

**İSKENDERUN DEMİR VE ÇELİK  
ANONİM ŞİRKETİ  
SHAREHOLDERS ORDINARY GENERAL ASSEMBLY MEETING  
MEETING MINUTES**

<b>Meeting No</b>	<b>: 37</b>
<b>Meeting Date</b>	<b>: March 26, 2026 – Time: 10.00</b>
<b>Meeting Place</b>	<b>: Radisson Blu Hotel, İstanbul Asia- Ballroom II, Atatürk Mahallesi Yakut Caddesi No: 10 Ataşehir/İstanbul</b>
<b>Chairman</b>	<b>: Erdemir Madencilik Sanayi ve Ticaret A.Ş. (Representative: Mustafa Serdar BAŞOĞLU) Board Member and Executive Director</b>
<b>Record Clerk</b>	<b>: Kemal Haluk ERUYGUR OYAK Legal and Coordination Reporting Director</b>
<b>Vote Collector</b>	<b>: Buğrahan ELDELEKLİ Group Legal Director</b>
<b>Vote Collector</b>	<b>: Ulaş YİRMİBEŞ Financial Control and Reporting Director</b>
<b>Ministry Representative</b>	<b>: Feyyaz BAL</b>

Ordinary meeting of 2025 of İskenderun Demir ve Çelik A.Ş. Shareholders General Assembly; within the frame of the relevant regulations and the provisions of the articles of association, at the place and time shown above, in trust of the Ministry Representative Feyyaz BAL who was assigned with the writings of Istanbul Governorship Provincial Directorate of Trade dated 25.03.2026 and with number E-90726394-431.03-00120331651 was performed.

- About the announcement of hereby the ordinary meeting of the Shareholders General Assembly; in line with the Turkish Trade Law and the Capital Market Law and the Articles of Association, announced in the 3 March 2026 dated and 11534 numbered issue of the Turkish Commercial Registry Gazette, on company's corporate web site (www.isdemir.com.tr), on the e-Company portal and e-GEM of Central Registry Agency and the place, time and the agenda of the meeting and the sample of the proxy form are written in these announcements and all legal procedures are completed,
- According to the arranged List of Attendants; on the point of 511.233.500 shares which represent the capital of TL 5.112.335 as principle, 275.132.563.316 shares which represent the capital of TL 2.751.325.633,16 as representative, totally 276.996.975.416 shares which represent TL 2.769.969.7544,16 and 1.353.178.600 shares which represent the depositors of TL 13.531.786 as representative are present herein this meeting,
- Board Member and Executive Director of Erdemir Madencilik Sanayi ve Ticaret A.Ş. (Representative: Mustafa Serdar BAŞOĞLU), Republic of Turkish ID No: ( ), Board Member and Executive Director of OYAK Pazarlama Hizmet ve Turizm A.Ş. (Representative: İsmail DOĞAN, Rep. of Turkish ID No: ( )) and Board Member of Erdemir Mühendislik Yönetim ve Danışmanlık Hizmetleri A.Ş. (Representative: Ahmet TAŞKIN, Rep. of Turkish ID No: ( )) with the Company Auditor Güney Bağımsız Denetim ve Serbest Muhasebeci Mali Müşavirlik A.Ş. (A member firm of Ernst & Young Global Limited) representative Yıldırım KOZAKÇI with Rep. of Turkish ID No: ( ) were present in the meeting,

**Also determined and confirmed by the Ministry Representative, the meeting was opened by the Board Member and Executive Director of Erdemir Madencilik Sanayi ve Ticaret A.Ş. (Representative: Mustafa Serdar BAŞOĞLU).**

- 1- In the first article of the agenda about **Opening, Formation of the General Assembly Meeting Chairmanship**; as required by the 24<sup>th</sup> article of the Articles of Association with the 7<sup>th</sup> article of the Internal Directive of the General Assembly of the Company, due to the absence of the Chairman of the Board of Directors and the Vice Chairman of the Board of Directors at the meeting, the proposal dated 26.03.2026 submitted by Feyza DEMETGÜL AKKOYUNLU, representative of Ereğli Demir ve Çelik Fabrikaları T.A.Ş., was presented to the vote of the General Assembly. In line with the proposal, Mustafa Serdar BAŞOĞLU, Board Member & Executive Director and representative of Erdemir Madencilik Sanayi ve Ticaret A.Ş., was elected as the Chairman of the Meeting unanimously of votes. By the Chairman of the Meeting, Kemal Haluk ERUYGUR, OYAK Legal and Coordination Reporting Director, was appointed as the Record Clerk; Buğrahan ELDELEKLİ, Group Legal Director, and Ulaş YİRMİBEŞ, Financial Control and Reporting Director were appointed as Vote Collectors. A one-minute moment of silence was observed, followed by the singing of the National Anthem.
- 2- In the second article of the agenda about **The Authorization of Meeting Chairmanship for Signing of the Meeting Minutes and Other Documents**; it was decided unanimously of votes to authorize the constituted Presidency of the Meeting for signing the meeting minutes herein of these meeting and other documents on behalf of those who are present.
- 3- In the third article of the agenda about **Reading and Discussion of the 2025 Board of Directors' Annual Activity Report**; since the activity report was presented to the shareholders before the meeting and given to the shareholders who requested for the subject that there was no need to read it again was submitted for the General Assembly's approval and decided by majority of votes with 275.956.246.716 votes accepting against 1.040.728.700 votes rejecting. The Chairman of the Meeting asked whether anyone wished to take the floor. Among the physical attendees, shareholder Oktay YÜCEL took the floor and requested information regarding the Board of Directors' Annual Activity Report. The Chairman of the Meeting provided summary information on the Board of Directors' Annual Activity Report.
- 4- In the fourth article of the agenda about **Reading of the 2025 Independent Audit Report**; since Independent Audit Report was presented to the shareholders before the meeting and given to the shareholders who requested for, the subject that there was no need to read it again was submitted for the General Assembly's approval and decided by majority of votes with 275.956.246.716 votes accepting against 1.040.728.700 votes rejecting.
- 5- In the fifth article of the agenda about **Reading, Discussion, Submission to Voting and Resolving the Balance Sheet and Profit & Loss Accounts Separately for the Financial Year of 2025**; since the Balance-Sheet and the Profit and Loss Accounts for the year 2025 was presented to the shareholders before the meeting and given to the shareholders who requested for, the subject that there was no need to read it again was submitted for the General Assembly's approval and decided unanimously of votes. The Chairman of the Meeting asked whether anyone wished to take the floor. No shareholder requested to speak.

The confirmation of the Balance-Sheet and the Profit and Loss Accounts of the year 2025 were submitted to the vote of the General Assembly and as result of the voting, it was decided to accept the Balance-Sheet and the Profit and Loss accounts unanimously of votes.
- 6- In the sixth article of the agenda about **Discussion, Submission to Voting and Resolving the Acquittal of Members of the Board of Directors Separately for the Financial Year of 2025**; the offer dated 26.03.2026 which was given by the Representative of Ereğli Demir ve Çelik Fabrikaları T.A.Ş. Feyza DEMETGÜL AKKOYUNLU was read and submitted for the approval of the General Assembly and in line with the proposal, as a result of the voting, it was resolved by majority of votes to acquit the Members of the Board of Directors separately, with 276.972.152.116 votes accepting against 24.823.300 votes rejecting. The Members of the Board did not vote for their own quittances.

7- In the seventh article of the agenda about **Discussion, Submission to Voting and Resolving the Proposal of Board of Directors for the Distribution of Profit for the Year 2025;** following the reading of the Board's offer dated 26.03.2026 about dividing and distributing the profit of the year 2025. As result of voting of the offer, being in the direction of the decision of the Company's Board dated 03.03.2026 numbered 919, by majority of votes with 276.996.955.416 votes accepting against 20.000 votes rejecting that;

It is understood that the company's activities for the year 2025 were concluded with a TL 11.961.169.777 net profit according to financial statements prepared in accordance with the provisions of the tax procedure law and TL 6.111.893.944 net profit according to financial statements prepared in accordance with the provisions of the Capital Market Board communiqué numbered II.14.1:

- As a result of reaching the general legal reserve fund allocation limit, in accordance with 519th article of the Turkish Trade Law and provisions of Capital Markets Board, not to allocate general legal reserve at a rate of 5% on net profit of the year originated in financial statements of the year 2025 issued in accordance to the Tax Procedure Law,
- To allocate TL 13.050.000.000 cash shareholder dividend, consisting of TL 5.569.449.040 from the net distributable net profit of the year in the financial statements of 2025 which were prepared according to the legislation of the Capital Markets Board and TL 7.480.550.960 from extraordinary reserves,
- Due to the allocated cash dividend is more than 5% of the company's paid-in capital, equal to %10 of the excess amount in accordance with article 519th paragraph 2, item (c) of the Turkish Commercial Code and Capital Markets Board to allocate the amount of TL 1.290.500.000 as a general legal reserve,
- To determine the dividend payment date, to be determined by the Board of Directors after the General Assembly, in a single installment, no later than December 15, 2026, considering the cash projection of the Company.

8- In the eighth article of the agenda about **Discussion, Submission to Voting and Resolving the Remuneration of the Members of Board of Directors;** the offer which was given by the Representative of Ereğli Demir ve Çelik Fabrikaları T.A.Ş. Feyza DEMETGÜL AKKOYUNLU was read, offer was submitted for the approval of the General Assembly and being in the direction of the offer it was decided by majority of votes with 275.639.522.016 votes accepting against 1.357.453.400 votes rejected that;

Not to pay wages to the General Assembly Members representing B Group shares, to determine the wage to be paid to the General Assembly Members representing A Group shares as TL 50.000 net monthly (in the beginning of the relevant month, in advance), and to determine the wage to be paid to the Independent Members of the Board to be TL 75.000 net monthly (in the beginning of the relevant month, in advance) and the new wages to be put into practice from the date 01.04.2026.

9- In the ninth article of the agenda about **Discussion, Submission to Voting and Resolving the Determination of the Election and Term of Office of the Independent Board Members in Accordance with the Legislation Provisions;** following the reading of the offer dated 26.03.2026 which was given by the Representative of Ereğli Demir ve Çelik Fabrikaları T.A.Ş. Feyza DEMETGÜL AKKOYUNLU offer submitted for the approval of the General Assembly and as result of the voting performed and according to the provisions of the 9th and the 10th articles of the Articles of Association;

- To be elected to serve as an Independent Board Member for 1 year;
- Alper KANCA Rep. of Turkish ID No:
- Uğur SÜEL Rep. of Turkish ID No:
- Steven YOUNG Rep. of Turkish ID No:

It was decided by majority of votes with 276.996.485.116 votes accepting against 490.300 votes rejecting.

- 10-** In the tenth article of the agenda about **Discussion, Submission to Voting and Resolving the Proposal of Board of Directors for the Election of an Independent External Auditor for Auditing of Company's Accounts and Transactions for 2026 in Accordance with the Turkish Commercial Code and Capital Market Law**; following the reading of the offer of the Board dated 26.03.2026 in the direction of the decision of the Board dated 23.03.2026 numbered 924, as result of the voting performed, it was decided by majority of votes with 275.831.186.516 votes accepting against 1.165.788.900 votes rejecting to accept the offer unchanged and within the frame of the relevant provisions of the Turkish Commercial Code and the Capital Market Law, İskenderun Demir ve Çelik A.Ş. to select Güney Bağımsız Denetim ve Serbest Muhasebeci Mali Müşavirlik A.Ş (A member firm of Ernst & Young Global Limited) (Mersis No: 0435030326000017, Trade Registry Number: 479920-0, Tax Identification Number: ( ) whose office is at Maslak Mahallesi Eski Büyükdere Cad. Orjin Maslak İş Merkezi Sit. No: 27/57 Sarıyer/İstanbul for the independent external audit services for the year 2026.
- 11-** In the eleventh article of the agenda about **Discussion, Submission to Voting and Resolving the Proposal of the Board of Directors for the Appointment of a Sustainability Auditor for the Assurance Audit of the TSRS-Compliant Sustainability Reports for the Years 2024 and 2025**; following the reading of the offer of the Board dated 26.03.2026 in the direction of the decision of the Board dated 17.02.2026 with numbered 911, as result of the voting performed, it was decided by majority of votes with 276.996.955.416 votes accepting against 20.000 votes rejecting to accept the offer unchanged and for the assurance audit of our Company's sustainability reports for the years 2024 and 2025, prepared in accordance with TSRS to select Güney Bağımsız Denetim ve Serbest Muhasebeci Mali Müşavirlik A.Ş (A Member firm of Ernst & Young Global Limited) (Mersis No: 0435030326000017, Trade Registry Number: 479920-0, Tax Identification Number: ( ) whose office is at Maslak Mahallesi Eski Büyükdere Cad. Orjin Maslak İş Merkezi Sit. No: 27/57 Sarıyer/İstanbul for the independent external audit services for the years 2024 and 2025.
- 12-** In the twelfth article of the agenda about **Reading, Discussion, Submission for Approval and Resolving the TSRS-Compliant Sustainability Report for the Fiscal Year 2024, which has been Subject to Assurance Audit**; since the TSRS-Compliant Sustainability Report for the Fiscal Year 2024, which has been Subject to Assurance Audit was presented to the shareholders before the meeting and given to the shareholders who requested for, the subject that there was no need to read it again was submitted for the General Assembly's approval and decided by majority of votes with 276.996.955.416 votes accepting against 20.000 votes rejecting. The Chairman of the Meeting asked whether anyone wished to take the floor. No shareholder requested to speak. The confirmation of the TSRS-Compliant Sustainability Report for the Fiscal Year 2024, which has been Subject to Assurance Audit was submitted to the vote of the General Assembly and as result of the voting, it was decided by majority of votes to accept the TSRS-Compliant Sustainability Report for the Fiscal Year 2024, which has been Subject to Assurance Audit with 276.996.955.416 votes accepting against 20.000 votes rejecting.
- 13-** In the thirteenth article of the agenda about **Reading, Discussion, Submission for Approval and Resolving the TSRS-Compliant Sustainability Report for the Fiscal Year 2025, which has been Subject to Assurance Audit**; since the TSRS-Compliant Sustainability Report for the Fiscal Year 2025, which has been Subject to Assurance Audit was presented to

the shareholders before the meeting and given to the shareholders who requested for, the subject that there was no need to read it again was submitted for the General Assembly's approval and decided by majority of votes with 276.996.955.416 votes accepting against 20.000 votes rejecting. The Chairman of the Meeting asked whether anyone wished to take the floor. No shareholder requested to speak. The confirmation of the TSRS-Compliant Sustainability Report for the Fiscal Year 2025, which has been Subject to Assurance Audit was submitted to the vote of the General Assembly and as result of the voting, it was decided by majority of votes to accept the TSRS-Compliant Sustainability Report for the Fiscal Year 2025, which has been Subject to Assurance Audit with 276.996.955.416 votes accepting against 20.000 votes rejecting.

- 14-** In the fourteenth article of the agenda about **Discussion, Submission to Voting and Resolving the Proposal of the Board of Directors for the Appointment of a Sustainability Auditor for the Assurance Audit of the TSRS-Compliant Sustainability Reports for the Year 2026**; following the reading of the offer of the Board dated 26.03.2026 in the direction of the decision of the Board dated 23.03.2026 with numbered 925, as result of the voting performed, it was decided by majority of votes with 275.831.166.516 votes accepting against 1.165.808.900 votes rejecting to accept the offer unchanged and within the frame of the relevant provisions of the Turkish Commercial Code and the Capital Market Law, İskenderun Demir ve Çelik A.Ş. to select Güney Bağımsız Denetim ve Serbest Muhasebeci Mali Müşavirlik A.Ş. (A Member firm of Ernst & Young Global Limited) (Mersis No: 0435030326000017, Trade Registry Number: 479920-0, Tax Identification Number: ( )) whose office is at Maslak Mahallesi Eski Büyükdere Cad. Orjin Maslak İş Merkezi Sit. No: 27/57 Sarıyer/İstanbul for the independent external audit services for the year 2026.
- 15-** In the fifteenth article of the agenda about **Submission to Voting and Resolving for Granting Authority to the Members of the Board of Directors in Accordance with Article 395 and Article 396 of the Turkish Commercial Code**; following the offer given by the Representative of Ereğli Demir ve Çelik Fabrikaları T.A.Ş. Feyza DEMETGÜL AKKOYUNLU, within the frame of the 395<sup>th</sup> and the 396<sup>th</sup> articles of the Turkish Trade Law and the arrangements of the Capital Market Board; as result of the voting performed, it was decided by majority of votes with 276.996.955.416 votes accepting against 20.000 votes rejecting to give permissions which are mentioned in the 395<sup>th</sup> and 396<sup>th</sup> articles of the Turkish Commercial Law for the Board Members that the company and the board members can do business both on behalf of themselves and others, take action for a kind of commercial affair which falls into the subject of operation of the company on their own or other's account and become a partner of which the responsibility is unlimited of a company which deals with the same kind of business as of the company.
- 16-** In the sixteenth article of the agenda about **Informing the General Assembly on Guarantee, Pledge and Mortgages Granted in Favor of the Third Parties and of Any Benefits or Income thereof**; information about the subjects below was received from the informing writing of the Board dated 26.03.2026 in the direction of the decision of the Board dated 23.03.2026 numbered 922; General Assembly was informed that the Company has given a guarantee of 8.916.700.286 TL on behalf of its own legal entity in 2025, and has no collateral pledges, mortgages and surety in favor of other third parties for joint venture partnership and ordinary commercial activities, and there are no revenues and benefits from them.
- 17-** In the seventeenth article of the agenda about **Informing the General Assembly Regarding the Donations and Contributions Made in 2025 and Submission to Voting and Resolving the Limit of Donations to be Made between 01.01.2026-31.12.2026**; from the informing writing of the Board dated 26.03.2026 in the direction of the decision of the Board dated 23.03.2026 numbered 923;

	<b>2025</b>	<b>2024</b>
	<b>TL</b>	<b>TL</b>
A-Training and Teaching Activities	14.181.239	6.502.467
B-Cooperation Activities Developed with Public Institutions and Foundations	6.327.771	13.578.048
C-Cultural and Artistic Activities	-	185.161
D-Voluntary Works and Cooperation Activities Realized Intended for Charities	4.877.020	3.946.206
E-Cooperation Activities Realized with Charitable Foundations, Associations, Chambers and Institutions	487.042	389.395
F-Cooperation Activities Realized with Health Activities	166.599	14.405
<b>TOTAL</b>	<b>26.039.671</b>	<b>24.615.682</b>

As it is shown, information has given to the General Assembly that within the year 2025, TL 26.039.671 donation and aid has been made totally and the determined upper limit has not been exceeded.

As result of the voting about the donations and aids which will be made between 01.01.2026-31.12.2026 financial period, it was decided to accept the offer by majority of votes with 275.643.776.816 votes accepting against 1.353.198.600 votes rejecting and to bring an upper limit to the total of donations which the company will make between 01.01.2026-31.12.2026 financial period and this upper limit will be 0,75% (seven and a half per thousand) of the Company's 2026 solo net sales revenue.

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

**Chairman of the Meeting**

**Ministry Representative**

Mustafa Serdar BAŞOĞLU

Feyyaz BAL

**Vote Collector**

**Vote Collector**

Buğrahan ELDELEKLİ

Ulaş YİRMİBEŞ

**Record Clerk**

Kemal Haluk ERUYGUR