

**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 25, 2020, Wednesday 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.**

<b>Agenda Item (*)</b>	<b>Accept</b>	<b>Decline</b>	<b>Dissenting Opinion</b>
1.Opening and Formation of the Council.			
2.Reading and discussion of the Board's activity report, related to the year 2019.			
3.Reading and discussion of the auditor reports related to the year 2019.			
4.Reading, discussion on and approval of the financial statements related to 2019.			
5.Release of the members of the Board of Directors related to the 2019 activities.			
6.Determination of the manner of use of the 2019 profit, determination of the shares of distributable profit and dividend.			
7. Determination of the fees and honorarium, rights such as premiums and bonus of the members of Board of Directors			

8. Submittal to the approval of the general assembly of the members of Board of Directors appointed to perform duties during the remaining term to the vacant memberships during the activity period,			
9.Election of auditor,			
10.Briefing of the General Assembly of the donations and contributions made in 2019 and approval thereof.			
11.Determination of the limit of the donations to be made by the company in 2020.			
12.Granted 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:

- 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.

**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:

- a) Edition and series: \*
- b) Number and Group\*\*
- c) Quantity and Nominal Value:
- c) 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