

**POWER OF ATTORNEY**  
**AKÇANSA ÇİMENTO SANAYİ VE TİCARET A.Ş.**  
**ATTENTION: BOARD OF DIRECTORS**

I hereby appoint ..... below described in detail, to represent me, vote and/or make proposals and to sign necessary documents on my behalf in direction of my below stated opinions, at the Ordinary General Assembly of Shareholders of Akçansa Çimento Sanayi ve Ticaret A.Ş. to be held on March 29, 2017, wednesday 09:00 am at Hacı Ömer Conference Hall, Sabancı Center Kule 2 4. Levent-İSTANBUL.

Proxy(\*):

Name/Title:

ID No/Tax No/Trade Registry and No and MERSIS No :

(\*)Similar information shall be submitted for foreign proxies.

**A) Scope of the Power of Attorney**

**(a), (b) or (c) shall be chosen for below parts no: 1 and 2 to determine the scope of the authority to represent.**

1. Concerning the items stated at the Agenda of the General Assembly:

- a) The proxy has the authority to vote for all matters to his opinion.
- b) The proxy has the authority to vote according to the advice of the company management.
- c) The Proxy has the authority to vote according to the below stated instructions.

**INSTRUCTIONS:**

**In case shareholder chooses option (c), the specific instructions related to agenda items will be shown by checking (Accept or Decline) options and if Decline is checked, Dissenting Opinion (if any) will be stated if record of such to the General Assembly minutes is requested.**

Agenda Item (*)	Accept	Decline	Dissenting Opinion
1.			
2.			
3.			

**(\*) Agenda items will be listed one by one. If the minority has a separate decision draft, this shall be separately stated to enable the proxy to vote upon.**

2.Special instruction concerning other issues that may come up during the General Assembly Meeting and especially use of minority rights:

- a) The proxy has the authority to vote for all matters to his opinion.
- b) The proxy does not have any authority on these issues.
- c) The Proxy has the authority to vote according to the below stated instructions.

**SPECIAL INSTRUCTIONS;** Special instructions (if any) of the shareholder to the proxy will be stated here.

**A) Shareholder will determine the shares that the proxy will represent by choosing one of the below options.**

1. I approve the representation of the below stated shares by the proxy:

- a) Edition and series: \*
- b) Number and Group\*\*
- c) Quantity and Nominal Value:
- ç) Voting Privileges (if any):
- d)Bearer/Registered Share:
- e) Ratio of total of the shares belonging to the shareholder/voting rights:

\* This information is not required for deposited shares.

\*\* Group information will be provided instead of number for deposited shares.

2. I approve the representation by the proxy of all my shares which will be stated in the list showing the shareholders having the right to participate to the general assembly to be prepared by the MKK (Central Securities Depository) one day prior to the General Assembly.

Shareholder(\*):

Name/Title:

ID No/Tax No/Trade Registry and No and MERSIS No :

Address:

(\*)Similar information shall be submitted for foreign shareholders.

SIGNATURE