

**INTERNAL DIRECTIVE ON WORKING PRINCIPLES AND PROCEDURES OF
THE GENERAL ASSEMBLY OF
AKÇANSA ÇİMENTO SANAYİ VE TİCARETANONİM ŞİRKETİ**

**CHAPTER I
PURPOSE, SCOPE, BASIS AND DEFINITIONS**

PURPOSE AND SCOPE

ARTICLE 1

(1) The purpose of this internal directive is to determine working principles and procedures of the General Assembly of Akçansa Çimento Sanayi ve Ticaret Anonim Şirketi in accordance with provisions of Law, related legislation and articles of association. This Internal Directive covers all ordinary and extraordinary general meetings of Akçansa Çimento Sanayi ve Ticaret Anonim Şirketi.

BASIS

ARTICLE 2

(1) This Internal Directive has been prepared by the Board of Directors in accordance with the provisions of Regulation on General Meeting Procedures and Principles of Joint Stock Companies and Representatives of Ministry of Customs and Trade who shall attend in these Meetings.

DEFINITIONS

ARTICLE 3

(1) In this Internal Directive;

a) Assembly means one-day meeting of the General Assembly,

b) Law means 13/1/2011 dated Turkish Trade Law No. 6102,

c) Session means each of sections of each assembly interrupted for rest, meal breaks and similar reasons,

ç) Meeting means ordinary and extraordinary general meetings,

d) Meeting presidency means the board which is composed of chairman of meeting who is selected for managing the meeting by the general assembly in accordance with the first paragraph of Article 419 of the Law, vice-chairman of meeting who is selected by the general assembly if necessary, minute clerk as appointed by chairman of meeting, and vote collector if it is deemed necessary by the chairman of meeting.

CHAPTER II

WORKING PROCEDURES AND PRINCIPLES OF THE GENERAL ASSEMBLY

PROVISIONS TO BE COMPLIED

ARTICLE 4

(1) Meeting is made in compliance with provisions on the general assembly in the Law, related legislation and articles of association.

ENTRANCE INTO THE MEETING PLACE AND PREPARATIONS

ARTICLE 5

(1) Shareholders who are registered in the list of attendants issued by the board of directors or their representatives, members of board of directors, member candidates for the board of directors, auditor, representative of the Ministry, the persons to be elected or appointed for meeting presidency, users certified to use electronic general assembly system and technicians who shall intervene such system when necessary, and company personnel appointed for creation of list of attendants can enter into the meeting place.

(2) During the entrance into the meeting place, real person shareholders and representatives appointed through electronic general assembly system installed in accordance with Article 1527 of the Law should show their identity cards,

representatives of real person shareholders should show their identity cards together with certificates of representation, representatives of legal person shareholders should submit their certificates of authorization and thus should sign the sections shown for them on the list of attendants. Such control operations are conducted by the board of directors or one or more member(s) of board of directors as appointed by the board of directors or person or people appointed by the board of directors.

(3) Duties in connection with preparation of meeting place so as to be sufficient for all shareholders, making available stationery, documents, tools and equipments that shall be needed during the meeting at the meeting place are fulfilled by the board of directors.

OPENING THE MEETING

ARTICLE 6

(1) The meeting is opened at the head office of the company, any other suitable place of the city where head office is located or in the provinces where Company's enterprises and factories are located upon Board of Directors' decision at any pre-announced time by chairman or vice-chairman of board of directors or one of the members of board of directors upon determination of obtaining quorums as stated in Articles 418 and 421 of the Law through a minute.

FORMATION OF THE MEETING PRESIDENCY

ARTICLE 7

(1) Chairman or Vice-Chairman of Board of Directors, in case of their absence, any person to be elected by the General Assembly, presides the General Meetings.

(2) At least one minute clerk and if it is deemed necessary, vote collector in sufficient number is appointed by the Chairman. In addition, experts can be appointed in order to use the electronic general assembly system at the meeting by the chairman of meeting.

(3) Meeting presidency is authorized to sign meeting minutes and other documents constituting the basis of such minute.

(4) While managing the general meeting, the chairman of meeting acts in accordance with provisions of articles of association and this Internal Directive.

TASKS AND POWERS OF THE MEETING PRESIDENCY

ARTICLE 8

Meeting presidency performs below mentioned tasks under the management of chairman:

- a) Checking whether those, who are not authorized to enter into the meeting place, enter into the meeting or not, and tasks ensured in the second paragraph of Article 5 of this Internal Directive in connection with entrance into the meeting place are fulfilled by the board of directors or not. Inspecting whether meeting is held at the address shown in the announcement or not and meeting place complies with this or not.
- b) Determining availability of articles of association including amendments in case any amendment has been made, share ledger, annual report of board of directors, auditor's reports, financial statements, agenda, amendment draft prepared by the board of directors if amendment of articles of association is on the agenda, authorization letter obtained from Ministry of Customs and Trade and Capital Market Board in connection with amendment of articles of association, and attached amendment draft, list of attendants issued by the board of directors, postponement minute concerning the previous meeting if the general assembly has been called for the meeting upon postponement, and other required documents concerning the meeting completely at the meeting place, and stating such situation in the meeting minute. Checking whether general assembly is called for the meeting as indicated in the articles of association, with the announcement published at the company's website and Turkish Trade Registry Gazette or not, and this

- invitation is made at least three weeks before meeting date except announcement and meeting days or not,
- c) Performing identity check of general assembly attendants in person or by proxy by signing the list of attendants upon objection or necessity, and checking the accuracy of certificates of representation.
 - d) Determining whether executive directors and at least one member of board of directors and auditor attend the meeting or not, and stating such situation in the meeting minutes.
 - e) Managing the operations of general assembly under agenda, avoiding going beyond the agenda excluding the exceptions as stated in the Law, providing the meeting order, taking required precautions therefor.
 - f) Opening, closing the assemblies and sessions and closing the meeting.
 - g) Reading or having any person read decision, draft, minutes, report, proposal and similar documents in connection with negotiated matters at the general assembly, and giving right to talk for those who want to talk about these matters.
 - h) Having the voting made concerning the decisions to be made by the General Assembly and informing its results.
 - i) Observing whether minimum quorum for the meeting is kept at the beginning, continuation and end of the meeting or not, and decisions are made in compliance with the quorums stipulated at the Law and articles of association or not.
 - j) Preventing those, who are deprived of voting right in accordance with Article 436 of the Law, to vote at the decisions as stated in aforementioned article.
 - k) Postponing the negotiation of financial statements and discussion of subjects accordingly upon request of the shareholders having one-twentieth of the capital, in order to be discussed at the meeting to be held a month later without necessity to make any decision about this subject by the general assembly.
 - l) Ensuring the issuance of minutes for general assembly operations, recording the objections into the minutes, signing the decisions and minutes, stating the affirmative and negative votes concerning the decisions made at the meeting, in the meeting minutes without hesitation.
 - m) Delivering the meeting minutes, the annual report of the board of directors, auditor's reports, financial statements, list of attendants, agenda, proposals and all documents related to the meeting with a minute prepared at the end of meeting to one of the members of board of directors.

PROCEDURES TO BE PERFORMED BEFORE STARTING THE DISCUSSION OF AGENDA

ARTICLE 9

- (1) The chairman of meeting reads or has any person read agenda of the meeting to the General Assembly. Chairman asks whether there is any amendment proposal for discussion sequence of agenda items or not, if there is any proposal, it is submitted for approval of general assembly. Discussion sequence of agenda items can be changed with decision of majority of votes present at the meeting.

AGENDA AND DISCUSSION OF AGENDA ITEMS

ARTICLE 10

- (1) The following matters are obliged to be included in the agenda of the Ordinary general meeting:
- a) Opening and formation of the meeting presidency.
 - b) Discussion of annual report of the board of directors, auditor's reports at the companies subject to the audit, and financial statements.
 - c) Releases of members of the board of directors and if any, auditors.

- c) Selection of expired members of board of directors and auditor at the companies subject to the audit,
 - d) Determination of rights of the members of board of directors such as remuneration, attendance fee, bonus and premium.
 - e) Determining the profit usage form, distribution and rates of profit shares.
 - f) If any, discussion of amendments to the Articles of Association.
 - g) Other matters deemed necessary.
- (2) The reasons, which require the organization of meeting, constitute the agenda of extraordinary general meeting.
- (3) Matters, which are not included in the agenda of meeting, can not be discussed and resolved other than below mentioned exceptions:
- a) The subject may be added into the agenda unanimously in the presence of all partners.
 - b) Special audit demand of any shareholder is resolved by the General Assembly in accordance with Article 438 of the Law regardless of whether it is included in the agenda or not.
 - c) Dismissal and reselection of members of the board of directors is deemed as related to negotiation of year-end financial statements and they are discussed and resolved directly upon request regardless of whether there is any item about the subject on the agenda or not.
 - c) Even if there is no item on the agenda, in the event that there are valid reasons such as corruption, incompetence, violation of loyalty obligation, difficulty in performing the task due to the memberships in many companies, incompatibility, undue influence; dismissal and reselection of members of the board of directors are put on the agenda by a majority vote of attendants at the general assembly.
- (4) Unless it is resolved unanimously by the attendants, any item of agenda, which is negotiated and resolved at the general assembly, can not be negotiated and resolved again.
- (5) As a result of audit conducted or for any reason, the matters, which are demanded to be discussed on the general assembly of company by the Ministry, are put on the agenda.
- (6) The agenda is determined by the convener who calls general assembly for the meeting.

TAKING THE FLOOR AT THE MEETING

ARTICLE 11

- (1) Shareholders or other related parties, who demand to take the floor on discussed item of agenda, give notice to the meeting presidency. Presidency discloses the persons, who shall take the floor, to the General Assembly and gives such persons right to talk according to the order of application. If the person, who takes turn of talking, does not attend the meeting place, he/she losses right to talk. Speeches are addressed to the General Assembly from the place allocated therefor. The persons can change their speech orders among themselves. In the event that duration of speech is restricted, when duration of speech expires, the person, who takes turn and makes speech, can continue the speech in the event that first person, who shall talk after him, gives his own right to speak provided that he completes his speech within speech duration of such person. Otherwise, duration of speech can not be extended.
- (2) Chairman of the meeting can give right to speak to members of board of directors and auditor who demand to make statement about discussed subjects regardless of the order.
- (3) Durations of the speeches are decided by the general assembly upon proposal of chairman or shareholders according to workload of the agenda, multiplicity and importance of subjects which should be discussed, and order of those who demand to take the floor. In such cases firstly, general assembly decides whether it shall be required to restrict the duration of speech or not and then, decides separate voting for the duration.

(4) Procedures and principles determined in Article 1527 of the Law and sub-regulations are applied for transmission of opinions and proposals by the shareholders or their representatives who participate in the general assembly in electronic form in accordance with aforementioned article.

VOTING AND VOTING PROCEDURE

ARTICLE 12

(1) Before starting to vote, chairman of meeting discloses the subject to be voted to the general assembly. If a decision draft shall be voted, after this is detected in writing and read, voting is started. It is asked for permission to speak about the procedure only after it is disclosed to start the voting. Meanwhile, if there is any shareholder who has not been given the right to speak despite his/her request, he/she exercises right to speak provided that it is reminded and verified by the Chairman. The right to speak is not given after voting is started.

(2) Votes on subjects discussed in the meeting are given by raising hand obviously and/or with the participation in electronic form. These votes are counted by the meeting presidency. If necessary, presidency may appoint sufficient number of persons in order to assist the counting. Those who do not raise their hands, and those who do not vote in electronic form are deemed as having given "negative" vote and these votes are considered as having given against the related decision during the evaluation. However, it is obliged to apply for written or secret ballot upon request of the shareholders who have majority of votes represented at the General meetings.

(3) Procedures and principles determined in Article 1527 of the Law and sub-regulations are applied for voting of the shareholders or their representatives who participate in the general assembly in electronic form in accordance with aforementioned article.

ISSUANCE OF MEETING MINUTES

ARTICLE 13

(1) Chairman of the meeting signs the list of attendants showing shareholders or their representatives, their owned shares, groups, numbers and nominal values, and it is ensured to issue the minute in accordance with the principles as stated in the Law and related legislation by showing questions asked at the general assembly, and answers given summarily, decisions made and numbers of affirmative and negative votes used for each decision in the minute obviously.

(2) Minutes of the General Assembly are issued through typewriter, computer or legibly with handwriting by using pen at the meeting place and during the meeting. In order to print the minutes on the computer, it is conditional to have a printer which shall enable taking the printouts at the meeting place.

(3) Minute is issued at least in two copies, and each page of the minute is signed by the representative of Ministry in case of participation with meeting presidency.

(4) Commercial title of the company, meeting date and place, total nominal value of company shares, and number of shares, total number of shares represented in person and by proxy at the meeting, if attended, name and surname of representative of Ministry, and date and number of appointment letter, if meeting is made with announcement, form of invitation, if without announcement, this situation are obliged to be stated in the minutes.

(5) Numbers of votes on the decisions made at the meeting are indicated in figures and letters without hesitation.

(6) Name, surname of those, who give negative vote to decisions made at the meeting, and who demand to record such opposition into the minute, and their reasons for the opposition are written into the meeting.

(7) In the event that justification for the opposition is given in writing, this letter is added into the minute. Name, surname of partner or representative, who states opposition is written into the minute, and it is stated that letter of opposition is enclosed. Letter of opposition attached to the minute is signed by the meeting presidency and if attended, representative of Ministry.

PROCEDURES TO BE PERFORMED AT THE END OF MEETING

ARTICLE 14

(1) Chairman of meeting delivers one copy of minute, and all other documents related to general assembly to one of members of board of directors attending at the meeting, at the end of meeting. This situation is determined by a separate minute to be issued among the parties.

(2) Board of Directors is obliged to provide a notarized copy of minute to the trade registry office at the latest within fifteen days as of meeting date and to register and to announce the matters subject to registration and announcement in this minute.

(3) Minute is also placed into the website at the latest within fifteen days as of the date of general assembly by the companies which are obliged to have website.

(4) Furthermore, chairman of meeting delivers one copy of list of attendants, agenda and general assembly meeting minute to the representative of Ministry if attended.

PARTICIPATION IN THE MEETING IN ELECTRONIC FORM

ARTICLE 15-

(1) In the event that it is enabled to participate in the meeting of General Assembly in electronic form in accordance with Article 1527 of the Law, the transactions to be fulfilled by the board of directors and meeting presidency are performed in consideration of Article 1527 of the Law and related legislation.

CHAPTER III

MISCELLANEOUS PROVISIONS

ATTENDANCE OF REPRESENTATIVE OF THE MINISTRY AND DOCUMENTS RELATED TO GENERAL MEETING

ARTICLE 16

(1) The provisions of Regulation on General Meeting Procedures and Principles of Joint Stock Companies and Representatives of Ministry of Customs and Trade who shall attend in these Meetings are reserved in connection with demand of representative of the Ministry and tasks and powers of such representative.

(2) It is obliged to comply with provisions of Regulation as stated in the first paragraph during the preparation of list of those who can participate in the general assembly and list of attendants, issuance of letters of representation to be used in the general assembly and meeting minutes.

CASES NOT STIPULATED IN THE INTERNAL DIRECTIVE

ARTICLE 17

(1) In the event that it is encountered with any case not stipulated in this Internal Directive at the meetings, it is acted in accordance with the decision to be made by the general assembly.

ACCEPTANCE OF INTERNAL DIRECTIVE AND AMENDMENTS

ARTICLE 18

(1) This Internal Directive is entered into force, registered and announced by the board of directors with the approval of general assembly of Akçansa Çimento Sanayi ve Ticaret Anonim Şirketi. Amendments made in the Internal Directive are also subject to the same procedure.

ENFORCEMENT OF INTERNAL DIRECTIVE

ARTICLE 19 – (1) This Internal Directive has been accepted in 27 March 2013 dated general meeting of Akçansa Çimento Sanayi ve Ticaret Anonim Şirketi and enters into force at the date of announcement in Turkish Trade Registry Gazette.