

■ **Material Event Disclosure (Update)**



Company Address	:	Kozyatağı Mah. Kaya Sultan Sok. Hüseyin Bağdatlıoğlu İş Merkezi No:81 Kat:5-8 Bostancı Kadıköy/İSTANBUL
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Telephone and Fax No. of the Company's Investor/Shareholder Relations Department	:	0216 571 30 00-0216 571 30 30
Date of Original Disclosure	:	23.03.2012
Was the Disclosure Postponed?	:	No
Summary Information	:	Change of Independent Candidate for Member of Board of Directors

■ **DISCLOSURE:**

It was decided to nominate as a candidate Mr. Atıl SARYAL instead of Mr. İsmail Aydın GÜNTER who has been nominated as a candidate with the board of directors' decision dated 23.03.2012 and numbered 833, and thus, to nominate as candidate for member of Board of Directors Mehmet GÖÇMEN, Daniel H.J. GAUTHIER, Faruk BİLEN, Ali Emir ADIGÜZEL, Atıl SARYAL (Independent Candidate) and Yavuz ERMİŞ (Independent Candidate) in Ordinary General Assembly to be held in April 24, 2012. Information about updated Members of Board of Directors to be nominated as Candidate in our Ordinary General Assembly for the year of 2012 is enclosed herewith.



We hereby declare that above disclosures comply with the principles in the Capital Market Board's Communiqué Serial: VIII, No: 54 and reflect the information we have received about such subject(s) completely, information complies with our books, records and documents, we have shown all necessary efforts in order to obtain information about the subject completely and accurately and we are responsible for such disclosures made.

**Members of the Board of Directors, who will be nominated as Candidate in our Ordinary General Meeting in 2012, are stated in the following.**

**Candidates for the Board of Directors**

**Mehmet GÖÇMEN**

Mehmet Göçmen was born in 1957. He graduated from Galatasaray High School and Industrial Engineering department at the Middle East Technical University and then he completed Master's degree in Industrial Engineering and Operational Research at the Syracuse University in the U.S. Mr.Göçmen began his professional career at Çelik Halat ve Tel San. A.Ş. in 1983 and he was appointed as General Manager at Lafarge Ekmel Beton A.Ş. and Business Development and Foreign Relations Vice Chairman position at Lafarge Turkey between 1996 and 2002. He served as the General Manager of Akçansa in June 2003 and resigned in 01.08.2008. Then he was appointed as Member of the Board of Directors in 12.09.2008. He has been appointed as Chairman of the Board of Directors in 20.07.2009.

**QUALIFICATION AND IMPORTANCE LEVEL OF HIS RELATIONSHIP WITH THE COMPANY AND RELATED PARTIES OF THE COMPANY**

Mr. Mehmet Göçmen, who is not charged in the execution in accordance with CMB Corporate Governance Principles, is not Independent member. He continues to serve as Cement Group President at Sabancı Holding A.S. as well as Member of the Board of Directors in the companies affiliated with Sabancı Holding.

**Daniel H.J. GAUTHIER**

Daniel Gauthier was born in 1957 in Belgium. Upon completing his degree in the Mining Engineering Department at Mons Polytechnic University, Mr. Gauthier began to work at CBR, a subsidiary of HeidelbergCement in 1982. Mr. Gauthier has been a Board Member of HeidelbergCement since 2000. He is responsible for the Africa, Mediterranean, Northern Europe, and Western Europe regions, and Sustainable Environment and Group Services.

**QUALIFICATION AND IMPORTANCE LEVEL OF HIS RELATIONSHIP WITH THE COMPANY AND RELATED PARTIES OF THE COMPANY**

Mr. Gauthier has been a Board Member of HeidelbergCement since 2000. He is responsible for the Africa, Mediterranean, Northern Europe, and Western Europe regions, and Sustainable Environment and Group Services. Daniel H.J. Gauthier, who is not charged in the execution in accordance with CMB Corporate Governance Principles, is not Independent member.

**Ali Emir ADIGÜZEL**

Born in 1960 in İzmir, Ali Emir Adigüzel graduated from Harvard Business School and the Boğaziçi University Business Administration Department. After starting off his career by working in Saudi Arabia for three years, Adigüzel has been working as the

General Manager of HeidelbergCement Trading since 1996, and as Trade Chairman for the Mediterranean, Middle East and International regions, which include Turkey, since 2004.

**QUALIFICATION AND IMPORTANCE LEVEL OF HIS RELATIONSHIP WITH THE COMPANY AND RELATED PARTIES OF THE COMPANY**

He has been working as the General Manager of HeidelbergCement Trading, one of the Companies of HeidelbergCement since 1996. Ali Emir ADIGÜZEL, who is not charged in the execution in accordance with CMB Corporate Governance Principles, is not Independent member.

**Faruk BİLEN**

Born in 1969, Faruk Bilen completed his BA degree with a double major in Electrical Engineering at the University of Pennsylvania and in Finance at The Wharton School in the USA, and obtained his MBA degree on directorate and business administration from Harvard Business School. Faruk Bilen, who is married and has 2 children, worked in managerial positions in various countries, including Turkey, until 1996. Faruk Bilen started working for Sabancı Holding in 1996 and was appointed as Chief Financial Officer of the company in September 1997. He is also a Board Member of various companies affiliated with Sabancı Holding.

**QUALIFICATION AND IMPORTANCE LEVEL OF HIS RELATIONSHIP WITH THE COMPANY AND RELATED PARTIES OF THE COMPANY**

Faruk BİLEN, who is not charged in the execution in accordance with CMB Corporate Governance Principles, is not Independent member. Faruk Bilen was appointed as Chief Financial Officer of the company in September 1997. He is also a Board Member of various companies affiliated with Sabancı Holding.

**Yavuz ERMiŞ (Independent Candidate for Member of Board of Directors)**

Born in 28.07.1951 in Ankara.

Yavuz Ermiş graduated from Mechanical Engineering department at the Middle East Technical University in Ankara in 1972.

He obtained Master of Business Administration degree from Miami University in Florida, USA. He knows English.

He worked as Marketing Director at Japan Construction Equipment producer, Komatsu Ltd in Turkey between 1975 and 1979 and he carried out sales of and after sale support for Komatsu construction equipments to the government and private sector in Turkey.

He worked as Regional and General Manager of Çukurova Group Co., the dealer of Caterpillar between 1979 and 1990.

He worked as Regional Manager in Ankara and he took over the position of General Manager in Çukurova Caterpillar tractor company dealership in Turkey.

He worked as Operation Manager at Çanakkale Cement Co. between 1990 and 1996.

He was appointed as Operation Manager at Çanakkale Cement Co. affiliated with Çukurova Group.

He worked as General Project Director who is responsible for Strategy and Development at CBR S.A., Belgium between 1996 and 1997 and after Çanakkale Cement was taken over by CBR, he worked for Strategy and Development department of CBR in the Middle East and Asia.

He worked as Main Representative of Heidelberg-CBR Group in China and he was responsible for Chinese market and coordination of the cement operations with local partners in Guangdong Province between 1997 and 1999.

He worked as China Century Cement / PRC Marketing Director and he also carried on the task of Marketing Director for Joint Venture at the same time between 1997 and 1999.

He worked as Project Director for Ready Mix Operations of CBR Group in GZ and he prepared and carried out the investment of RMC works in Guangzhou which becomes market leader with the capacity of 800 kt between 1999 and 2001.

He worked as Operation Manager for Limay Grinding Mill Company in the Philippines between 1999 and 2003 and he worked as Country Director of the company which is the grinding mill in the capacity of 500 kt in the Philippines from acquisition date to March, 2003 when the company was sold.

He worked as Brunef Operation Manager at Butra heidelbergcement between 2000 and 2004 and he worked as Brunef Country Director of the company which is the grinding mill in the capacity of 500 kt as of Acquisition date.

He worked as Operation Manager at Heidelbergcement Bangladesh Ltd between 2001 and 2004, and he worked as Bangladesh Country Director of the company which is the grinding mill in the capacity of 500 kt as of Acquisition date.

He worked as Business Development Manager for Heidelbergcement in Ukraine between 2004 and 2006 and he worked for development of Ukraine cement projects.

He worked as Representative of Van Aaist (Netherlands) equipment company in Turkey between 2006 and 2010.

#### **QUALIFICATION AND IMPORTANCE LEVEL OF HIS RELATIONSHIP WITH THE COMPANY AND RELATED PARTIES OF THE COMPANY**

Mr. Yavuz Ermiş is an independent member in accordance with CMB Corporate Governance Principles. He does not have any relationship with Akçansa Çimento Sanayi ve Ticaret A.Ş. and related parties.

#### **Atıl SARYAL (Independent Candidate for Member of Board of Directors)**

Mr. Atıl Saryal was born in 1938 in Ankara. After he completed his primary and secondary education in Ankara, he graduated from the engineering department at Texas University.

After he came back Turkey, he started to work in the Banking sector. Later, he was transferred into Sabancı Group. He served as the General Manager at Adana Sasa and Marsa. He was appointed as Member of the Board of Directors in various companies. Later, he was appointed as Food and Retailing Chairman. He was retired from Group Chairmanship in 2002 and memberships of board of directors in 2004.

**Tasks Carried on During the Past Ten Years**

Carrefoursa Carrefour Sabancı Ticaret Merkezi A.Ş. Consultant Continuing.

**Terminated Tasks**

Danone Süt Ürünleri A.Ş.	Member of Board of Directors 1996-2004 Resigned
Danone Su Ürünleri A.Ş.	Member of Board of Directors 1996-2004 Resigned
Kraftsa Kraft Sabancı Gıda Pazarlama ve Ticaret A.Ş.	Member of Board of Directors 1996-2004 Resigned
Marsa Kraft Foods Sabancı Gıda Sanayi Tic. A.Ş.	Member of Board of Directors 1996-2004 Resigned
Diasa Dia Sanbancı Süpermarketleri Tic. A.Ş.	Member of Board of Directors 1996-2004 Resigned
Carrefoursa Carrefour Sabancı Ticaret Merkezi A.Ş.	Member of Board of Directors 1996-2004 Resigned
Sapeksa Mensucat ve Toprak Mahsulleri Ticaret ve A.Ş.	Member of Board of Directors 1996-2004 Resigned
Adana Chamber of Commerce	Chairman 1998-2002 Resigned

**QUALIFICATION AND IMPORTANCE LEVEL OF HIS RELATIONSHIP WITH THE COMPANY AND RELATED PARTIES OF THE COMPANY**

Mr. Atıl Saryal is an independent member in accordance with CMB Corporate Governance Principles. He does not have any relationship with Akçansa Çimento Sanayi ve Ticaret A.Ş. and related parties.