

## ADDITIONAL DISCLOSURES WITHIN THE FRAME OF CMB REGULATIONS

General disclosures which must be done pursuant to the “II-17.1 Communiqué on Corporate Governance” of the Capital Markets Board, could be found hereinafter:

- 1. Total number of shares and voting rights reflecting the current corporate structure as of the date that the announcement and should the corporation have privileged shares, number of privileged shares and voting rights for each privileged share group and information on the feature of the privileges:**

Shareholder	Amount of Shares (TRY)	Share in Capital (%)	Voting Right	Rate of Voting Right (%)
Ataer Holding A.Ş.	1,724,982,584	49.29	172,498,258,449	49.29
Diğer	1,775,017,416	50.71	177,501,741,551	50.71
<b>Toplam</b>	<b>3,500,000,000</b>	<b>100</b>	<b>350,000,000,000</b>	<b>100</b>

This capital is divided into shares Group A and Group B. 1 (one) share of certificate, issued to the bearer amounting to 1 Kr (one Kuruş) is A group and 349,999,999,999 (three hundred forty nine billion nine hundred ninety nine million nine hundred ninety nine thousand nine hundred ninety nine) share of certificates amounting to 3,499,999,999.99 (three billion four hundred ninety nine million nine hundred ninety nine thousand nine hundred ninety nine Turkish Liras, ninety nine Kuruş) is B Group.

The right of usufruct shall be established in favor of and to the name of Privatization Administration on the shares of A Group with all rights appertaining thereto unless otherwise decided by Supreme Board of Privatization. All voting rights on the shares of A Group shall be exercised by the holder of usufruct.

In the Company's Articles of Association,

- Resolutions regarding any amendment which are likely to affect, directly or indirectly, the obligations in the Share Sale Agreement in respect of investment and employment, and, the rights granted to the Group A shares in connection with those obligations as well as the amendments which are to affect the quorum for meeting and resolution of Board of Directors and the rights belonging to the Group A shares,
- Resolutions regarding closedown or sales of or an encumbrance upon the integrated steel production facilities and mining facilities owned by the Company and/or its subsidiaries or a resolution on reduction in capacity of such facilities,
- Resolutions regarding closedown, sales, demerger or merger or liquidation of the Company and / or its subsidiaries owning the integrated steel production facilities and mining facilities,

can be passed only through affirmative votes of the usufructuary in representation of Group A shares. Otherwise, the resolutions passed shall be invalid.

- 2. Changes in the management and activities of the corporation and subsidiaries thereof that took place in the past accounting period or that are planned for future accounting periods, which may affect the activities of the corporation significantly and information on the reasons for such changes:**

There is no change in the management and activities of the corporation and subsidiaries thereof that took place in the past accounting period or that are planned for future accounting periods, which may affect the activities of the corporation significantly.

**3. In case the general assembly meeting agenda includes dismissal, change or election of board of directors members, the grounds for their dismissal and change and with respect to the persons whose candidacy has been declared to the corporation; their curricula vitae, duties that they have conducted in the last ten years and reasons for their resignation, feature and materiality level of their relation with the corporation and its related parties, whether they are independent or not, and information on similar issues which may affect the activities of the corporation should these persons are elected as members of Board of Directors:**

It has been decided to be registered and to be announced in the trade registry gazette dated 2 February 2018 with the 9523 numbered decision,

- The assignment of Süleyman Savaş ERDEM as the representative of Board Member OYTAŞ İç ve Dış Ticaret A.Ş. due to the end of Ömer Muzaffer BAKTIR's duty,
- The assignment of Toker ÖZCAN as the representative of Board Member OYAK Pazarlama Hizmet ve Turizm A.Ş. due to the end of Fatma CANLI's duty,
- The cancellation of Board Member OYTAŞ İç ve Dış Ticaret A.Ş.'s (represented by Süleyman SAVAŞ ERDEM) duty as Executive Director,
- The cancellation of Board Member OYKA Kağıt Ambalaj Sanayii ve Ticaret A.Ş.'s (represented by Ertuğrul AYDIN) duty as Deputy Chairman,
- The assignment of OYTAŞ İç ve Dış Ticaret A.Ş. (represented by Süleyman Savaş ERDEM) as chairman,
- The assignment of OYAK Pazarlama Hizmet ve Turizm A.Ş. (represented by Toker ÖZCAN) as Deputy Chairman,
- The assignment of OYAK Pazarlama Hizmet ve Turizm A.Ş. (represented by Toker ÖZCAN) as Executive Director.

Due to the expiry of their term of office, Yunus ARINCI, Ali FİDAN and Kurtuluş Bedri VAROĞLU were elected as Independent Members of the Board of Directors for one year as a result of the election at the Ordinary General Assembly Meeting dated March 30, 2018.

It has been decided to be registered and to be announced in the trade registry gazette dated 29.01.2019 with the 9597 numbered decision the assignment of Aslıhan DÖĞER as the representative of Board Member OMSAN Lojistik A.Ş. due to the end of Ahmet Türker ANAYURT's duty.

It has been decided to be registered and to be announced in the trade registry gazette dated 18.02.2019 with the 9611 numbered decision the assignment of Baran ÇELİK as the representative of Board Member OMSAN Lojistik A.Ş. due to the end of Ertuğrul AYDIN's duty.

Resumes of the Independent Board Members who will be nominated at the 2018 Ordinary General Meeting to be held on 21.03.2019, are given in the Appendix-1. Legal Entity Board Members have been appointed for three years at the Ordinary General Assembly Meeting which was held on March 31, 2017.

**4. Written requests of shareholders submitted to the Investor Relations Department for inclusion of an item into the agenda and should the board of directors have not accepted the proposals, such proposals which have not been accepted and grounds for their refusal:**

No such request has been received for the Ordinary General Meeting.

**5. In case the agenda includes amendment of articles of association, relevant resolution of the board of directors and former and new versions of the articles of association:**

There is no such article about the amendment of articles of association in our Ordinary General Meeting's agenda.

**APPENDIX 1****CURRICULUM VITAE (INDEPENDENT MEMBER)****Name Surname** : Yunus ARINCI**Birth Date** : 1975

<b>Academic Background</b>		<b>Institute</b>	<b>Graduation Date</b>
Master's Degree	:	Indiana University Public Administration	2009
Bachelor's Degree	:	Ankara University Faculty of Political Sciences Public Administration	1996

**Foreign Language(s):** English**Experiences in last 10 years are;**

<b>Experience</b>	<b>Starting and Ending Dates</b>
Presidency State Supervisory Council President	2015-
Prime Ministry Inspection Board President	2009-2015

**In addition, Mr. Arıncı has a periodical seat in the board of directors (as a representative) within the OYAK Group Companies as of February 2019.**

Independent Board Member	Ereğli Demir ve Çelik Fabrikaları T.A.Ş.
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**He has no relationship with the company and related entities.**

### **CURRICULUM VITAE (INDEPENDENT MEMBER)**

**Name Surname** : Ali FİDAN

**Birth Date** : 1970

<b>Academic Background</b>		<b>Institute</b>	<b>Graduation Date</b>
Bachelor's Degree	:	Istanbul University Faculty of Political Sciences Public Administration	1992

**Foreign Language(s):** English

**Experiences in last 10 years are;**

<b>Experience</b>	<b>Starting and Ending Dates</b>
Central Governor	2018-
Undersecretary of Ministry of National Defense	2016-2018
Governor of Düzce	2015-2016
General Directorate of Provincial Administration General Manager	2013-2015
General Directorate of Provincial Administration Assistant General Manager	2012-2013
General Directorate of Provincial Administration Head of Department	2007-2012

**In addition, Mr. Fidan has a periodical seat in the board of directors (as a representative) within the OYAK Group Companies as of February 2019.**

Independent Board Member	Ereğli Demir ve Çelik Fabrikaları T.A.Ş.
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**He has no relationship with the company and related entities.**

## **CURRICULUM VITAE (INDEPENDENT MEMBER)**

**Name Surname** : Kurtuluş Bedri VAROĞLU

**Birth Date** : 1960

<b>Academic Background</b>		<b>Institute</b>	<b>Graduation Date</b>
Master's Degree	:	Ankara University Institute of Social Sciences	1985
Bachelor's Degree	:	Ankara University Faculty of Law	1982

**Foreign Language(s):** English

**Experiences in last 10 years are;**

<b>Experience</b>	<b>Starting and Ending Dates</b>
Varoğlu Law Office Legal Advisor and Lawyer	1988-

**In addition, Mr. Varoğlu has a periodical seat in the board of directors (as a representative) within the OYAK Group Companies as of February 2019.**

Independent Board Member	Ereğli Demir ve Çelik Fabrikaları T.A.Ş.
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**He has no relationship with the company and related entities.**