

NOTICE OF ORDINARY GENERAL ASSEMBLY MEETING DATED 26 MARCH 2019
ISSUED BY THE BOARD OF DIRECTORS OF
AKÇANSA ÇİMENTO SANAYİ VE TİCARET A.Ş.

The Ordinary General Assembly Meeting of our Company for the year 2018 shall be held in Hacı Ömer Conference Hall at Sabancı Center Kule 2, 4. Levent 34330 İstanbul on **26 March 2019, Tuesday 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 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 web 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 that 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 2018, 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 Kısıklı Caddesi No:38 Altunizade Üsküdar İstanbul. It is hereby respectfully requested from the esteemed shareholders to attend the meeting on the date and time specified.

AKÇANSA ÇİMENTO SANAYİ VE TİCARET A.Ş.
Agenda of the Ordinary General Assembly Meeting for 2018
to be held on 26 March 2019 at 10:00 a.m.

1. Opening and formation of the Meeting Council;
2. Reading and discussion of the Board of Directors' Annual Report for 2018;
3. Reading and discussion of the summary of the Auditor Reports for 2018;
4. Reading, discussion and approval of the financial statements for the year 2018;
5. Presentation to the general assembly for approval of the members of board of directors elected within the fiscal year to take office during the remaining term;
6. Release of the members of the Board of Directors with respect to the activities in 2018;
7. Determination of the intended usage of the Profits for 2018, and of the distributable profit and dividend share ratios;
8. Election of auditor;
9. Informing the General Assembly regarding the donations and grants made in 2018;
10. Determination of an upper limit for the donations to be made by the company in 2019;
11. 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.

PROXY STATEMENT
TO THE BOARD OF DIRECTORS OF
AKÇANSA ÇİMENTO SANAYİ VE TİCARET A.Ş.

I hereby appoint below described in detail as my proxy authorized to represent me, to vote and/or to make proposals and to sign necessary documents on my behalf in line with my opinions that I have stated below, at the ordinary general assembly meeting of Akçansa Çimento Sanayi ve Ticaret A.Ş. which will be held on 26 March 2019, Tuesday at 10:00 a.m. at Sabancı Center Kule 2, 4. Levent/ Istanbul.

Proxy's (*):

Name & Surname / Trade-Name:

Turkish ID No./Tax No., Trade Registry Office and Registration No. and MERSIS number:

(*)It is required to submit equivalents of the same details, if any, for the proxies of foreign nationalities.

A) SCOPE OF THE REPRESENTATION AUTHORITY

The scope of the representation authority must be identified by choosing any of the options (a), (b) or (c) for below parts no: 1 and 2.

1. Concerning the Items on the Agenda of the General Assembly:

- a) The proxy is authorized to vote in line with his/her own views for all matters.
- b) The proxy is authorized to vote in line with the suggestions of the company's management.
- c) The Proxy is authorized to vote according to the instructions provided in the table below.

Instructions:

In case shareholder chooses option (c), the instructions specific to the items on the agenda shall be given by checking one of the options provided against the related item of the agenda for the general assembly meeting (accept or decline) and if decline option is checked, by specifying the dissenting opinion, if any, requested to be entered into the minutes of the general assembly.

Items of the Agenda (*)	Accept	Decline	Dissenting Opinion
1. Opening and Formation of the Meeting Council.			
2. Reading and discussion of the Board of Directors' Annual Report for 2018.			
3. Reading and discussion of the summary of the Auditor Reports for 2018.			
4. Reading, discussion and approval of the financial statements for the year 2018.			
5. Presentation to the general assembly for approval of board of directors elected within the fiscal year to take office during the remaining term;			
6. Release of the members of the Board of Directors with respect to the activities in 2018.			
7. Determination of the intended usage of the Profits for 2018, and of the distributable profit and dividend share ratios.			
8. Election of auditor;			
9. Informing the General Assembly regarding the donations and grants made in 2018;			
10. Determination of an upper limit for the donations to be made by the company in 2019.			
11. 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 items included in the agenda of the General Assembly meeting are specified individually. If the minority has a separate draft decision, this shall be separately stated to ensure voting by proxy.

2. Special instruction concerning other issues that may arise during the General Assembly meeting and particularly the exercise use of minority rights:

- a) The proxy is authorized to vote in line with his/her own views for all matters.
- b) The proxy does not have any representation authority about these issues.
- c) The Proxy is authorized to vote in line with the special instructions given below.

SPECIAL INSTRUCTIONS; Special instructions to be given by the shareholder to the proxy, if any, are stated here.

B) The shareholder will specify the shares that the proxy will represent by choosing one of the below options.

1. I hereby approve the representation by proxy of my shares detailed below.

- a) Edition and series: *
- b) Number/Group**
- c) Quantity-Nominal value:
- ç) Voting privileges, if any:
- d) Bearer-Registered Share:*
- e) Ratio to the total of shares/voting rights owned by the shareholder:

* These details are not requested for dematerialised shares.

** The information on group rather than number will be provided for dematerialised shares.

2. I hereby approve the representation by proxy of all my shares included in the list of shareholders entitled to attend to the general assembly prepared by the CRA (Central Registry Agency) one day before the day of the General Assembly meeting.

SHAREHOLDER'S NAME & SURNAME or TRADE-NAME (*)

Turkish ID No./Tax No., Trade Registry Office and Registration No. and MERSIS number:

Address:

(*)It is required to submit equivalents of the same details, if any, for the shareholders of foreign nationalities.

SIGNATURE

ANNOUNCEMENT MADE PURSUANT TO ARTICLE 1.3 GENERAL ASSEMBLY AS SPECIFIED IN THE CAPITAL MARKETS BOARD'S CORPORATE GOVERNANCE COMMUNIQUÉ NO. II-17.1

In relation to the disclosures required to be made pursuant to the CMB's Corporate Governance Communiqué No. II-17.1 and the Capital Market Board's Corporate Governance Principles annexed thereto, those related to the items of agenda are provided in the related item of the agenda given below; and the other compulsory general disclosures are hereby provided in this section for our shareholders' information.

- a) Information on the total number of shares and voting rights reflecting the shareholding structure of the company as at the date of disclosure, and if there are any privileged shares in the company's capital, the number of shares and voting rights representing each privileged share group and nature of such privileges:**

Shareholding Structure

	SHARE AMOUNT (TL)	SHARE RATIO %	NUMBER OF SHARES (UNITS)
HEIDELBERGCEMENT AG.	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
ABDULKADİR KONUKOĞLU	10.000.000,00	5,22	1.000.000.000
PUBLICLY-HELD PORTION	29.376.796,41	15,35	2.937.679.641
GRAND TOTAL	191.447.068,25	100,00	19.144.706.825

There are no privileged shares in the company's capital.

- b) Information on the changes in the management and activities of the company and its subsidiaries that will substantially affect the company's activities realized in the previous fiscal period or planned to be conducted in the following fiscal periods, and the reasons of such changes;**

Within the year, there have been no changes in the management and activities of our Company or our major affiliates and subsidiaries that will substantially affect the company's activities realized in the previous fiscal period or planned to be made in the following fiscal periods.

- c) If dismissal, replacement or election of members of the Board of Directors are on the agenda of General assembly meeting; information about the reasons of such dismissal and replacement, curriculum vitae of the persons nominated as candidates for board membership as notified to the company, the positions that they have held in the last ten years and their reasons of departure, the nature of their relationship with the company and the company's related parties and the level of importance thereof; whether they have independence or not, and similar matters that may affect the company's activities in case these persons are elected as members of board of directors;**

Within the period;

Mr. Daniel H.J Gauthier resigned as of 06 July 2018.

Since there has been a vacancy in the Board membership resulting from the resignation of the Board Member Daniel H.J Gauthier as of 06 July 2018, **Dr. Carsten Sauerland** has been elected as a Board member in order to complete the remaining term of office, which will be presented to the shareholders for approval at the Ordinary General Assembly meeting to be held on 26 March 2019.

The Chairman and Members of the Board of Directors have the powers and duties specified in the related articles of the Capital Markets Law and the Turkish Commercial Code as well as those specified in the Company's Articles of Association.

ç) Requests of the company's shareholders that they have submitted in writing to the Investor Relations Department for addition of items on the agenda, and if board of directors does not accept the proposals of the shareholders in relation to the items of the agenda, the rejected proposals and reasons of such rejection;

At the Ordinary General Assembly meeting dated 29 March 2018, the Board of Directors was elected for a term of office of 3 years. The election of the Board of Directors is not included as an agenda item for the Ordinary General Assembly Meeting dated 26 March 2019.

There is no request made under subparagraph (Ç) of article 1.3.1 of the CMB's Corporate Governance Communiqué with Serial no.:II-17.1.

d) In the event that there is any amendment to the articles of association on the agenda, former and new versions of the amendments in the articles of association together with the related resolution of the board of directors;

There is no amendment to be made in the articles of association on the agenda of the Ordinary General Assembly Meeting for 2018 which will be held by the Company on 26 March 2019.

**EXPLANATIONS ABOUT THE ITEMS ON THE AGENDA OF
THE ORDINARY GENERAL ASSEMBLY MEETING FOR THE YEAR 2018
DATED 26 MARCH 2019 PERTAINING TO THE COMPANY OF
AKÇANSA ÇİMENTO SANAYİ VE TİCARET A.Ş.**

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 of Directors' Annual Report for 2018.

Within the framework of the provisions of the TCC, the Regulation and our Internal Directive on General Assembly, the Board of Directors' Annual Report containing the Board's profit distribution proposal and the Corporate Governance Compliance Report, which has been made available for review by our shareholders at the Head Office of our Company 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 summary of the Audit Report for 2018.

The Auditor Reports that have been made available for review by our shareholders at the Head Office of our Company, 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 and approval of the Financial Statements for the year 2018.

Within the framework of the provisions of TCC, the Regulation and our Internal Directive on General Assembly, the Financial Statements for the year 2018 that have been made available for review by our shareholders at the Head Office of our Company and on our company's corporate website www.akcansa.com.tr and on the Central Registry Agency's Public Disclosure Platform for three weeks prior to the General Assembly meeting shall be read and presented to our shareholders for their opinions and approval during the General Assembly meeting.

5- Presentation to the general assembly for approval of the members of board of directors elected within the fiscal year to take office during the remaining term;

The appointment of Carsten Sauerland to take office during the remaining term of the Board membership that has become vacant following the resignation of Daniel H. J. Gauthier shall be presented to the General Assembly for approval.

6- Release of the members of the Board of Directors with respect to their activities in 2018.

The release of our members of the Board of Directors in relation to the activities, transactions and accounts for the year 2018 shall be presented to the General Assembly for approval.

7- Determination of the intended usage of the Profits for 2018, and of the distributable profit and dividend share ratios.

According to our financial statements for the fiscal period of 01 January 2018-31 December 2018 prepared by our Company in accordance with the Capital Markets Board's "Communiqué on the Principles of Financial Reporting in the Capital Market" (II-14.1) and audited by Güney Bağımsız Denetim ve Serbest Muhasebeci Mali Müşavirlik A.Ş.; a consolidated net period profit at the amount of **TL 177.897.040,00** has been gained. The table regarding our profit distribution proposal is provided in ANNEX:1.

8- 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 Güney Bağımsız Denetim ve Serbest Muhasebeci Mali Müşavirlik A.Ş. be appointed for auditing our Company's financial statements in the fiscal period of 2019 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.

9- Informing the General Assembly about the donations and grants made in 2018.

The donations made within the year must be submitted to the General Assembly for information pursuant to Article 6 of the Capital Market Board's communiqué no. II-19.1 and Article 1.3.10 of the annex to the communiqué no. II-17.1. Donations made to various public institutions and organizations, foundations and associations between 01 January 2018 and 31 December 2018 amounted to TL 5.467.584,88 on a consolidated basis. The information on the total amount of donations made in 2018 will be provided during the General Assembly meeting to be held on 26 March 2019.

10-Determination of an limit for the donations to be made by the company in 2019.

The limit for the donations to be made by the company in 2019 shall be determined by our shareholders at the General Assembly meeting.

11-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.

(ANNEX: 1)

AKÇANSA ÇİMENTO SANAYİ VE TİCARET A.Ş. PROFIT DISTRIBUTION TABLE FOR THE YEAR 2018 (TL)			
1. PAID/ISSUED CAPITAL			191.447.068,25 TL
2. General Legal Reserves (According to Legal Records)			206.030.932,83 TL
Information about, if any, the privileges in profit distribution granted pursuant to the articles of association			None
		According to CMB	According to Legal Records
3.	Profit for the Period	221.750.037,00 TL	247.559.708,09 TL
4.	Taxes (-)	41.992.608,00 TL	48.655.523,80 TL
5.	Net Profit for the Period (=)	177.897.040,00 TL	198.904.184,29 TL
6.	Prior Years' Losses (-)	0,00 TL	0,00 TL
7.	General Legal Reserves (-)	0,00 TL	0,00 TL
8	NET DISTRIBUTABLE PROFIT FOR THE PERIOD (=)	177.897.040,00 TL	198.904.184,29 TL
9	Donations made within the year (+)	5.467.584,88 TL	
10	Net Distributable Profit for the Period including Donations	183.364.624,88 TL	
11	First Dividend to Shareholders	9.572.353,41 TL	
	-Cash	9.572.353,41 TL	
	-Bonus Shares	0,00 TL	
	- Total	9.572.353,41 TL	
12	Dividend Distributed to Privileged Shareholders	0,00 TL	
13	Other Dividends Distributed	0,00 TL	
	- To Members of Board of Directors,	0,00 TL	
	- To Employees,	0,00 TL	
	- To Persons Other Than Shareholders,	0,00 TL	
14	Dividend Distributed to Holders of Redeemed Shares	0,00 TL	
15	Second Dividend to Shareholders	143.202.407,06 TL	
16	General Legal Reserves	14.320.240,71 TL	
17	Statutory Reserves	0,00 TL	
18	Special Reserves	10.801.932,38 TL	10.801.932,38 TL
19	EXTRAORDINARY RESERVES	106,44 TL	21.007.250,73 TL
20	Other Resources proposed to be distributed	0,00 TL	0,00 TL
	- Previous Year's Profit	0,00 TL	0,00 TL
	- Extraordinary Reserves	0,00 TL	0,00 TL
	- Other Distributable Reserves pursuant to the Law and Articles of Association	0,00 TL	0,00 TL

AKÇANSA ÇİMENTO SANAYİ VE TİCARET A.Ş. DIVIDEND RATIOS TABLE FOR 2018					
	TOTAL DIVIDEND DISTRIBUTED		TOTAL DIVIDEND DISTRIBUTED / NET DISTRIBUTABLE PROFIT FOR THE PERIOD	DIVIDEND PER SHARE WITH A NOMINAL VALUE OF 1 TL	
	CASH (TL)	BONUS (TL)	RATIO (%)	AMOUNT (TL)	RATIO (%)
GROSS	152.774.760,47	-	85,88%	0,7980	79,80
NET*	129.858.546,40	-	73,00%	0,6783	67,83

* Net calculation has been made with the assumption that there will be a 15% income tax withholding.