



EREĞLİ DEMİR VE ÇELİK FABRİKALARI T.A.Ş.

For the Period 1 January – 31 March 2016
Board of Directors' Activity Report

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

01.01.2016 - 31.03.2016

2. Information About the Association

- **Title:** EREĞLİ DEMİR VE ÇELİK FABRİKALARI T.A.Ş.
- **Trade Registry Number:** 863637
- **Address:** Barbaros Mah. Ardiç Sok. No: 6 Ataşehir/İSTANBUL
- **Website:** www.erdemir.com.tr

3. Shareholding and Capital Structure

Authorized Capital : TRY 7.000.000 thousand
Paid-in Capital : TRY 3.500.000 thousand

Shareholders	Shares (Thousand TRY)	%
Ataer Holding A.Ş.	1.724.982	49,29
Publicly Held	1.667.181	47,63
Erdemir's Own Shares	107.837	3,08
Total	3.500.000	100,00

No change has occurred in shareholding and capital structure in the period.

4. Board of Directors, Executive Management and Number of Personnel

According to the Turkish Commercial Code and related regulations, the election of the 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 2015 Regular General Assembly has been executed on 31 March 2016.

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 General Assembly executed on 31 March 2014 according to the 10th and 11th articles of Articles of Association within the framework of Turkish Commercial Code and Capital Market Law. Due to this, 3 independent board members have been elected for one year instead of the 3 independent board members whose duties expired, by the General Assembly executed on 31 March 2016.

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

The active members of the Board of Directors as of 31.03.2016:

Board of Directors	Title	Effective from
OYTAŞ İÇ VE DIŞ TİCARET A.Ş. (Represented by: Ali Aydın PANDIR)	Chairman – Executive Director	27.05.2013
OYAK Girişim Danışmanlığı A.Ş. (Represented by: Nihat KARADAĞ)	Deputy Chairman	12.09.2012
Republic of Turkey Prime Ministry Privatization Administration (Represented by: Ali KABAN)	Board Member	20.09.2012
OMSAN Lojistik A.Ş. (Represented by: Dinç KIZILDEMİR)	Board Member	11.09.2012
OYKA Kağıt Ambalaj Sanayii ve Ticaret A.Ş. (Represented by: Ertuğrul AYDIN)	Board Member	12.09.2012
OYAK Pazarlama Hizmet ve Turizm A.Ş. (Represented by: Fatma CANLI)	Board Member	13.09.2012
Emin Hakan EMİNSOY	Independent Board Member	04.03.2014
Hakkı Cemal ERERDİ	Independent Board Member	31.03.2015
Yunus ARINCI	Independent Board Member	31.03.2016

Changes in the Executive Board within the Period

Due to the end of duties of Hakkı Cemal ERERDİ , Ali Tuğrul ALPACAR and Emin Hakan EMİNSOY who have been elected as independent board members for one year on 31 March 2015, Emin Hakan EMİNSOY, Hakkı Cemal ERERDİ and Yunus ARINCI have been elected as independent board members for one year at the Regular General Assembly executed on 31 March 2016.

In addition, after the report period;

- It has been decided to be registered and to be announced of the assignments of Dursun Özer ÖZDİNÇ as the representative of OYAK Girişim Danışmanlığı A.Ş. due the end of Nihat KARADAĞ'S duty; H. Abdullah KAYA as the representative of Republic of Turkey Prime Ministry Privatization Administration due to the end of Ali KABAN'S duty and Ahmet Türker ANAYURT as the representative of OMSAN Lojistik A.Ş. due to the end of Dinç KIZILDEMİR's duty in the Trade Registry Gazette by the resolution of Board of Directors, dated 1 April 2016 and numbered 9408.

- OYKA Kağıt Ambalaj Sanayii ve Ticaret A.Ş (Represented by Ertuğrul AYDIN) has been elected as Deputy Chairman by the resolution of Board of Directors, dated 1 April 2016 and numbered 9409.

Powers 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.

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

Executive Management

Executive Management	Title	Effective from	Education	Experience
Sedat ORHAN	Chief Executive Officer	16.08.2013	Karadeniz Technical University – Mechanical Engineering	30 Years
Esat GÜNDAY	Executive Vice President (Operations)	13.07.2006	Middle East Technical University – Metallurgical Engineering	36 Years
Kaan BÖKE	Executive Vice President (Human Resources)	02.04.2012	Gazi University – Labor Economics	26 Years
Bülent BEYDÜZ	ERDEMİR Group Financial Affairs Coordinator	11.04.2011	Hacettepe University - Business Administration	30 Years
Sami Nezih TUNALITOSUNOĞLU	Executive Vice President (Financial Affairs)	11.04.2011	Gazi University - Economy	33 Years
Başak TURGUT	ERDEMİR Group Marketing and Sales Coordinator	01.02.2013	Middle East Technical University – Business Administration	19 Years
Şevkinaz ALEMDAR	ERDEMİR Group Procurement Coordinator	18.05.2013	Boğaziçi University – Business Administration	21 Years
Oğuz Nuri ÖZGEN	ERDEMİR Group Production Coordinator	02.07.2012	Middle East Technical University – Metallurgical Engineering	33 Years
Eric Andre Cornil VITSE	ERDEMİR Grup Technology Coordinator	14.10.2015	University of Nancy France- Science Mechanics	34 Years
Vacant	ERDEMİR Group Human Resources Coordinator			
Naci Özgür ÖZEL	ERDEMİR Group Strategy and Business Development Coordinator	29.05.2014	İstanbul Technical University – Industrial Engineering	20 years
Banu KALAY ERTON	ERDEMİR Group Corporate Affairs Coordinator	13.06.2014	Mimar Sinan University - City and Regional Planning	22 years
Ahmet Tunç NOYAN	ERDEMİR Group Information Technologies Coordinator	01.07.2014	Naval Academy - Electronics Engineering	27 years
Oya ŞEHİRLİOĞLU	ERDEMİR Grup Legal Coordinator	14.01.2015	Ankara University – Faculty of Law	22 years

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

No change has been occurred in executive management.

5. 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 2016, 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.

6. Collective Labor Agreement Applications and the Benefits

25th Period Collective Labor Agreement, which will be valid between 01.09.2013-31.08.2016, has been signed on March 24, 2014 between Turkish Employers' Association of Metal Industries (MESS) on behalf of our company and Turkish Metal Union as the collective bargaining agency.

25th Period Collective Labor Agreement expired on December 31, 2014 for İskenderun Demir ve Çelik A.Ş. from this date, no union agreement has been taken a place between İskenderun Demir ve Çelik A.Ş. and any union. Legal proceedings are still underway. However contract provisions after expiration are currently being applied.

In the scope of collective agreement applications, the rights and benefits of the employees are classified under bonuses, social benefits, and vacations. Bonuses and social benefits are; bonuses, holiday pay, heating allowance, paid annual leave allowance, marriage allowance, birth allowance, bereavement allowance (worker's death, worker's spouse's, children's, mother's, father's or sibling's death, in the case of a death as a result of a work accident it will pass onto the worker's heir at law), military service allowance, children allowance, educational allowance (primary school, secondary school, high school, higher education), meal allowance and transportation. Vacations are; paid annual leaves, accompaniment leaves for medical purposes, excused absences, unpaid leaves, and other paid leaves consisting marital leaves, bereavement leaves, pregnancy leaves, maternity leaves, nursing leaves, adoption leaves, transport leaves and leaves in case of a natural catastrophe.

Bereavement allowance (in the case the worker dies), transportation and meal allowance, derived from the social benefits, are given to all employees; the rest is given only to blue-collar workers. Paid annual leaves, leaves of absence with excuse, marital leaves, bereavement leaves, maternity leaves, and pregnancy leave, accompaniment leaves for medical purposes, adoption leaves, transport leaves, unpaid leaves and nursing leaves can be taken by all employees; the rest is taken only by blue-collar workers.

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

The number of the personnel on 31 March 2016 and 31 December 2015 are as follows:

	31 March 2016	31 December 2015
	Personnel	Personnel
Blue Collar	8.433	8.537
White Collar	4.081	4.122
	12.514	12.659

7. Compliance With The Corporate Governance Principles

The "Corporate Governance Principles" published by the Capital Markets Board (CMB) which were declared in our Annual Activity Report for the year ending 2015 were met during the period 01.01.2016 – 31.03.2016.

8. Amendments in The Articles of Association

No amendment has been made.

B – Financial Rights Given to Board Members and Executive Management

1. Total amount of financial rights like attendance fee, wages, bonus, premium and dividend payments

The relevant section of the minutes of the General Assembly Dated 31 March 2016 is as follows:

In the 9th article of the agenda related to the Rate Setting of the Board Members', the proposal was read by the representative of ATAER Holding A.Ş. Çiğdem AYIK OKUR, and with no other comment, it was submitted to the General Assembly's approval and in accordance with the proposal;

It was decided by the majority of votes that; no wages will be paid to the Board members representing Group B shares, the monthly net wage that will be paid to the members representing Group A shares will be TRY 2.360 (monthly, in cash), the wages of independent Board members will be TRY 6.000 (monthly, in cash) and the new wages will be valid from the date of 1 April 2016.

Personal accident and life insurances were arranged for Board of Directors and no other benefits were given.

No payment of performance was made to Board Members.

No payables were given, no loans were issued directly or through a third party and no indemnity was given (like sureties) to Board Members or Executive Management during the period.

Wages of the Executive Management is determined by the Board. Performance based additional payment is given to paid monthly personnel including Executive Management.

**BOARD OF DIRECTORS' ACTIVITY REPORT PREPARED IN ACCORDANCE
WITH THE COMMUNIQUÉ SERIAL:II, NO:14.1****2. Allowances given, travel, housing and representation expenses and real and cash advances, insurance and other pledges**

A total of TRY 10.983 thousand is recorded as expense related to Company Board Members and Executive Management as of reporting period.

C – Research and Development Studies

The relocation of R&D Center out of plant area to the location of Educational Affairs Department has been decided considering potential future expansion plans to gather R&D Center and Simulation Laboratories in the same zone. Within this context, simulation center infrastructure works have been continued. Technical specifications of simulators were completed, bidding and purchasing steps have been continued. Site works completed and tests have been continued at Pyrolysis Equipment that was designed as removal of the organic wastes resulting output of TEYDEB project.

In this period; 2 new developed ready to sale product grades have been introduced to the product portfolio and TEYDEB projects about improvements of raw materials, new products focusing automotive sector and recycling of industrial wastes have been continued. 6 TUBITAK / TEYDEB projects were prepared for gaining governmental support. While 1 project has been executed and officially controlled periodically, other 5 projects have been on evaluation & acceptance stage. In the 2nd week of March, New Product Development process evaluated regarding to TSE ISO9000 and TSE 16949 Quality Certification performed as external audit by TÜV NORD.

D – Activities and Important Developments Regarding the Activities**1. Investment Activities**

Operating within the modern plants and by a modern production technology, Erdemir Group produces competitive products globally and continues its investments aligned to continuous development strategy.

In Ereğli plant; In Air Separation Plant No.7 punch list items are being worked on for final acceptance. Activities related to Environmental Investments and Erdemir Additional Environmental Investments_1 continue. Main plant bidding studies of Hot Mill No.2 Level 2 Systems Modernization, Modernization of Level 1-2 Automation Systems for BOF & CC and CPL No.2 Welding Machine with Side Trimmer and Scrap Cutting Unit Revamping Projects are ongoing. In Galvanizing Line No.2 Project, after signing the contract, main engineering and site studies continue. For Blast Furnace Top Pressure Recovery Turbines project site applications are ongoing. Steam Generator No.6 project is in evaluation stage of revised proposals and “EIA is positive” document is expected. Technical specification is being prepared for 60 MW New Steam Generator which is included in the scope of Steam Generator No.6 project. In CPL-TCM Modernization, contract negotiations continue. In Erdemir Coke Oven Battery No.4 and Modernization of the By-Product Plant Project activities related to the technical specifications are finished and project is on bidding stage. In No. 1 Blast Furnace Stove Project detailed engineering studies have been completed, installation tender studies are ongoing. In ERDEMİR R&D Simulation Center, new layout plan has been prepared and simulators' tender studies are continued. In Converting Ladle Treatment to the Ladle Furnace project, while manufacturing continues, relocations at site were completed. Erdemir Engineering Installation tender under this project continues. Activities related to Raw Material Stocking and Blending Yard Modernization are ongoing. Normalizing Furnace Modernization Project was commissioned and final acceptance was made. Reconstruction of

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

Gülüç Entrance Zone as Delivery Gate projects' site applications are ongoing. In Converter Slack Stopping System Modernization Project main and detail engineering studies are ongoing. Contract has been signed for the investment of New Central Baths and Dining Hall Buildings. Tender studies of Online Surface Inspection Equipment and Additional Investments for Energy Distribution Systems are ongoing.

Commissioned in 2015, Manisa Steel Service project continued with performance test studies and punch list items are being worked on.

On the other hand, in İskenderun Facilities; For Blast Furnace Top Pressure Recovery Turbines No.3 and 4 Project and No.2 Blast Furnace Reline and Stove Modernization intensive field applications are ongoing. 14 of the Environmental Package consists of 25 projects for environmental projects has been completed, field activities continue for others. In Hot Rolling Mill Revamping, Modernization of the Coke Oven Battery No.3, Hot Slab Marking Machine and Ladle Furnace Dedusting & Water Cooling Systems Modernization projects, technical specification, tender and evaluation stages are ongoing. Hot Rolling Mill Harmonic Filter / Compensation System's engineering studies continue. South Harbour 1st Stage project's field applications are ongoing. Finally, In No. 8 Air Separation Plant, contract studies are worked on the basis of "Joint Venture".

Total investments in Erdemir Group plants in 2016 amount to USD 51 million as of 31 March 2016 (31 March 2015: USD 21 million).

2. Internal Control System and Internal Auditing Activities

Internal Audit Department is in charge of evaluating and improving the effectiveness of risk management, control and governance processes of Erdemir Group companies and it reports directly to the Chairman and the Executive Director of the Board. The Audit Committee, which comprises of independent board members, is informed about the audit activities and effectiveness of the internal control system at least once in a year or upon request.

Process audits of Erdemir Group are conducted with risk-based and value added approach as well as in accordance with the international internal audit professional practice standards. The audit program is performed based on the annual calendar approved by the Chairman and the Executive Director of the Board. During the audit activities, internal control environment of a process is evaluated with a systematic approach and mitigating controls are suggested when necessary. Action plans determined by the management are followed up and reported regularly.

Quality assurance activities are held to evaluate effectiveness of the activities performed by the internal audit function. Performance appraisals are conducted within the audit team continuously, constructive feedback of audited process owners are gathered through the evaluation surveys at the end of each audit project. Auditing practices are reviewed regularly and professional standards are taken into consideration consistently.

Internal audit function is in charge of coordination of improving and sustaining the ethics and compliance system as well. Investigation activities are carried out by the Internal Audit Directorate with regards to conformity of Erdemir Group Code of Ethics and Business Conduct updated in 2014. There are written and verbal communication channels (e-mail, mail and ethics hotline) shareholders may directly get information from and/or report possible violations. Ethics Committee is the top governance body responsible for resolving incompliances with regards to Erdemir Group Code of Ethics and Business Conduct and applying sanctions when needed.

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

3. Direct and Indirect Subsidiaries

The Information about Affiliates Subject to Consolidation

The main scope of business and the participation in their shareholding of the affiliates subject to consolidation are as follows:

Name of the Company	Country of Operation	Operation	2016 Share %	2015 Share %
İskenderun Demir ve Çelik A.Ş.	Turkey	Integrated Iron and Steel Manufacturing	95,07	95,07
Erdemir Madencilik San. ve Tic. A.Ş.	Turkey	Iron Ore and Pellet	90	90
Erdemir Çelik Servis Merkezi San. ve Tic. A.Ş.	Turkey	Steel Service Center	100	100
Erdemir Müh. Yön. ve Dan. Hiz. A.Ş.	Turkey	Management and Consultancy	100	100
Erdemir Romania S.R.L.	Romania	Silica Steel Production	100	100
Erdemir Asia Pacific Private Limited	Singapore	Trading	100	100

The non-controlling share in the net assets and results of Subsidiaries for the year are separately classified as non-controlling interest in the consolidated statements of financial position and consolidated statements of profit or loss.

E - Financial Position

1. Summary of Financial Statements

Financial statements are prepared in accordance with the CMB's Communiqué Serial:II, 14.1 and have not been reviewed as of 31 March 2016.

Summary of Balance Sheet

(Thousand TRY)	(Unaudited)	(Audited)
	Current Period 31 March 2016	Previous Period 31 December 2015
Current Assets	7.760.726	7.999.975
Non-current Assets	10.349.255	10.634.515
Total Assets	18.109.981	18.634.490
Current Liabilities	3.358.603	2.615.423
Non-current Liabilities	3.420.652	3.480.875
Shareholders' Equity	11.330.726	12.538.192
Total Liabilities	18.109.981	18.634.490

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

Summary of Income Statement

(Thousand TRY)	(Unaudited)	(Unaudited)
	Current Period	Previous Period
	1 January - 31 March 2016	1 January - 31 March 2015
Sales Revenue	2.576.782	2.895.741
Gross Profit	246.885	591.322
Operating Profit	218.206	505.940
Profit from Continuing Operations Before Taxation	204.840	454.235
Net Profit for the Period	168.092	346.114
Shareholder's share in the Net Profit for the Period	163.945	337.450
EBITDA	365.787	611.547
Earnings Per Share	4,68%	9,64%

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. Key Ratios

(%)	1 January - 31 March 2016	1 January - 31 March 2015
Gross Profit Margin	9,6%	20,4%
Operating Profit Margin	8,5%	17,5%
EBITDA Margin	14,2%	21,1%
Net Profit Margin	6,5%	12,0%
Shareholder's share in the Net Profit Margin	6,4%	11,7%

3. The Availability of Financial Sources and The Policies The Group Applies in This Framework

Erdemir Group 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 Erdemir Group 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.

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

4. Dividend Distribution Policy

Erdemir Groups' Dividend Distribution Policy is as follows:

“As a principle, Company implements the policy of distributing all of its distributable profit in cash within the provision of forecasted free cash flow generation by considering financial leverage ratios, investment/ financing needs and anticipation of the market under the scope of effective regulations and clauses of Company's Articles of Association. Dividend distribution policy is reviewed by the Board of Directors every year considering national and global economic conditions, Company's projects on agenda and funds.

Dividend is paid by fixed or variable installments in accordance with the legislation by giving authority to the Board of Directors at the General Assembly Meeting, where dividend distribution is decided, until 15 December of the relevant calendar year.

General Assembly is authorized for distribution of dividend advance in accordance with relevant legislations.”

Dividend distribution (gross dividend per share: TRY 0,3000) amounting to TRY 1.050.000 thousand from 2015 net profit was approved during Annual General Assembly Meeting dated 31 March 2016. The dividend distribution will start on 25 May 2016.

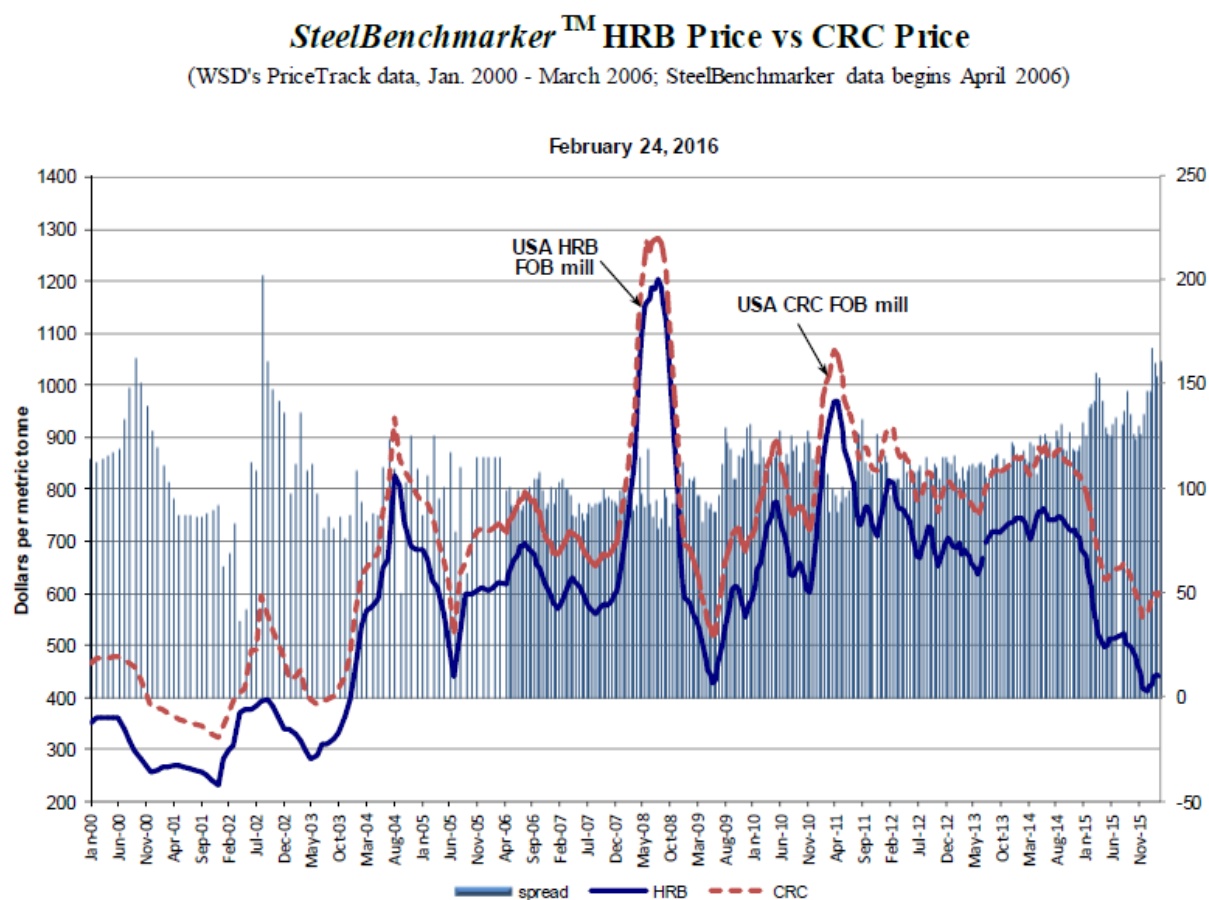
5. Information about the sector

Global crude steel production in March 2016 decreased 0.5% year on year to 137.3 million metric tons. In the meantime, total global crude steel production in the first three months of the current year decreased by 3.6% compared to the same period of 2015, amounting to 385.7 million metric tons. In the first three months, crude steel output in Asia amounted to 263.6 million metric tons, down 3.1%, with 192 million metric tons produced by China, down 3.2%, 25.8 million metric tons produced by Japan, down 3.6%, and 16.2 million metric tons produced by South Korea, down 4.3% - with all comparisons on year-on-year basis. EU-28 countries produced 40.9 million metric tons of crude steel in the first three months, down by 7% compared with the same period of 2015.

In March, the average capacity utilization of steel mills across the globe was 70.5%, 1.3% points lower compared to March 2015.

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

The global hot rolled product price change is provided in the graph below:



Turkish crude steel output in March this year increased by 15.2 percent month on month and was up by 1.3 percent year on year to 2.7 million mt. In the given month, Turkey's crude steel output by electric arc furnaces declined by 0.7 percent year on year to 1.76 million mt, while crude steel output by integrated plants rose by 5.2 percent year on year to 970,000 mt.

Meanwhile, in the first quarter of the current year Turkey's crude steel production increased by 1.9 percent year on year to 7.7 million metric tons. In the given period, Turkey's crude steel output by electric arc furnaces declined by 1.8 percent to 4.9 million metric tons, while production by integrated plants increased by 9.4 percent to 2.8 million metric tons, both year on year.

6. The Position of Erdemir Group within the Sector

Erdemir Group's production in 2015 has been expanded to 8.9 million tons. In the first three months of 2016, the crude steel production in Ereğli Plant has decreased 0.8% and went down to 956 thousand tons while the crude steel production in İskenderun went up to 1.361 thousand tons with an increase of 26%. In the first three months of 2016 Erdemir Group's production has increased by 13.2% and went up to 2.317 thousand tons.

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

7. Operational Developments

Turkey's first and only integrated flat steel producer, Erdemir Group, who carries out production, operation, maintenance and modernization activities within its all facilities completed 2015 with production records. Manufacturing 30% of all crude steel production in Turkey, Erdemir Group again continued its operations in line with the principle of optimal costs, maximum productivity and quality of production in the first two months of 2016.

Ersem serves customers of various sizes from its facilities which are capable of just-in-time delivery, manufacturing with sensitive tolerances and being able to produce at low volumes and of different types. Ersem, start processing in Manisa Organized Industrial Zone enables end users to benefit from economies of scale by easing demands on the facilities, machinery, time and labor through its speciality in a supply chain management services.

To supply just in time deliveries and storage services mainly for the customers operating in the Marmara region of Turkey, Erdemir Group continues its sales from Darıca, İzmit which has 30 thousand tons storage capacity.

Production Plants and Productivity

The information about the capacities of main product groups by Group are stated below:

Capacity used (%)	1 January - 31 March 2016	1 January - 31 March 2015
Liquid Steel	100%	92%
Slab	88%	82%
Billet	62%	40%

8. Products

The main products of Erdemir Group are as follows:

Erdemir	Isdemir	Ermaden
Tinplate	Billet	Pellets
Galvanized	Wire Rod	Iron Ore
Cold Rolled	Slab	
Hot Rolled	Hot Rolled	
Plate		

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

9. Production (quantity)

Final Products (000 Tons)	1 January - 31 March 2016	1 January - 31 March 2015
Flat Products	1.820	1.823
Long Products	396	242
Iron Ore and Pellet	426	474

10. Development in Sales

The iron and steel industry is a delivering force in national economies and Turkey is one of the leading countries in terms of both production and consumption of steel, ranking as the world's 8th largest steel consumer with 11,7% consumption increasing in 2015. Steel consumption of Turkey rose with the same ratio in the first two months of 2016.

With increased consumption in Turkey, total flat product sales of the Erdemir Group of Companies increased 8% in the first quarter of 2016 and reached to the level of 1,9 million tons. The domestic flat product sales increased 3% (Y.O.Y.) and reached 1,7 million tons. Long products sales increased 64% (Y.O.Y.) and went to 398 thousand tons. The domestic long product sales increased 66% (Y.O.Y.) and went to 356 thousand tons.

Erdemir Group of Companies also export 191 thousand tons of flat products to 28 countries and 43 thousand tons of long products to 8 countries out of 234 thousand tons. The level of Erdemir Group's export sales is 10% of total sales.

Erdemir Group continues to deliver shipments in line with its objectives in industries such as packing, automotive or steel pipe. As a result of its customer oriented strategy, ERDEMİR Group has added 12 new customers to long product portfolio and 13 new customers to flat product portfolio totaling 87 new customers during the first quarter of 2016.

In order to provide rapid and effective response to the needs of the steel market, our industrially structured marketing and sales organization have continued to customer visits, congress and exhibition participations in Turkey and abroad, meetings with industry unions and organizations of customer activities. Our product range are managed dynamically and tailored to customer expectations. Additionally, product developments and newer steel grade works aiming the final user demand, keeps developing.

11. Sales (quantity)

Final Products (000 Tons)	1 January - 31 March 2016	1 January - 31 March 2015
Flat Products	1.891	1.749
Long Products	398	242
Iron Ore and Pellet Sales (*)	492	589

(*) 446 thousand tons of Ermaden's sales are to Group Companies as of 31 March 2016. (31 March 2015: 555 thousand tons).

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

F - Risks and Evaluation of the Board

1. Risk Management Policy

Risks are monitored and managed in compliance with the regulation and procedures related with management of the market and customer risks which are directed towards measuring the risks Erdemir Group is exposed to and developing hedging methods to keep these risks within risk tolerances.

Almost all of our receivables are guaranteed with the Direct Debit System, the Credited Direct Collection System and the Trade Credit Insurance.

Risk positions of our customers are monitored regularly and when exceeding the limits, a margin call is issued.

Duration is calculated based on the credit portfolio and cash flow projections in order to manage interest rate risks Erdemir Group is exposed to and the amount of gain / loss, which may arise possible interest rate changes, is measured using a sensitivity analysis. Additionally, the ratio of total amount of loans with a floating interest rate to whole credit portfolio of the Group is monitored and actions are taken to keep this ratio within a defined limit. Derivative instruments are assessed and analyzed in detail. According to firm and market situation, convenient transactions are executed within certain limits.

Similarly, with regards to liquidity risk management, credit usage and paybacks and cash flow projections are monitored and necessary actions are taken.

The feasibility reports, including all types of technical and financial evaluations, related to all planned investments in the Erdemir Group's mid/long term strategic road map are prepared by the System Development Department of the relevant Group Companies and are submitted to Business Development Directorate. The Business Development Department examines the feasibility reports from their consistency and accuracy perspectives, then prepares the financial evaluation reports by analyzing "Internal Rate of Return, Net Present Value, Return on Investment period and ratio, then submits these reports to the Group Financial Affairs Coordinator.

No planned investments can be submitted to the Board of Directors without the approval of the Group Financial Coordinator.

2. Committee of Early Risk Detection

The Early Detection of Risk Committee (Committee) was set up in accordance with the Capital Market Board's legislation. The duties and working principles directive of the Committee were published on the company's website on the Investor Relations / Policies tab.

Within the scope of this directive and legal legislation, the purpose of the Committee is to early detect of risks to the Company's assets, development and existence, implement the measures necessary to deal with identified risks and manage risks.

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

The Committee meets every two months in line with the Board of Directors' meetings and the Committee fulfills its duties during these meetings. The Committee submits its activity report and summary of the minutes to the Board of Directors after the meetings. The secretariat is responsible for keeping the meeting minutes.

G - Other Information

1. Organizations Out of the Headquarters

None.

2. Information about Related Party Transactions

None.
