annual report.		X				In line with the general practices, salaries, bonuses and other benefits of the key management are shared in the annual report as total. Remuneration or the members of the board on an individual basis are shared with the public in the minutes of the general assembly.

**BOARD OF DIRECTORS' ACTIVITY REPORT PREPARED IN ACCORDANCE
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Corporate Governance Information Form

1. SHAREHOLDERS**1.1. Facilitating the Exercise of Shareholders Rights**

The number of investor meetings (conference, seminar/etc.) organised by the company during the year	0
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1.2. Right to Obtain and Examine Information

The number of special audit request(s)	0
The number of special audit requests that were accepted at the General Shareholders' Meeting	0

1.3. General Assembly

Link to the PDP announcement that demonstrates the information requested by Principle 1.3.1. (a-d)	https://www.kap.org.tr/en/Bildirim/1122401
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Whether the company provides materials for the General Shareholders' Meeting in English and Turkish at the same time	Yes
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The links to the PDP announcements associated with the transactions that are not approved by the majority of independent directors or by unanimous votes of present board members in the context of Principle 1.3.9	There was no such transaction during the year.
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The links to the PDP announcements associated with related party transactions in the context of Article 9 of the Communiqué on Corporate Governance (II-17.1)	There is no such transaction under Article 9.
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The links to the PDP announcements associated with common and continuous transactions in the context of Article 10 of the Communiqué on Corporate Governance (II-17.1)	https://www.kap.org.tr/en/Bildirim/1119918
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The name of the section on the corporate website that demonstrates the donation policy of the company	Investor Relations / Corporate Governance / Policies and Regulations / Donations and Contribution Policy
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The relevant link to the PDP with minute of the General Shareholders' Meeting where the donation policy has been approved	https://www.kap.org.tr/en/Bildirim/749143
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The number of the provisions of the articles of association that discuss the participation of stakeholders to the General Shareholders' Meeting	None
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Identified stakeholder groups that participated in the General Shareholders' Meeting, if any	There was no participation in the General Assembly meeting regarding 2022 activities except for the shareholders. However, there is no restriction on participation of stakeholders in the General Assembly.
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1.4. Voting Rights

Whether the shares of the company have differential voting rights	Evet (Yes)
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In case that there are voting privileges, indicate the owner and percentage of the voting majority of shares.	Privatization Administration / 0.0% / two thousand share of certificate, issued to the bearer amounting to twenty Turkish Lira
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The percentage of ownership of the largest shareholder	%94,87
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1.5. Minority Rights

Whether the scope of minority rights enlarged (in terms of content or the ratio) in the articles of the association	Hayır (No)
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If yes, specify the relevant provision of the articles of association.	-
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1.6. Dividend Right

The name of the section on the corporate website that describes the dividend distribution policy	Investor Relations / Corporate Governance / Policies and Regulations / İsdemir Dividend Distribution Policy
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Minutes of the relevant agenda item in case the board of directors proposed to the general assembly not to distribute dividends, the reason for such proposal and information as to use of the dividend.	-
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PDP link to the related general shareholder meeting minutes in case the board of directors proposed to the general assembly not to distribute dividends	-
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BOARD OF DIRECTORS' ACTIVITY REPORT PREPARED IN ACCORDANCE

WITH THE COMMUNIQUÉ SERIAL:II, NO:14.1

General Assembly Meetings									
General Meeting Date	The number of information requests received by the company regarding the clarification of the agenda of the General Shareholders' Meeting	Shareholder participation rate to the General Shareholders' Meeting	Percentage of shares directly present at the GSM	Percentage of shares represented by proxy	Specify the name of the page of the corporate website that contains the General Shareholders' Meeting minutes, and also indicates for each resolution the voting levels for or against	Specify the name of the page of the corporate website that contains all questions asked in the general assembly meeting and all responses to them	The number of the relevant item or paragraph of General Shareholders' Meeting minutes in relation to related party transactions	The number of declarations by insiders received by the board of directors	The link to the related PDP general shareholder meeting notification
31.03.2023	0	%95	%0,015	%95	Investor Relations / General Assembly / Minutes of General Assembly	Investor Relations / General Assembly / The questions asked on General Assembly Meetings	-	179	https://www.kap.org.tr/en/Bildirim/1122401

BOARD OF DIRECTORS' ACTIVITY REPORT PREPARED IN ACCORDANCE WITH THE COMMUNIQUÉ SERIAL:II, NO:14.1

2. DISCLOSURE AND TRANSPARENCY

2.1. Corporate Website

Specify the name of the sections of the website providing the information requested by the Principle 2.1.1.	Investor Relations / Corporate Governance, Reports and Presentations, Annual Reports, Disclosures and Announcements, General Assembly, FAQ
If applicable, specify the name of the sections of the website providing the list of shareholders (ultimate beneficiaries) who directly or indirectly own more than 5% of the shares.	Investor Relations / Corporate Governance / Ownership Structure
List of languages for which the website is available	Turkish, English

2.2. Annual Report

The page numbers and/or name of the sections in the Annual Report that demonstrate the information requested by principle 2.2.2.

a) The page numbers and/or name of the sections in the Annual Report that demonstrate the information on the duties of the members of the board of directors and executives conducted out of the company and declarations on independence of board members	Investor Relations / Reports and Presentations / Board of Directors Annual Reports/Declarations of Independent Board Members
b) The page numbers and/or name of the sections in the Annual Report that demonstrate the information on committees formed within the board structure	Investor Relations / Reports and Presentations / Board of Directors Annual Reports / Members of Board Committees, Frequency of Meetings, Operating Principals also Including Activities Performed and Evaluation of the Board on the Effectiveness of the Committees
c) The page numbers and/or name of the sections in the Annual Report that demonstrate the information on the number of board meetings in a year and the attendance of the members to these meetings	Investor Relations / Reports and Presentations / Interim Financial Reports / Number of Board meetings within the Year and Attendance of the Board Members in the Meetings
ç) The page numbers and/or name of the sections in the Annual Report that demonstrate the information on amendments in the legislation which may significantly affect the activities of the corporation	Investor Relations / Reports and Presentations / Interim Financial Reports / Information about Amendments in Legislation That May Significantly Affect the Company's Activities.
d) The page numbers and/or name of the sections in the Annual Report that demonstrate the information on significant lawsuits filed against the corporation and the possible results thereof	Investor Relations / Reports and Presentations / Financial Statements / Provisions
e) The page numbers and/or name of the sections in the Annual Report that demonstrate the information on the conflicts of interest of the corporation among the institutions that it purchases services on matters such as investment consulting and rating and the measures taken by the corporation in order to avoid from these conflicts of interest	Investor Relations/Annual Reports/ Other Issues
f) The page numbers and/or name of the sections in the Annual Report that demonstrate the information on the cross ownership subsidiaries that the direct contribution to the capital exceeds 5%	No cross ownership subsidiaries that the direct contribution to the Capital exceed 5%.
g) The page numbers and/or name of the sections in the Annual Report that demonstrate the information on social rights and professional training of the employees and activities of corporate social responsibility in respect of the corporate activities that arises social and environmental results	Investor Relations / Reports and Presentations / Interim Financial Reports / Grants and Social Responsibility Projects

3. STAKEHOLDERS

3.1. Corporation's Policy on Stakeholders

The name of the section on the corporate website that demonstrates the employee remedy or severance policy	Investor Relations / Corporate Governance / Policies and Regulations / Staff Compensation Policy
The number of definitive convictions the company was subject to in relation to breach of employee rights	41
The position of the person responsible for the alert mechanism (i.e. whistleblowing mechanism)	Ethics Committee
The contact detail of the company alert mechanism	Mail: erdemir@etikhat.com, Phone : 0 212 924 78 65

3.2. Supporting the Participation of the Stakeholders in the Corporation's Management

Name of the section on the corporate website that demonstrates the internal regulation addressing the participation of employees on management bodies	-
Corporate bodies where employees are actually represented	Union

BOARD OF DIRECTORS' ACTIVITY REPORT PREPARED IN ACCORDANCE WITH THE COMMUNIQUÉ SERIAL:II, NO:14.1

3.3. Human Resources Policy

The role of the board on developing and ensuring that the company has a succession plan for the key management positions	Short, long and medium term succession plans are prepared for key positions within the scope of talent management studies carried out within our Company. Succession plans and assignments to key roles are submitted for the approval of the Board of Directors, when necessary, in line with defined procedures.
The name of the section on the corporate website that demonstrates the human resource policy covering equal opportunities and hiring principles. Also provide a summary of relevant parts of the human resource policy.	OYAK Mining Metallurgy / Career / HR Practices
Whether the company provides an employee stock ownership programme	Pay edindirme planı bulunmuyor (There isn't an employee stock ownership programme)
The name of the section on the corporate website that demonstrates the human resource policy covering discrimination and mistreatments and the measures to prevent them. Also provide a summary of relevant parts of the human resource policy.	Investor Relations / Corporate Governance / Code of Ethics and Business Conduct / Responsibilities to Our Employees
The number of definitive convictions the company is subject to in relation to health and safety measures	2

Ethical Rules and Social Responsibility

The name of the section on the corporate website that demonstrates the code of ethics	Investor Relations / Corporate Governance / Code of Ethics and Business Conduct
The name of the section on the company website that demonstrates the corporate social responsibility report. If such a report does not exist, provide the information about any measures taken on environmental, social and corporate governance issues.	Sustainability / CSR Policy
Any measures combating any kind of corruption including embezzlement and bribery	Board members and employees of OYAK Mining Metallurgy Companies and all third parties acting on behalf of OYAK Mining Metallurgy Companies should avoid any act or behaviour that may bring OYAK Mining Metallurgy under suspicion of corruption. Regardless of being in public or private sector, accepting or giving any cash/non-cash benefit that may be in the scope of corruption is forbidden.

4. BOARD OF DIRECTORS-I

4.2. Activity of the Board of Directors

Date of the last board evaluation conducted	-
Whether the board evaluation was externally	Hayır (No)
Whether all board members released from their duties at the GSM	Evet (Yes)
Name(s) of the board member(s) with specific delegated duties and authorities, and descriptions of such duties	Süleyman Savaş ERDEM - Chairman (Representative of Ataer Holding A.Ş.), Baran ÇELİK - Deputy Chairman and Executive Director (Representative of Erdemir Çelik Servis Merkezi Sanayi ve Ticaret A.Ş.), Gürtan DAMAR - Board Member and Executive Director (Representative of Erdemir Madencilik Sanayi ve Ticaret A.Ş.)
Number of reports presented by internal auditors to the audit committee or any	4
Specify the name of the section or page number of the annual report that provides the summary of the review of the effectiveness of internal controls	Investor Relations / Reports and Presentations / Interim Financial Reports/ Internal Control System and Internal Audit Activities
Name of the Chairman	Süleyman Savaş ERDEM - Chairman - (Representative of ATAER Holding A.Ş.)
Name of the CEO	Salih Cem ORAL
If the CEO and Chair functions are combined: provide the link to the relevant PDP announcement providing the rationale for	CEO and Chairman are not the same person.
Link to the PDP notification stating that any damage that may be caused by the members of the board of directors during the discharge of their duties is insured for an amount	-
The name of the section on the corporate website that demonstrates current diversity policy targeting women directors	-
The number and ratio of female directors within the Board of Directors	1, %11

BOARD OF DIRECTORS' ACTIVITY REPORT PREPARED IN ACCORDANCE WITH THE COMMUNIQUÉ SERIAL:II, NO:14.1

Composition of BD							
Name, Surname of Board Member	Whether Executive Director Or No	Whether Independent Director Or Not	The First Election Date To Board	Link To PDP Notification That Includes The Independency Declaration	Whether the Independent Director Considered By The Nomination Committee	Whether She/He is the Director Who Ceased to Satisfy The Independence or Not	Whether The Director Has At Least 5 Years' Experience On Audit, Accounting And/Or Finance Or Not
ATAER Holding A.Ş. (Temsilcisi: Süleyman Savaş ERDEM)	İcrada Görevli Değil (Non-executive)	Bağımsız üye değil (Not independent director)	27.05.2013	-	Değerlendirilmedi (Not considered)	Hayır (No)	Evet (Yes)
ERDEMİR Çelik Servis Merkezi Sanayi ve Ticaret A.Ş. (Temsilcisi: Baran ÇELİK)	İcrada Görevli (Executive)	Bağımsız üye değil (Not independent director)	13.09.2012	-	Değerlendirilmedi (Not considered)	Hayır (No)	Evet (Yes)
ERDEMİR Madencilik Sanayi ve Ticaret A.Ş. (Temsilcisi: Gürtan DAMAR)	İcrada Görevli (Executive)	Bağımsız üye değil (Not independent director)	18.09.2012	-	Değerlendirilmedi (Not considered)	Hayır (No)	Evet (Yes)
Republic of Turkey Ministry of Treasury and Finance Privatization Administration (Represented by: Orhan ERBİR)	İcrada Görevli Değil (Non-executive)	Bağımsız üye değil (Not independent director)	20.09.2012	-	Değerlendirilmedi (Not considered)	Hayır (No)	Evet (Yes)
OYAK Pazarlama Hizmet ve Turizm A.Ş. (Temsilcisi: Eren Ziya DİK)	İcrada Görevli Değil (Non-executive)	Bağımsız üye değil (Not independent director)	17.09.2012	-	Değerlendirilmedi (Not considered)	Hayır (No)	Evet (Yes)
ERDEMİR Mühendislik, Yönetim ve Danışmanlık Hizmetleri A.Ş. (Temsilcisi: Güliz KAYA)	İcrada Görevli Değil (Non-executive)	Bağımsız üye değil (Not independent director)	17.09.2012	-	Değerlendirilmedi (Not considered)	Hayır (No)	Evet (Yes)
Ali FİDAN	İcrada Görevli Değil (Non-executive)	Bağımsız üye (Independent director)	21.03.2019	https://www.kap.org.tr/en/Bildirim/1119914	Değerlendirildi (Considered)	Hayır (No)	Evet (Yes)
Kadri ÖZGÜNEŞ	İcrada Görevli Değil (Non-executive)	Bağımsız üye (Independent director)	31.03.2023	https://www.kap.org.tr/en/Bildirim/1119914	Değerlendirildi (Considered)	Hayır (No)	Evet (Yes)
Emre GÖLTEPE	İcrada Görevli Değil (Non-executive)	Bağımsız üye (Independent director)	17.03.2022	https://www.kap.org.tr/en/Bildirim/1119914	Değerlendirildi (Considered)	Hayır (No)	Evet (Yes)

BOARD OF DIRECTORS' ACTIVITY REPORT PREPARED IN ACCORDANCE WITH THE COMMUNIQUÉ SERIAL:II, NO:14.1

4. BOARD OF DIRECTORS-II

4.4. Meeting Procedures of the Board of Directors

Number of physical board meetings in the reporting period (meetings in person)	6
Director average attendance rate at board meetings	%98
Whether the board uses an electronic portal to support its work or not	Evet (Yes)
Number of minimum days ahead of the board meeting to provide information to directors, as per the board charter	3-5 Days
The name of the section on the corporate website that demonstrates information about the board charter	There are internal regulations in which the working principles of the Board of Directors meetings are determined, but they are not published on the corporate website.
Number of maximum external commitments for board members as per the policy covering the number of external duties held by directors	-

4.5. Board Committees

Page numbers or section names of the annual report where information about the board committees are presented	Investor Relations / Reports and Presentations / Board of Directors Annual Reports / Members of Board Committees, Frequency of Meetings, Operating Principals also Including Activities Performed and Evaluation of the Board on the Effectiveness of the Committees
Link(s) to the PDP announcement(s) with the board committee charters	The working principles of the Committee are available on our corporate website. (Investor Relations / Corporate Governance / Policies and Regulations)

Composition of BD - I

Names Of The Board Committees	Name Of Committees Defined As "Other" In The First Column	Name-Surname of Committee Members	Whether Committee Chair Or Not	Whether Board Member Or Not
Kurumsal Yönetim Komitesi (Corporate Governance Committee)	-	Kadri Özgüneş	Evet (Yes)	Yönetim kurulu üyesi (Board member)
Kurumsal Yönetim Komitesi (Corporate Governance Committee)	-	Emre Göltepe	Hayır (No)	Yönetim kurulu üyesi (Board member)
Kurumsal Yönetim Komitesi (Corporate Governance Committee)	-	İdil Önay Ergin	Hayır (No)	Yönetim kurulu üyesi değil (Not board member)
Denetim Komitesi (Audit Committee)	-	Emre Göltepe	Evet (Yes)	Yönetim kurulu üyesi (Board member)
Denetim Komitesi (Audit Committee)	-	Ali Fidan	Hayır (No)	Yönetim kurulu üyesi (Board member)
Riskin Erken Saptanması Komitesi (Committee of Early Detection of Risk)	-	Ali Fidan	Evet (Yes)	Yönetim kurulu üyesi (Board member)
Riskin Erken Saptanması Komitesi (Committee of Early Detection of Risk)	-	Kadri Özgüneş	Hayır (No)	Yönetim kurulu üyesi (Board member)

BOARD OF DIRECTORS' ACTIVITY REPORT PREPARED IN ACCORDANCE WITH THE COMMUNIQUÉ SERIAL:II, NO:14.1

4. BOARD OF DIRECTORS-III

4.5. Board Committees-II

Specify where the activities of the audit committee are presented in your annual report or website (Page number or section name in the annual report/website)

Investor Relations / Reports and Presentations / Interim Financial Reports / Members of Board Committees, Frequency of Meetings, Operating Principals also Including Activities Performed and Evaluation of the Board on the Effectiveness of the Committees

Specify where the activities of the corporate governance committee are presented in your annual report or website (Page number or section name in the annual report/website)

Investor Relations / Reports and Presentations / Interim Financial Reports / Members of Board Committees, Frequency of Meetings, Operating Principals also Including Activities Performed and Evaluation of the Board on the Effectiveness of the Committees

Specify where the activities of the nomination committee are presented in your annual report or website (Page number or section name in the annual report/website)

Investor Relations / Reports and Presentations / Interim Financial Reports / Members of Board Committees, Frequency of Meetings, Operating Principals also Including Activities Performed and Evaluation of the Board on the Effectiveness of the Committees

Specify where the activities of the early detection of risk committee are presented in your annual report or website (Page number or section name in the annual report/website)

Investor Relations / Reports and Presentations / Interim Financial Reports / Members of Board Committees, Frequency of Meetings, Operating Principals also Including Activities Performed and Evaluation of the Board on the Effectiveness of the Committees

Specify where the activities of the remuneration committee are presented in your annual report or website (Page number or section name in the annual report/website)

Investor Relations / Reports and Presentations / Interim Financial Reports / Members of Board Committees, Frequency of Meetings, Operating Principals also Including Activities Performed and Evaluation of the Board on the Effectiveness of the Committees

4.6. Financial Rights

Specify where the operational and financial targets and their achievement are presented in your annual report (Page number or section name in the annual report)

Investor Relations / Annual Reports / Other Issues

Specify the section of website where remuneration policy for executive and non-executive directors are presented.

Investor Relations / Corporate Governance / Policies and Regulations / Compensation Policy

Specify where the individual remuneration for board members and senior executives are presented in your annual report (Page number or section name in the annual report)

Investor Relations / Reports and Presentations / Interim Financial Reports / Financial Benefits provided to Board Member and Top Managers

Composition of BD - II

Names Of The Board Committees	Name of committees defined as "Other" in the first column	The Percentage Of Non-executive Directors	The Percentage Of Independent Directors In The Committee	The Number Of Meetings Held In Person	The Number Of Reports On Its Activities Submitted To The Board
Denetim Komitesi (Audit Committee)	-	%100	%100	4	4
Kurumsal Yönetim Komitesi (Corporate Governance Committee)	-	%100	%67	4	3
Riskin Erken Saptanması Komitesi (Committee of Early Detection of Risk)	-	%100	%100	6	6