



**ORDINARY GENERAL ASSEMBLY MEETING
INVITATION FROM THE BOARD OF
DIRECTORS OF EREĞLİ DEMİR VE ÇELİK
FABRİKALARI T.A.Ş.**

The Ordinary General Assembly Meeting of our Company shall be held so as to discuss and conclude the written subjects in the agenda stated below on the 30th of March, 2018 at 14:00 on Friday in the Ballroom on the Floor: B2 of Radisson Blu Hotel, Istanbul Asia, located at the address Atatürk Mahallesi Yakut Caddesi No: 10 Ataşehir/İstanbul. (*)

Only those shareholders whose names are included in the list of attendants being prepared by the Board of Directors of our Company based on the shareholders' list received from Central Registry Agency (CRA) as per the Article 30 of Capital Market Law could participate in the General Assembly. In accordance with the Article 415 of Turkish Commercial Code, only those shareholders whose names are included in the list of attendants being prepared by the board of directors could participate in the General Assembly. "Shareholders' Schedule" in terms of shares monitored under the registry of Central Registry Agency during the preparation of the list of attendants which is received from Central Registry Agency one day before the day of the General Assembly as of 23:59 is taken as a basis. Right-holders whose names are included in that list could physically participate in the Ordinary General Assembly Meeting of our Company by showing their identity cards.

As per the Article 1527 of Turkish Commercial Code, right holders who would like to participate electronically in General Assembly Meeting personally or through their proxies are obliged to convey these preferences with Electronic General Meeting System (e-GEM) via CRA / MKK system. In case a proxy participates in the general assembly meeting on behalf of the right holder, it is mandatory to register the identification information of the proxy in e-GEM. In case the proxy participates in the meeting physically, entitling could also be made in this manner.

Shareholders of our company could participate physically or electronically in the Ordinary General Assembly Meeting personally, as well as through their proxies. Participation electronically in the general assembly meetings, assignment of a proxy, making a proposal, expression of views and voting procedures shall be carried out through Electronic General Meeting System (e-GEM) provided by Central Registry Agency (CRA / MKK). Participation electronically in the General Assembly is possible only with the secure electronic signatures of shareholders or their proxies. Therefore shareholders who will carry out a transaction in Electronic General Meeting System (e-GEM), first of all, have to register their contact information in e-MKK information portal of Central Registry Agency (CRA / MKK) as well as having to have a secure electronic signature. It is not possible for the shareholders or proxies who have not registered in e-MKK Information Portal and do not have a secure electronic signature to participate electronically in the general assembly meeting through e-GEM.

Shareholders or proxies who would like to participate electronically in the meeting are supposed to fulfill their obligations in accordance with the provisions of "Regulation on the General Assemblies in Corporates to be Held Electronically" published in the Official Gazette dated 28th of August 2012 and no. 28395 and "Declaration on Electronic General Meeting System to be Implemented in the General Assemblies of Corporates" published in the Official Gazette dated 29th of August 2012 and no.28396. Otherwise, they shall not be able to participate in the meetings. The detailed information about e-GEM could be accessed through the web site www.mkk.com.tr.

Shareholders who will participate in the meeting through their proxies due to that they shall not be able to attend in person, physically or electronically are obliged to prepare a power of attorney in line with the sample given below or to obtain a sample of power of attorney form from our Company's Head Office or from our Company's website www.erdemir.com.tr and to submit their proxy forms whose signatures have been authenticated by a notary or their power of attorneys to which they will add their signature declarations prepared in the presence of a notary public, as well as fulfilling the requirements stated in the "Communiqué II-30.1 on Voting by Proxy and Proxy Solicitation" of the Capital Markets Board (CMB).

As per CMB's Corporate Governance Principles and Communiqués, regarding the subjects to be discussed in the Ordinary General Assembly Meeting of our company, General Assembly Meeting agenda, balance sheet of 2017, profit and loss account, dividend distribution proposal of the Board of Directors, Activity Report of the Board of Directors, Independent Audit Report, the text of amendments to the Articles of association, resumes of Independent Board Member Candidates and the resumes of people who are acting on behalf of legal entities shall be made available at the Company's Head Office located at the address Barbaros Mahallesi Ardiç Sokak No:6 Ataşehir/İSTANBUL and at our Company's Kdz Ereğli Branch located at the address Uzunkum Caddesi No:7 Kdz.Ereğli/ZONGULDAK and at our Company's website www.erdemir.com.tr for the examinations of our shareholders 3 weeks before the date of General Assembly meeting.

State of Affairs is respectfully announced to Our Esteemed Shareholders.

(*) As per the article 29 of the Capital Markets Law, an additional registered mail for the invitation to the General Assembly Meeting shall not be sent to our shareholders.



AGENDA

1. Opening, Formation of the General Assembly Meeting Chairmanship and Stand in Silence,
2. The Authorization of Meeting Chairmanship for Signing of the Meeting Minutes and Other Documents,
3. Reading and Discussion of the 2017 Board of Directors' Annual Activity Report,
4. Reading of the 2017 Independent Audit Report,
5. Reading, Discussion, Submission to Voting and Resolving the Balance Sheet and Profit & Loss Accounts Separately for the Financial Year of 2017,
6. Discussion, Submission to Voting and Resolving the Acquittal of Members of the Board of Directors Separately for the Financial Year of 2017,
7. Discussion, Submission to Voting and Resolving the Proposal of Board of Directors for the Distribution of Profit for the Year 2017 and Dividend Payment Date,
8. Discussion, Submission to Voting and Resolving the Determination of the Number of the Board Members, Their Term of Office and Election of the Board Members in Accordance with the Legislation Provisions,
9. Discussion, Submission to Voting and Resolving the Remuneration of the Members of Board of Directors,
10. 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,
11. 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 2018 in Accordance with the Turkish Commercial Code and Capital Market Law,
12. Informing the General Assembly on Guarantee, Pledge and Mortgages Granted in Favor of the Third Parties and of Any Benefits or Income thereof,
13. Informing the General Assembly Regarding the Donations and Contributions Made in 2017 and Submission to Voting and Resolving the Limit of Donations to be made in 2018,
14. Closing.