

### Resolution of the Board of Directors With Regard To Distribution of Profit Margin

|   |   |
|---|---|
| Address   | Kısıklı Cad. No:38 Altunizade Üsküdar/Istanbul  |
| Telephone   | 216 - 5713000   |
| Fax   | 216 - 5713031   |
| Telephone Number of Department of Investor/Shareholders Relations | 216 - 5713000   |
| Fax Number of Department of Investor/Shareholders Relations       | 216 - 5713031   |
| Is The Statement Made Updating?                                   | No  |
| Is The Statement Made The Statement Postponed?                    | No  |
| Summary Information   | Profit Distribution proposal of the Board of Directors to be submitted for approval of the General Assembly |

|   |            |
|---|------------|
| Date of resolution of the Board of Directors                  | 01.03.2016 |
| Date of General Assembly, when the subject will be negotiated | 29.03.2016 |

|  |      |
|--|------|
| Payment Rate of Cash Profit Share Proposed | Cash |
|--|------|

| Share Group Information | Cash Profit Share Proposed To Be Paid To the Share with 1 TL Nominal Value - Gross (TL) | Cash Profit Share Proposed To Be Paid To the Share with 1 TL Nominal Value - Net (TL) |
|-------------------------|---|---|
| AKCNS(Old),TRAAKNS91F3  | 1,3455000   | 1,1436750   |

|   |            |
|---|------------|
| Date of Payment of Cash Profit Share Proposed | 30.03.2016 |
|---|------------|

| Share Group Information | Profit Share Amount Proposed To Be Distributed As Share (TL) | Profit Share Proposed To Be Distributed As Share (%) |
|-------------------------|--|--|
| AKCNS(Old),TRAAKNS91F3  | 0,000  | 0,00000  |

### ADDITIONAL STATEMENTS:

In the meeting of the Board of Directors of our Company held today it was resolved as follows.  
According to our financial statements belonging to the accounting period of 01.01.2015-31.12.2015, which was prepared by our company in accordance with "Notification of Principles With Regard To Financial Reporting in Capital Market" (II-14.1) of the Capital Market Board and passed from independent audit by Güney Bağımsız Denetim ve Serbest Muhasebeci Mali Müşavirlik A.Ş., Consolidated Period Income in the amount of 348.613.096,00 TL was gained. It was resolved Unanimously that  
General Legal Reserve (1st composition), losses of Previous periods, Legal Obligations and non-controlling interests shall be deducted from the Consolidated Period Income in the amount of 348.613.096,00 TL, belonging to the year of 2015 calculated in accordance with the Capital Market Board Legislation, in accordance with 33rd Article of the Articles of Association and Capital Market Board notifications, and that the remaining Distributable Net Profit of the Period in the amount of 281.120.173,00 TL and Previous Year's of Profits in the amount of 1.782.603,76 TL shall be distributed as follows,  
First Profit Share is 9.572.353,41 TL  
Second Profit Share is 246.237.073,16 TL  
Profit Share From Previous Year's of Profits is 1.782.603,76 TL  
Total Gross Profit Share is 257.592.030,33 TL  
General Legal Reserve is (2nd composition) 24.801.967,69 TL  
Funded Reserve is 508.778,74 TL  
After the profit distribution is made according to the above-mentioned principles, when our legal records prepared according to Tax Procedure Law provisions are taken as a basis;  
• That 248.609.713,02 TL of gross profit share in the amount of 257.592.030,33 TL to be distributed to the partners shall be born from Distributable Net Profit of the Period, and 8.982.317,31 TL of it shall be born from Extraordinary

Reserves,

• That 508.778,74 TL of the Distributable Net Profit of the Period in our legal records, profit made from real estate properties sold in 2015 shall be reserved as Funded Reserve in order to be benefited from corporation tax exemption in (e) sub-paragraph of 5/1 article of Corporate Tax Law,  
Therefore that the point of cash distribution of Share Profit in the amount of total 257.592.030,33 TL, at the rate of % 134,55 (Gross) and % 114,37 (Net), for the year of 2015 to the shareholders representing the capital in the amount of 191.447.068,25.TL depending on their legal status from the date of 30 March 2016 shall be submitted for approval of the Ordinary General Assembly to be held on 29 March 2016.

We hereby declare that our statements above are in accordance with principles in Notification of Capital Markets Board with Serial No.: VIII and No.: 54, that they represent exactly the information reached to us in this matter/matters, that the information are in accordance with our book, records and documents, that we make all necessary effort to obtain the information related to the matter exactly and accurately and that we are responsible for these statements.

## Akçansa Çimento Sanayi ve Ticaret A.Ş.Dividend Distribution Statement for 2015 (TL)

|   |  |                         |                     |
|---|--|-------------------------|---------------------|
| <b>1. Paid in Capital/Issued Capital</b>  |  | <b>191.447.068,25</b>   |                     |
| <b>2. Total Legal Reserves (According to Statutory Income Statements)</b>                     |  | <b>146.624.907,56</b>   |                     |
| <b>Information on privileges in profit distribution if any in the Articles of Association</b> |  | <b>None</b>             |                     |
|   |  | CMB Consolidated Result | Local Tax Result    |
| <b>3.</b>   | <b>Current period profit</b>   | 348.613.096,00          | 336.933.601,94      |
| <b>4.</b>   | <b>Taxes payable ( - )</b>   | 65.633.880,00           | 63.013.142,49       |
| <b>5.</b>   | <b>Net profit ( = )</b>  | 281.120.173,00          | 273.920.459,45      |
| <b>6.</b>   | <b>Previous years losses ( - )</b>   | 0,00                    | 0,00                |
| <b>7.</b>   | <b>1st Legal reserves ( - )</b>  | 0,00                    | 0,00                |
| <b>8</b>  | <b>NET DISTRIBUTABLE NET PROFIT FOR THE PERIOD (=)</b>                               | 281.120.173,00          | 273.920.459,45      |
| <b>9</b>  | Donations made during the year ( + )   | 5.515.598,75            |                     |
| <b>10</b>   | <b>Net Distributable Profit added donations for the calculations of 1st Reserves</b> | 286.635.771,75          |                     |
| <b>11</b>   | First dividend to Shareholders   | 0,00                    |                     |
|   | Cash   | 9.572.353,41            |                     |
|   | Bonus  | 0,00                    |                     |
|   | Total  | 9.572.353,41            |                     |
| <b>12</b>   | <b>Dividend to privileged shareholders</b>   | 0,00                    |                     |
| <b>13</b>   | <b>Dividend to the Board members and Employees</b>                                   | 0,00                    |                     |
|   | <i>BoD</i>   | 0,00                    |                     |
|   | <i>Employees</i>   | 0,00                    |                     |
|   | <i>Non Shareholders</i>  | 0,00                    |                     |
| <b>14</b>   | <b>Dividend to redeemed shareholders</b>   | 0,00                    |                     |
| <b>15</b>   | <b>Secondary dividends to shareholders</b>   | 246.237.073,16          |                     |
| <b>16</b>   | Secondary legal reserves   | 24.801.967,69           |                     |
|   |  | 0,00                    | 0,00                |
| <b>17</b>   | <b>Statutory reserves</b>  | 0,00                    | 0,00                |
| <b>18</b>   | <b>Special reserves</b>  | 508.778,74              | 508.778,74          |
| <b>19</b>   | <b>EXTRAORDINARY RESERVES</b>  | 0,00                    | 0,00                |
| <b>20</b>   | <b>Other Distributable Reserves</b>  | <b>1.782.603,76</b>     | <b>8.982.317,31</b> |
|   | - Previous Year Profit   | 1.782.603,76            | <b>0,00</b>         |
|   | - Extraordinary reserves   | <b>0,00</b>             | 8.982.317,31        |
|   | - Other distributable reserves as per the law and the Articles of Association        | <b>0,00</b>             | <b>0,00</b>         |
|   |  |                         |                     |

**TABLE OF DIVIDEND RATIOS**

|              | TOTAL DISTRIBUTED DIVIDEND |               | TOTAL DISTRIBUTED DIVIDEND / NET DISTRIBUTABLE PROFIT FOR THE PERIOD | DIVIDEND CORRESPONDING TO SHARE AMOUNTING TO 1 TL NOMINAL VALUE |           |
|--------------|----------------------------|---------------|--|---|-----------|
|              | CASH (TL)                  | NON CASH (TL) | RATE (%)   | AMOUNT (TL)   | RATIO (%) |
| <b>GROSS</b> | <b>257.592.030,33</b>      | -             | 91,63  | 1,345500  | 134,55    |
| <b>NET*</b>  | <b>218.953.225,78</b>      | -             | 77,89  | 1,143675  | 114,37    |

\* Net dividend calculation is made by %15 WHAT assumption.