

INFORMATION DOCUMENT
CONCERNING THE ORDINARY GENERAL ASSEMBLY MEETING TO THE YEAR 2022
DATED 24 MARCH 2023 OF AKÇANSA ÇİMENTO SANAYİ VE TİCARET A.Ş.

The Ordinary General Assembly Meeting of our Company for the year 2022 shall be held in Hacı Ömer Conference Hall at Sabancı Center Kule 2, 4. Levent 34330 İstanbul on **24 March 2023, Friday** at **10:00 a.m.** in order to discuss and resolve the following points included in the agenda.

Our shareholders whose shares are being monitored by the Central Registry Agency and who are entitled to participate in general assembly meetings may attend the general assembly meeting to be convened at the above mentioned address either in person or through their proxies or upon their wish, they may attend the general assembly meeting electronically either in person or through their proxies by using their safe electronic signatures via the Electronic General Assembly System provided by Central Registry Agency.

Shareholders may appoint their proxies by using the Electronic General Assembly System; or within the framework of the provisions of the Communiqué no. II-30.1 of the Capital Markets Board, they may also have themselves represented at the meeting by completing the proxy form, a copy of which is provided below or by completing the proxy form that may be obtained from our head office and our Company's website at www.akcansa.com.tr and by having their signatures certified by the notary public or by adding their notarized signature circulars to the proxy form bearing their own signatures.

For General Assembly Meeting to be physically held;

- Real person shareholders shall submit their identity cards,
- Legal person shareholders shall submit the identity cards of the persons that are authorized to represent and bind the related legal person, together with their letters of authorization,
- Proxies of real and legal persons shall submit their identity cards together with letters of authorization,
- Representatives authorized via the Electronic General Assembly System shall submit their identity cards

and sign the list of attendants in order to attend the General Assembly Meeting.

Our shareholders who will attend the general assembly meeting electronically over the Electronic General Assembly System may obtain information about the procedures and principles related to attendance, appointment of proxies, submission of motions, explanation of opinions and voting at <http://www.mkk.com.tr>, i.e. the website of the Central Registry Agency.

The shareholders or their proxies willing to attend the meeting electronically are required to fulfill their obligations in accordance with the provisions of the "Regulation on Joint Stock Company General Assembly Meetings to be Held Electronically" published in the Official Gazette no. 28395 dated 28 August 2012 and of the "Communiqué on the Electronic General Assembly System to be used in the General Assembly Meetings of Joint Stock Companies" published in the Official Gazette no. 28396 dated August 29, 2012.

Our Company's Financial Statements, the Board of Directors' and Independent Auditor's Reports for 2022, the Board of Directors' Profit/Dividend Distribution Proposal and General Assembly Information document shall be made accessible on Electronic General Assembly System page of the Central Registry Agency's web site and on "Investor Relations" page of the link <http://www.akcansa.com.tr>, i.e. our Company's website, at least three weeks before from the date of meeting and they shall also be kept physically ready and available for review at the Company's head office located at Barbaros Mah. Kardelen Sok. Palladium Tower Apt. No: 2/125 Ataşehir İstanbul. It is hereby respectfully requested from the esteemed shareholders to attend the meeting on the date and time specified.

BURAK TURGUT ORHUN
AKÇANSA ÇİMENTO SANAYİ VE TİCARET A.Ş. CHAIRMAN OF THE BOARD OF DIRECTORS

AKÇANSA ÇİMENTO SANAYİ VE TİCARET A.Ş.
AGENDA OF THE ORDINARY GENERAL ASSEMBLY OF SHAREHOLDERS
OF THE YEAR 2022
TO BE HELD ON 24/03/2023 AT 10:00 AM

1. Opening and Formation of the Council.
2. Reading and discussion of the Board's activity report, related to the year 2022.
3. Reading and discussion of the auditor reports related to the year 2022.
4. Reading, discussion on and approval of the financial statements related to 2022.
5. Presenting the assignment of the Board Member who was elected to serve for the remaining term of the Board membership position vacated during the activity year, to the approval of General Assembly.
6. Release of the members of the Board of Directors related to the 2022 activities.
7. Determination of the manner of use of the 2022 profit, determination of the shares of distributable profit and dividend.
8. Determination of the fees and honorarium, rights such as premiums and bonus of the members of Board of Directors.
9. Election of auditor.
10. Briefing of the General Assembly of the donations and contributions made in 2022.
11. Determination of the limit of the donations to be made by the company in 2023.
12. Granting the permissions to the chairman and members of the Board of Directors to perform the activities stated in the Articles 395 and 396 of the Turkish Commercial Code.
13. Wishes and requests.

**ADDITIONAL INFORMATION AS PER
CORPORATE GOVERNANCE PRINCIPLES OF
THE CAPITAL MARKETS BOARD OF TURKEY**

General statutory information pursuant to the Capital Markets Board's Communiqué on Corporate Governance No. II-17.1 and attached Corporate Governance Principles is provided in this section, whereas the information concerning the agenda items are presented under the relevant agenda item below.

1. Information Regarding Shareholding Structure and Shares Representing Capital

According to the Article 6 of the Articles of Association, paid-in share capital of Akçansa amounting TRY 191,447,068.25 is divided into 19,144,706,825 registered shares, each of which is fully paid-up with a par value of TRY 0,01 (1 Kuruş), within the authorized capital of TRY 500.000.000. No share groups were created amongst the shares representing share capital. Therefore, there is no privileged shares; and one share, one vote principle applies. The shareholding structure of the Company is represented in the table below.

TITLE / NAME-SURNAME	SHARE AMOUNT TL	SHARE RATIO %	NUMBER OF SHARES (UNITS)
HACI ÖMER SABANCI HOLDİNG A.Ş.	76,035,136.43	39.72	7,603,513,643
HEIDELBERGCEMENT AG	76,035,135.41	39.72	7,603,513,541
PUBLICLY HELD PORTION	39,376,796.41	20.56	3,937,679,641
GRAND TOTAL	191,447,068.25	100.00	19,144,706,825

2. Information Regarding Material Changes Affecting the Activities

There has not been any material change that took place in 2022, and no material change is contemplated for the forthcoming periods with regard to the management and activities of the Company.

3. Information Regarding Members of Board of Directors Replacement

Although there is no separate item regarding the election of the members of the Board of Directors in the General Assembly meeting agenda, the assignment to vacant membership due to resignation from the Board of Directors elected to serve for a period of 3 years at the Ordinary General Assembly Meeting dated March 29, 2021, and/or appointed within the scope of Article 363 of the TCC will be submitted to the approval of the General Assembly.

Although it is not related to the member change of the Board of Directors; according to the announcement made in the Board Bulletin dated 12.01.2023 and numbered 2023/02, the opinion of the Capital Markets Board was requested for the current Independent Members of the Board of Directors, Markus Slevogt and Bülent Bozdoğan, since our company will be included in the Corporate Governance 1st Group as of 2023. With its letter dated 10.02.2023, CMB conveyed to our Company that no negative opinion was expressed about the independent members of the board of directors.

4. Information Regarding Requests for Placing Agenda Item

There has not been any request for placing an agenda item to be discussed on the 2022 Ordinary General Assembly of Akçansa, neither from shareholders nor Capital Markets Board and other public institutions and authorities.

5. Information Regarding Amendment to the Articles of Association

There is no amendment to be made in the articles of association on the agenda of the Ordinary General Assembly Meeting for 2022 which will be held by the Company on 24 March 2023.

**THE 2022 ORDINARY GENERAL ASSEMBLY MEETING
EXPLANATIONS REGARDING AGENDA ITEMS**

1- Opening and Formation of the Meeting Council.

The Meeting Chairman shall be appointed and the Meeting Council shall be formed for the management of the General Assembly meeting within the framework of the Turkish Commercial Code (TCC), the provisions of the articles of association, the regulation concerning the general assembly meetings of capital companies issued by the Ministry of Customs and Trade (Regulation) as well as the provisions of our Internal Directive on the General Assembly.

2- Reading and discussion of the Board's activity report, related to the year 2022,

Within the framework of the provisions of the TCC, the Regulation and our Internal Directive on General Assembly, the Board of Directors' Annual Report which has been made available for review by our shareholders at the Head Office of our Company, on Public Disclosure Platform (KAP) and on our company's corporate website www.akcansa.com.tr for three weeks prior to the General Assembly meeting, shall be read and presented to our shareholders for their opinions during the General Assembly meeting.

3- Reading and discussion of the auditor reports related to the year 2022.

The Auditor Reports that have been made available for review by our shareholders at the Head Office of our Company, on Public Disclosure Platform (KAP), on the Central Registry Agency's Electronic General Assembly Platform and on our company's corporate website www.akcansa.com.tr for three weeks prior to the General Assembly meeting shall be read and presented to our shareholders for their opinions during the General Assembly meeting.

4- Reading, discussion on and approval of the financial statements related to 2022.

Within the framework of the provisions of TCC, Regulation and our Internal Directive provisions about the General Assembly, Financial Statements related to 2022 which have been submitted for review of our shareholders in the Head Office of our Company and our company's corporate website www.akcansa.com.tr and Central Registry Agency's Public Disclosure Platform for three weeks prior to the General Assembly meeting shall be read and submitted for our shareholders' approval during the General Assembly.

5- Presenting the assignment of the Board Member who was elected to serve for the remaining term of the Board membership position vacated during the activity year, to the approval of General Assembly.

The election of Bülent BOZDOĞAN to the Independent Board of Directors membership on 30.04.2022 vacated by Mehmet SAMİ's resignation and the election of Sakine Şebnem ÖNDER to the Board of Directors membership on 19.09.2022 vacated by Emine Duygu KIRCA's resignation, to serve for the remaining term in accordance with Article 363 of the Turkish Commercial Code will be submitted to the approval of the General Assembly. (**Annex-3** Resumes of relevant board member)

6- Release of the members of the Board of Directors related to the 2022 activities.

Release of our members of the Board of Directors due to activities, transactions and accounts for the year of 2022 shall be submitted for General Assembly's approval.

7- Determination of the manner of use of the 2022 profit, determination of the shares of distributable profit and.

Net profit for the year amounting to **TL 1,520,572,896** has been obtained according to our financial statements for the fiscal period of 01.01.2022-31.12.2022 prepared by our company in accordance with Capital Market Board's "Communiqué on Financial Reporting Principles in the Capital Market" (II-14.1) and audited by PwC Bağımsız Denetim Ve Serbest Muhasebeci Mali Müşavirlik A.Ş. The table regarding our profit distribution proposal is included in **Annex -2**.

8- Determination of the fees and honorarium, rights such as premiums and bonus of the members of Board of Directors,

Monthly gross salaries to be paid to the members of the Board of Directors will be determined in accordance with the provisions of the Turkish Commercial Code, the Regulation, the Articles of Association and Wage Policy for The Members of The Board of Directors and Top Managers. In this context, payment of a monthly gross salary of TL 60,000 to each of the independent member of the Board of Directors during their term of office and the issue of not paying any fee or honorarium to other members will be submitted to the approval of the General Assembly.

9- Election of auditor,

Taking the Audit Committee's advice into consideration, and acting in accordance with the principles specified pursuant to the Turkish Commercial Code no. 6102 and the Capital Markets Law no. 6362, our Board of Directors has resolved to propose that PwC Bağımsız Denetim ve Serbest Muhasebeci Mali Müşavirlik A.Ş. be appointed for auditing our Company's financial statements in the fiscal period of 2023 and for conducting other activities within the scope of relevant regulations in these laws; and this election shall be presented to the General Assembly for approval.

10-Briefing of the General Assembly of the donations and contributions made in 2022.

The donations made during the year must be submitted for the General Assembly's information in accordance with Article 6 of the Capital Market Board's communiqué no. II-19.1 and Article 1.3.10 of the annex of communiqué no. II-17.1. The donations and aids amounting to a total of **TL 21,439,392.05** were made to various public institutions and organizations, foundations and associations, and the beneficiaries of these donations and aids are listed in the table below.

Beneficiary	Amount (TL)
Charity - Foundation	13,946,500.00
Municipality	2,639,455.33
Governorship - District Governorship	1,964,608.75
Village - Neighbourhood Unit	399,131.84
Sabancı University	329,054.00
Military	8,897.65
Other	2,151,744.48
Toplam	21,439,392.05

This agenda item is for the purposes of informing the General Assembly only, and not subject to approval.

11-Determination of the limit of the donations to be made by the company in 2023.

Pursuant to the fifth paragraph of the 19th article of the Capital Markets Law No. 6362 the limit for the donations to be made by the company in 2023 shall be determined by our shareholders at the General Assembly meeting.

12-Granting permission to the chairman and members of the Board of Directors to perform the activities stated in Articles 395 and 396 of the Turkish Commercial Code.

The members of our Board of Directors may perform the transactions specified under article 395/1 entitled "Prohibition of Transactions with the Company, Prohibition of Borrowing from the Company" and article 396 entitled "Non-Competition", as specified in the TCC, only with and upon the approval of the General Assembly. In order to be able to fulfill the requirements of these regulations, the issue of authorization/permission as such shall be presented to our shareholders' approval at the General Assembly meeting; and our shareholders shall also be informed about such transactions carried out during the year.

13-Wishes and requests.

Ending general assembly meeting with wishes and requests.

ANNEX:

Annex-1: Power of Attorney Specimen

Annex-2: Profit Distribution Table

Annex-3: Resumes of relevant board members

ANNEX -1

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 24, 2023, Friday 10:00 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.Opening and Formation of the Council.			
2.Reading and discussion of the Board's activity report, related to the year 2022.			
3.Reading and discussion of the auditor reports related to the year 2022.			
4.Reading, discussion on and approval of the financial statements related to 2022.			
5. Presenting the assignment of the Board Member who was elected to serve for the remaining term of the Board membership position vacated during the activity year, to the approval of General Assembly.			
6.Release of the members of the Board of Directors related to the 2022 activities.			
7.Determination of the manner of use of the 2022 profit, determination of the shares of distributable profit and dividend.			
8. Determination of the fees and honorarium, rights such as premiums and bonus of the members of Board of Directors.			

9.Election of auditor.			
10.Briefing of the General Assembly of the donations and contributions made in 2022.			
11.Determination of the limit of the donations to be made by the company in 2023.			
12.Granting the permissions to the chairman and members of the Board of Directors to perform the activities stated in the Articles 395 and 396 of the Turkish Commercial Code.			
13.Wishes and requests.			

(*) 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:

- The proxy has the authority to vote for all matters to his opinion.
- The proxy does not have any authority on these issues.
- 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.

B) 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:

- Edition and series: *
- Number and Group**
- Quantity and Nominal Value:
- Voting Privileges (if any):
- Bearer/Registered Share:*
- 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

ANNEX -2

Akçansa Çimento Sanayi ve Ticaret A.Ş. Dividend Distribution Statement for 2022 (TL)			
1. Paid in Capital/Issued Capital		191.447.068,25	
2. Total Legal Reserves (According to Statutory Income Statements)		241.798.988,59	
Information on privileges in profit distribution if any in the Articles of Association		None	
		CMB Consolidated Result	Local Tax Result
3.	Current period profit	957.500.649,00	529.533.321,00
4.	Taxes payable (-)	563.072.247,00	112.080.353,00
5.	Net profit (=)	1.520.572.896,00	417.452.968,00
6.	Previous years losses (-)	0,00	0,00
7.	1st Legal reserves (-)	0,00	0,00
8	NET DISTRIBUTABLE NET PROFIT FOR THE PERIOD (=)	1.520.572.896,00	417.452.968,00
9	Donations made during the year (+)	21.439.392,05	
10	Net Distributable Profit added donations for the calculations of 1st Reserves	1.542.012.288,05	
11	First dividend to Shareholders	9.572.353,41	
	Cash	9.572.353,41	
	Bonus	0,00	
	Total	9.572.353,41	
12	Dividend to privileged shareholders	0,00	
13	Dividend to the Board members and Employees	0,00	
	BoD	0,00	
	Employees	0,00	
	Non Shareholders	0,00	
14	Dividend to redeemed shareholders	0,00	
15	Secondary dividends to shareholders	240.457.517,72	
16	Secondary legal reserves	24.045.751,77	
17	Statutory reserves		
18	Special reserves		0,00
19	EXTRAORDINARY RESERVES	1.246.497.273,10	143.377.345,10
20	Other Distributable Reserves	0,00	0,00
	- Previous Year Profit	0,00	0,00
	- Extraordinary reserves	0,00	0,00
	- Other distributable reserves as per the law and the Articles of Association	0,00	0,00

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)		AMOUNT (TL)	RATIO (%)
GROSS		250.029.871,13	-	%16,44	1,3060	130,60
NET*		225.026.884,02	-	%14,80	1,1754	117,54

* Net dividend calculation is made by %10 withholding assumption.

ANNEX-3

Sakine Şebnem Önder Yönetim Kurulu Üyesi

Şebnem Önder graduated from Ankara University Faculty of Law in 1994. She started her career in 1994 as Associate at White&Case LLP (Turkey). Between 1999 and 2000, she continued working at the same position in New York, where the company's headquarter is located. Then, from 2000 to 2014, she worked as a Partner in the Turkey unit of the same company. In 2014, she started to work as the Legal Director of British American Tobacco (Turkey & North Africa). Şebnem Önder has been the European Regional Head of Compliance at British American Tobacco since 2018. Şebnem Önder has been appointed as the Head of Legal, Risk and Compliance at Sabancı Holding as of September 2022. She has been appointed as a Member of the Board of Directors of Akçansa as of September 19, 2022.

Bülent Bozdoğan Yönetim Kurulu Üyesi

Bülen Bozdoğan joined to PwC as an external auditor in 1980 after graduation from Middle East Technical University, Department of Management. From 1982 to 1991 worked for Unilever Turkey in various managerial positions mainly in commercial and financial functions.

In October 1991, joined to Brisa Bridgestone Tire Co, JV of Sabancı Holding and Bridgestone Japan as the Executive Vice President responsible for Finance, Planning Control and Purchasing functions.

Beginning of January 2001, transferred to Dusa International which was another JV of Sabancı Group with DuPont-USA as the Global CFO and VP, headquartered in Wilmington, DE. In 2009, transferred to Sabancı Holding as the Chief Audit Executive responsible for the auditing about 20 Group Companies and coordinating the audit teams of each the individual company in the Sabancı Group to increase the synergy and effectiveness of the works.

After 26 years of executive level work experience in Sabancı, as per the internal regulations of Sabancı Holding, retired from the group at age 62. In January 2018, started to work for Dedeman Holding A.Ş as the CEO and became responsible for both Mining and Tourism Businesses. The engagement with Dedeman was contracted for 2 years. At the end of the contract term, left Dedeman Holding and started to work as independent Board Member for several public companies. Currently, serve Borusan Mannesman Boru A.Ş, Indo Kordsa (A subsidiary of Kordsa Turkey in Indonesia) and Carrefoursa Turkey as an independent Board Member. He has been appointed as a Independent Member of the Board of Directors of Akçansa as of April 30, 2022.