

■ **Material Disclosure (General)**



Address of Partnership	:	Kısıklı Cad. No:38 Altunizade Üsküdar/Istanbul
Telephone and Fax Number	:	0216 571 30 00-0216 571 30 31
E-mail address	:	info@akcansa.com.tr
Telephone and Fax Number of Department of Investor/Shareholders Relations of the Partnership	:	0216 571 30 00-0216 571 30 31
Is The Statement Made The Statement Postponed?	:	No
Summary Information	:	Corporate Governance Notification 1.3 Announcement Made In Accordance With Article Titled General Assembly

■ **STATEMENT:**

The announcement made in accordance with Article Titled "1.3 General Assembly" of the Corporate Governance Notification prepared by our Company to be submitted for information of the partners before the Ordinary meeting of General Assembly of 2015 to be held on 29.03.2016 is attached.



We hereby declare that our statements above are in accordance with principles in Material Disclosure, being in force, of Capital Markets Board, 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 ÇİMENTO SANAYİ VE TİCARET A.Ş.

### IT IS THE ANNOUNCEMENT MADE IN ACCORDANCE WITH THE ARTICLE TITLED 1.3 GENERAL ASSEMBLY OF THE CAPITAL MARKET BOARD II-17.1 NUMBERED CORPORATE GOVERNANCE NOTIFICATION.

Ordinary General Assembly Announcement of 2015 was published in Public Disclosure Platform on 01/03/2016.

- a) **Information about total share number and voting right representing partnership structure of the partnership as of the date, when the statement will be made, share number and voting right representing each privileged share group, if there is privileged share in the partnership capital, and quality of privileges;** Capital structure representing the partnership structure of the company on 01.03.2016 is as follows.

#### Partnership Structure:

	SHARE AMOUNT TL	SHARE RATE %	SHARE NUMBER (PIECE)
HEIDELBERGCEMENT MEDITERRANEAN BASIN HOLDINGS, S.L.	76.035.135,41	39,72	7.603.513.541
HACI ÖMER SABANCI HOLDİNG A.Ş.	76.035.136,43	39,72	7.603.513.643
PUBLIC PART	39.376.796,41	20,56	3.937.679.641
<b>GENERAL TOTAL</b>	<b>191.447.068,25</b>	<b>100,00</b>	19.144.706.825

There is not any privileged share group in the company's capital.

- b) **Information about changes in management and their activities, which come true in previous accounting period of the partnership and subsidiaries or which are planned in the future accounting periods and which will significantly affect the partnership activities, and about reasons of these changes;**

There is not any change in management and their activities, which come true in previous accounting period of the partnership and subsidiaries or which are planned

in the future accounting periods and which will significantly affect the partnership activities.

- c) Information about dismissal and change reasons, backgrounds, duties, carried out within last ten years, and leaving reasons, property and materiality level of relation with the partnership and concerned parties of the partnership, of persons, of whom candidatedship for membership of the board of directors, whether they have independence characteristic, or not, and similar points that may affect the partnership activities, in the case that these persons are elected as member of the board of directors, is submitted to the partnership, if dismissal, change or election of the members of the board of directors are in question in agenda of the general assembly meeting;**

In the Ordinary General Assembly made on 24.03.2015 it was resolved that;

Mr. Hayrullah Hakan GÜRDAL (He resigned on 16.10.2015.)

Mr. Barış ORAN

Mr. Daniel H.J. GAUTHIER

Mr. Ali Emir ADIGÜZEL were elected in order to carry out duty for 3 years

and Mr. Atıl SARYAL, Mr. Yavuz ERMİŞ were elected as member of Independent Board of Directors for 3 Years.

The Chairman and Members of the Board of Directors have duties and authorities specified in relevant articles of the Capital Market Law and Turkish Commercial Code and Company's Articles of Association.

As of 16 October 2015 **Seyfettin Ata Köseoğlu** was elected as member to the membership of the Board of Directors becoming opening due to resignation of the Chairman of the Board of Directors, Hayrullah Hakan Gürdal, in order to complete remaining time and to be submitted for approval of the partners in the first General Assembly meeting, and as a result of the negotiations made for task distribution Seyfettin Ata Köseoğlu was charged as Chairman of the Board of Directors.

As of 17 February 2016 Mehmet Hacıkamiloğlu was elected as member to the membership of the Board of Directors becoming opening due to resignation of the Chairman of the Board of Directors, Seyfettin Ata Köseoğlu, in order to complete remaining time and to be submitted for approval of the partners in the first General Assembly meeting, and as a result of the negotiations made for task distribution **Mehmet Hacıkamiloğlu** was charged as Chairman of the Board of Directors.

- ç) The requests of shareholders of the partnership, submitted to the Investor Relations Department in written with regard to adding item to the agenda, unrecognized proposals and rejection reasons, in the cases that the board of directors does not accept agenda proposals of the partners;**

There is not any request within the scope of (Ç) subparagraph of article 1.3.1 of the Corporate Governance Notification of the Capital Market Board Serial: II-17.1 numbered 'Corporate Governance Notification'.

**d) Old and new forms of amendments of the articles of association with the resolution of relevant board of directors, in the case that the agenda has the amendment of the articles of association;**

In the agenda of Ordinary Meeting of General Assembly of 2015 to be held by the company on 29.3.2016 there is amendment of the articles of association.

The case that 6th Article of the Company's Articles of Association, 'Capital Shares' is changed shall be submitted for Approval of the General Assembly.  
The amendment draft of the 6th Article of the Company's Articles of Association is given in **ANNEX-1**.

## ANNEX-1

### AKÇANSA ÇİMENTO SANAYİ VE TİCARET A.Ş.

#### AMENDMENT DRAFT OF THE ARTICLES OF ASSOCIATION

OLD FORM	NEW FORM
<b>ARTICLE- 6 CAPITAL AND SHARES</b>	<b>ARTICLE – 6 CAPITAL AND SHARES</b>
<p>1. The Company accepted registered capital system according to the Capital Market Law provisions and moved into this system with 25.9.1986 dated and 347 numbered permission of the Capital Market Board. The registered capital upper limit of the Company is 500.000.000.00,-TL. (FIVEHUNDREDMILLION), divided into 50.000.000.000 (FIFTYBILLION) registered shares, whose each of them has 1 kr Nominal value.</p> <p>The registered capital upper limit permission given by the Capital Market Board is valid for the years 2011-2015 (5 years). Even if the permitted registered capital upper limit is not able to be achieved at the end of 2015, it is compulsory to obtain authorization from the general assembly for new time, so that the board of directors can take decision for capital increase after 2015; provided that the permission will be received from the Capital Market Board for previously permitted upper limit amount or a new upper limit amount. In the case that the authorization in question is not received, the company shall be deemed to exit from registered capital system.</p> <p>The issued capital of the company is 191.447.068,25TL.(hundredninetyone million fourhundredfortyseven thousand sixtyeight Turkish Liras twentyfive kurus ), and whole of it has been paid; Each of them is composed of 19.144.706.825 (Nineteen billion onehundredfortyfour million sevenhundredandsix thousand eighthundredtwentyfive) pieces of share with 1 kr. (One Kuruş) nominal value. The shares representing the capital are pursued within the scope of dematerializing principles.</p> <p>2. The Board of Directors is authorized to issue and increase registered share between the years of 2011-2015 in accordance with the Capital Market Law provisions, when it deems necessary, provided that the issued capital will remain within the Registered Capital upper limit. Furthermore the Board of Directors may take decision for issuing new share, as well as it may issue share at a premium. Unless the whole of share prices is paid, registered share may not be issued.</p>	<p>1. The Company accepted registered capital system according to the Capital Market Law provisions and moved into this system with 25.9.1986 dated and 347 numbered permission of the Capital Market Board. The registered capital upper limit of the Company is 500.000.000.00,-TL. (FIVEHUNDREDMILLION), divided into 50.000.000.000 (FIFTYBILLION) registered shares, whose each of them has 1 kr Nominal value.</p> <p>The registered capital upper limit permission given by the Capital Market Board is valid for the years <b>2016-2020</b> (5 years). Even if the permitted registered capital upper limit is not able to be achieved at the end of <b>2020</b>, it is compulsory to obtain authorization from the general assembly for new time, not exceeding 5 years, so that the board of directors can take decision for capital increase after <b>2020</b>; provided that the permission will be received from the Capital Market Board for previously permitted upper limit amount or a new upper limit amount. <b>In the case that the authorization in question is not received, the capital increase may not be made through resolution of the board of directors.</b></p> <p>The issued capital of the company is 191.447.068,25TL.(hundredninetyone million fourhundredfortyseven thousand sixtyeight Turkish Liras twentyfive kurus ), and whole of it has been paid; Each of them is composed of 19.144.706.825 (Nineteen billion onehundredfortyfour million sevenhundredandsix thousand eighthundredtwentyfive) pieces of share with 1 kr. (One Kuruş) nominal value. The shares representing the capital are pursued within the scope of dematerializing principles.</p> <p>2. The Board of Directors is authorized to issue and increase registered share between the years of <b>2016-2020</b> in accordance with the Capital Market Law provisions, when it deems necessary, provided that the issued capital will remain within the Registered Capital upper limit. Furthermore the Board of Directors may take decision for issuing new share, as well as it may issue share at a premium. Unless the whole of share prices is paid, registered share may not be issued.</p>