

NOTICE OF ORDINARY GENERAL ASSEMBLY MEETING DATED 29 MARCH 2021
ISSUED BY THE BOARD OF DIRECTORS OF
AKÇANSA ÇİMENTO SANAYİ VE TİCARET A.Ş.

The Ordinary General Assembly of Shareholders' Meeting of our Company for the year 2020 shall be held in Hacı Ömer Conference Hall at Sabancı Center Kule 2, 4. Levent 34330 İstanbul on **29 March 2021, Monday** 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 2020, 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.

TAMER SAKA

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
2020
TO BE HELD ON 29/03/2021 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 2020.
3. Reading and discussion of the auditor reports related to the year 2020.
4. Reading, discussion on and approval of the financial statements related to 2020.
5. Release of the members of the Board of Directors related to the 2020 activities.
6. Determination of the manner of use of the 2020 profit, determination of the shares of distributable profit and dividend.
7. Election of the members of the board of directors, and determination of duty duration,
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 2020 and approval thereof.
11. Determination of the limit of the donations to be made by the company in 2021.
12. Approval of the amendment to the Article 6 and Article 13 of the Articles of Association provided that relevant permission obtained from Capital Markets Board and T.R. Ministry of Trade
13. 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.
14. Wishes and requests

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, 2021, Monday 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 2020,			
3.Reading and discussion of the auditor reports summary related to the year 2020,			
4.Reading, discussion on and approval of the financial statements related to 2020,			
5.Release of the members of the Board of Directors related to the 2020 activities.			
6.Determination of the manner of use of the 2020 profit, determination of the shares of distributable profit and dividend.			
7. Election of the members of the board of directors, and determination of duty duration,			
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 2020 and approval thereof.			
11.Determination of the limit of the donations to be made by the company in 2021.			
12. Approval of the amendment to the Article 6 and Article 13 of the Articles of Association provided that relevant permission obtained Capital Markets Board and T.R. Ministry of Trade			

13. 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.			
14. 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:
- 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

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;**

There is no change within the year. In the General Assembly meeting, there will be an election of board of directors members. Independent members of board of directors were proposed by Corporate Governance Committee (Nomination) to Board of Directors. Board of Directors decided on 24.02.2021 to propose independent board members nomination for election in the general assembly meeting. The resumes and independence declarations of independent board member nominees are presented in Annex 2.

- 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;**

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;

In the agenda of Ordinary General Assembly Meeting for 2020 which will be held for 2020 by the company on 29 March 2021, there is amendment of article of association regarding Article 6 and Article 13 provided that relevant permission obtained Capital Markets Board and T.R. Ministry of Trade. The amendment proposal is presented in Annex 3.

**EXPLANATIONS ABOUT THE ITEMS ON THE AGENDA OF
THE ORDINARY GENERAL ASSEMBLY MEETING FOR THE YEAR 2020
DATED 29 MARCH 2021 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's activity report, related to the year 2020,

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 2020.

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 2020.

Within the framework of the provisions of TCC, Regulation and our Internal Directive provisions about the General Assembly, Financial Statements related to 2020 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- Release of the members of the Board of Directors related to the 2020 activities.

Release of our members of the Board of Directors due to activities, transactions and accounts for the year of 2020 shall be submitted for General Assembly's approval.

6- Determination of the manner of use of the 2020 profit, determination of the shares of distributable profit and.

Consolidated net profit for the year amounting to **115.043.393 TL** has been obtained according to our financial statements for the fiscal period of 01.01.2020-31.12.2020 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 PricewaterhouseCoopers Bağımsız Denetim Ve Serbest Muhasebeci Mali Müşavirlik A.Ş. The table regarding our profit distribution proposal is included in Annex:1.

7- Election of the members of the board of directors, and determination of duty duration.

The members of the Board of Directors whose terms of office expire will be re-elected. The term of office of the members of the Board of Directors shall be determined by the General Assembly. According to articles of association articles 9 and 10, within the framework of TCC and CMB regulations, company is managed and represented by board of directors consisting of minimum 6 and maximum 8 members. There shall be 2 independent board members in accordance with CMB regulations. Mr. Mehmet SAMI and Mr. Markus Christian SLEVOGT have been appointed as candidate member of the Independent Board of Directors in accordance with the decision taken by our Board of Directors upon the proposal of our Corporate Governance Committee evaluating candidates submitted to them.

Curriculum vitae and independence statements of candidate member of the Independent Board of Directors are included in Annex:2.

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

They will be determined at the Ordinary General Assembly meeting for 2020 to be held on 29.03.2021.

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 2021 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 2020 and approval thereof.

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. Donations made to various public institutions and organizations, foundations and associations between January 01, 2020 and December 31, 2020 are **4.599.013,38 TL** as consolidated in total. Information about the total donation amount will be given during the General Assembly meeting on 29.03.2021 and since decided in 2019 general assembly meeting as 3% of profit before tax limit was exceeded, it will be submitted for the General Assembly's approval.

11- Determination of the limit of the donations to be made by the company in 2021.

The limit for the donations to be made by the company in 2021 shall be determined by our shareholders at the General Assembly meeting.

12-Approval of the amendment to the Article 6 and Article 13 of the Articles of Association provided that relevant permission obtained from Capital Markets Board and T.R. Ministry of Trade

Provided that the necessary permissions are obtained from CMB and T.R. Ministry of Trade; the articles 6 and 13 of Articles of Association are proposed to be amended in terms of prolonging the validity of registered capital ceiling for a new 5 year term to be applicable between 2021-2025 by keeping the registered capital ceiling applicable for the years 2016-2020; due to exhaustion of validity term of the registered capital ceiling term of our company by the end of the year 2020; within the provisions of the Communiqué on Registered Capital System no II-18.1 of the Capital Markets Board, and permission to hold board of directors meeting via electronic systems, will be submitted for the General Assembly's approval. The amendment text proposal is presented in Annex:3.

13-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.

14- Wishes and requests

Ending general assembly meeting with wishes and requests.

(ANNEX: 1) PROFIT DISTRIBUTION PROPOSAL

AKÇANSA ÇİMENTO SANAYİ VE TİCARET A.Ş.			
PROFIT DISTRIBUTION TABLE FOR THE YEAR 2020 (TL)			
1. PAID/ISSUED CAPITAL			191.447.068,25
2. General Legal Reserves (According to Legal Records)			224.026.957,25
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	146.057.638,00	171.997.435,64
4.	Taxes (-)	-31.014.245,00	-35.097.363,09
5.	Net Profit for the Period (=)	115.043.393,00	136.900.072,55
6.	Prior Years' Losses (-)	0,00	0,00
7.	General Legal Reserves (-)	0,00	0,00
8.	NET DISTRIBUTABLE PROFIT FOR THE PERIOD (=)	115.043.393,00	136.900.072,55
9.	Donations made within the year (+)	4.599.013,38	
10.	Net Distributable Profit for the Period including Donations	119.642.406,38	
11.	First Dividend to Shareholders	9.572.353,41	
	-Cash	9.572.353,41	
	-Bonus Shares	0,00	
	- Total	9.572.353,41	
12.	Dividend Distributed to Privileged Shareholders	0,00	
13.	Other Dividends Distributed	0,00	
	- To Members of Board of Directors,	0,00	
	- To Employees,	0,00	
	- To Persons Other Than Shareholders,	0,00	
14.	Dividend Distributed to Holders of Redeemed Shares	0,00	
15.	Second Dividend to Shareholders	95.398.074,11	
16.	General Legal Reserves	9.539.807,41	
17.	Statutory Reserves	0,00	
18.	Special Reserves	529.853,54	529.853,54
19.	EXTRAORDINARY RESERVES	3.304,53	21.859.984,08
20.	Other Resources proposed to be distributed		0,00
	- Previous Year's Profit		
	- Extraordinary Reserves		
	- Other Distributable Reserves pursuant to the Law and Articles of Association		
	Profit for the Period		0,00

DIVIDEND RATIOS TABLE FOR 2020						
		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		104.970.427,52	-	91,2442	0,5483	54,8300
NET*		89.224.863,39	-	77,5576	0,4661	46,6100

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

(ANNEX: 2) CURRICULUM VITAE AND INDEPENDENCE DECLARATIONS OF CANDIDATE MEMBERS OF THE INDEPENDENT BOARD OF DIRECTORS

MEHMET SAMİ

Following his graduation from Department of Economics at London Kingston University, he studied for master degree in the field of "Business Systems Analysis & Design" at City University, London. Mr. Sami started his professional career in 1988. Mr. Mehmet Sami has carried out various Privatization, Mergers & Acquisitions (M&A), Joint Venture (JV), Financial Partnership (Private Equity), Public Offering, Company Valuation and Consultancy projects since 1988.

Mehmet Sami has worked for Ata Yatırım for 19 years and established Investment Banking, Research and Corporate Transactions departments. In 2012, Mehmet Sami has joined Deloitte Corporate Finance division and he had responsibilities of Deloitte Turkey M&A, Debt Advisory Lead Partner and Deloitte Global M&A Executive Board Member.

Mehmet Sami, the founder of Pretium Corporate Consultancy Inc., has more than 30 years of experience in corporate finance and private equity consultancy. He has been a Board Member of the Corporate Governance Association and a Founding Member and Chairman of the Board of Directors Association as of April 2020. Mehmet Sami has taken part in the provision and structuring of corporate governance standards in various companies and has been an independent manager.

Mehmet Sami served as an Independent Member at Turcas Petrol between April 2011-March 2013 and May 2016-April 2018, and served as the Head of the Corporate Governance Committee, as well as the Audit Committee and the Early Detection of Risk Committee. Since 2018, Mehmet Sami has been independent board member at Enerjisa Enerji (Sabancı / E.ON JV), Akcansa Cimento (Sabancı / Heidelberg Cement JV) and Kordsa, served as head or member of Corporate Governance, Early Detection of Risk, and Audit Committees.

Mehmet Sami, who is not in executive position, is qualifying attributes of an independent member according to the CMB Corporate Governance Principles. The duties he has undertaken in the last ten years are basically listed below.

Company	Position	Start	End
Pretium Kurumsal Danışmanlık A.Ş.	Founding Partner	2015	Continuing
Deloitte	Partner, GlobalM&A; Exec.Com.Member	2012	2015
Ata Yatırım	Vice General Manager, Board Member	1994	2012
Euroturk Bank	Vice Manager	1991	1994
Finansbank	Deputy Director	1989	1991
IBS Research	Analyst	1988	1989

STATEMENT OF INDEPENDENCE

I hereby declare that I am a candidate to serve as an "independent member" on the Board of Directors of **Akçansa Çimento Sanayi ve Ticaret A.Ş.** ("Company") under related regulations, Articles of Association of the Company and the criteria stated in the Corporate Governance Principles as set forth by the Capital Markets Board ("CMB")'s Communiqué on Corporate Governance.

In this regard, I declare and confirm that:

- a) In the last five years, I myself, my spouse or my up to the second degree blood or affinity relatives are not or have not been; employed by as a key management personnel with significant duties and responsibilities; have not had ordinary or privileged shareholding exceeding 5% either jointly or solely by myself; or have not been involved in any material business dealings with the Company, its subsidiaries and affiliates, or shareholders with management control of the Company or having material effect over the Company and all entities controlled by those shareholders,
- b) In the last five years, I have not been employed by as an executive having significant duties and responsibilities or have not been a member of the board or have not been a shareholder (with 5% stake or more) of an entity which has had a contractual relationship with the Company for purchase or sale of goods or services such as audit (including tax audit, legal audit, and internal audit) credit rating or consulting services during the terms in which the goods or services were provided,
- c) I have relevant skills, knowledge and expertise in order to duly fulfill my duties as an independent board member,
- d) I do not work/will not be working full-time at public institutions and organisations, except for the faculty membership provided that it is in compliance with the relevant legislation,
- e) I am residing in Turkey in accordance with the Income Tax Law No. 193 dated 31/12/1960,
- f) I am capable to contribute positively to the operations of the Company, to maintain my objectivity in conflicts of interests between the Company and the shareholders, to have strong ethical standards, professional reputation and experience to freely take decisions by considering the rights of the stakeholders,
- g) I will dedicate enough time to follow up the activities of the Company and for the duly fulfillment of my responsibilities,
- h) I have not served as a member of the Board of the Company for more than six years within last ten years,
- i) I am not registered in the name of any legal entity elected as a Board member,
- j) I am not/will not be an independent board member in more than three of the corporations controlled by the Company or its controlling shareholders, and in more than five corporations listed on Borsa İstanbul in total.

I hereby acknowledge to the General Assembly, the Board of the Directors, the shareholders and all other stakeholders of the Company that the above statements are true and correct to the best of my knowledge.

Date:

Mehmet SAMİ

(Signature)

19/01/2021



Dr. MARKUS C. SLEVOGT

Dr. SLEVOGT started his career in 1997 at Deutsche Bank AG Hamburg and continued first in Frankfurt and later - between 1998 and 1999 - at Deutsche Bank S.A. in Switzerland. Transferred to Turkey as Representative in 1999, Dr. SLEVOGT was promoted as Deutsche Bank AG's Senior Country Representative for Turkey in 2002. In 2008, he moved to ING Bank S.A. in Switzerland as Regional Market Manager and transferred to ING Bank A.Ş. Turkey in 2010 as Managing Director, responsible for Wealth Management.

2012 he started as an Independent Board Member in Türk Demir Döküm A.Ş. (Vaillant Group) and BSH Bosch Siemens Ev Aletleri Sanayi ve Ticaret A.Ş., assignments he completed successfully in 2015 and 2017 respectively.

In early 2013 he was asked to join the Board of the Turkish-Italian family business Organik Holding A.Ş. (Specialty Chemicals). He concluded his tasks in October 2018.

Today, Dr. SLEVOGT is Board Member in the Turkish family business Erciyas Holding A.Ş. (Industry, Energy, Bicycles, Services) as much as an Independent Board Member in Akçansa Çimento Sanayi ve Ticaret A.Ş. (Joint Venture between HeidelbergCement and Sabancı Holding) and Amarkon Group Danışmanlık ve Ticaret A.Ş. (Family Office, Family Business Consultancy).

He is President of the German-Turkish Chamber of Industry and Commerce and a member of TÜSİAD (Turkish Industry & Business Association), where he served for many years as TÜSİAD International Vice President and President of the Germany Working Group.

In addition to his business responsibilities, Dr. SLEVOGT is Board Member of BAU Bahçeşehir University's Graduate School of Business, faculty member of the same university's Faculty of Economics, Administrative & Social Sciences and Director of BAU's Finance Research Center (BFRC).

Dr. SLEVOGT holds a Diploma Degree in Economics from University of Kent at Canterbury (UK), a Master and PhD degree from the business administration faculty of Philipps University, Marburg, Germany, and a Postgraduate Diploma in Advanced Management from ESMT – European School of Management and Technology, Berlin, Germany. In addition, he received executive training from NYU Stern School of Business, New York, USA.

STATEMENT OF INDEPENDENCE

I hereby declare that I am a candidate to serve as an "independent member" on the Board of Directors of **Akçansa Çimento Sanayi ve Ticaret A.Ş.** ("Company") under related regulations, Articles of Association of the Company and the criteria stated in the Corporate Governance Principles as set forth by the Capital Markets Board ("CMB")'s Communiqué on Corporate Governance.

In this regard, I declare and confirm that:

- a) In the last five years, I myself, my spouse or my up to the second degree blood or affinity relatives are not or have not been; employed by as a key management personnel with significant duties and responsibilities; have not had ordinary or privileged shareholding exceeding 5% either jointly or solely by myself; or have not been involved in any material business dealings with the Company, its subsidiaries and affiliates, or shareholders with management control of the Company or having material effect over the Company and all entities controlled by those shareholders,
- b) In the last five years, I have not been employed by as an executive having significant duties and responsibilities or have not been a member of the board or have not been a shareholder (with 5% stake or more) of an entity which has had a contractual relationship with the Company for purchase or sale of goods or services such as audit (including tax audit, legal audit, and internal audit) credit rating or consulting services during the terms in which the goods or services were provided,
- c) I have relevant skills, knowledge and expertise in order to duly fulfill my duties as an independent board member,
- d) I do not work/will not be working full-time at public institutions and organisations, except for the faculty membership provided that it is in compliance with the relevant legislation,
- e) I am residing in Turkey in accordance with the Income Tax Law No. 193 dated 31/12/1960,
- f) I am capable to contribute positively to the operations of the Company, to maintain my objectivity in conflicts of interests between the Company and the shareholders, to have strong ethical standards, professional reputation and experience to freely take decisions by considering the rights of the stakeholders,
- g) I will dedicate enough time to follow up the activities of the Company and for the duly fulfillment of my responsibilities,
- h) I have not served as a member of the Board of the Company for more than six years within last ten years,
- i) I am not registered in the name of any legal entity elected as a Board member,
- j) I am not/will not be an independent board member in more than three of the corporations controlled by the Company or its controlling shareholders, and in more than five corporations listed on Borsa İstanbul in total.

I hereby acknowledge to the General Assembly, the Board of the Directors, the shareholders and all other stakeholders of the Company that the above statements are true and correct to the best of my knowledge.

Date:

15/2/2021

Markus Christian SLEVOGT

(Signature)



(ANNEX: 3) AMENDMENT TEXT – ARTICLES OF ASSOCIATION

OLD VERSION	NEW VERSION
ARTICLE-6 Capital and Shares	ARTICLE-6 Capital and Shares
<p>1- The Company has adopted the registered capital system in accordance with the provisions of the Capital Market Law and implemented this system with the permission of the Capital Market Board no. 347 dated September 25, 1986. The registered capital ceiling of the company is 500.000.000.00,-TL. (FIVE HUNDRED MILLION), and it has been divided into 50.000.000.000 (FIFTY BILLION) units of registered shares each with a nominal value of 1 kr.</p> <p>The authorization granted by the Capital Market Board for registered capital ceiling is applicable between the years of 2016-2020 (5 years). Even though the ceiling authorized for registered capital has not been achieved by the end of 2020, it is compulsory to obtain permission for a new period from the General Assembly by obtaining the permission of the Capital Market Board limited to 5 years for the previously authorized ceiling or a new ceiling amount in order that the Board of Directors take a resolution concerning capital increase after 2020. In case where the said permission cannot be obtained, a capital increase cannot be made by a resolution of the Board of Directors.</p> <p>The issued capital of the company is comprised of a fully paid-up capital amount of 191.447.068,25 TL (One hundred and ninety-one million and four hundred and forty-seven thousand and sixty-eight Turkish Liras and twenty-five kurush); and it has been divided into 19.144.706.825 (Nineteen billion and one hundred and forty-four million and seven hundred and six thousand and eight hundred and twenty-five) units of shares each with a nominal value of 1 KR. (one Kurush).</p> <p>The shares representing the capital are recorded within the framework of dematerialization principles.</p> <p>2- The Board of Directors is authorized, between the years 2016-2020, to increase the issued capital by issuing registered shares up to the Registered Capital Ceiling if and when required according to the provisions of the Capital Market Law. Furthermore, the Board of Directors may issue shares with the value exceeding their nominal value when it decides to issue new shares. Any registered shares cannot be issued unless the share amounts are paid in full.</p>	<p>1- The Company has adopted the registered capital system in accordance with the provisions of the Capital Market Law and implemented this system with the permission of the Capital Market Board no. 347 dated September 25, 1986. The registered capital ceiling of the company is 500.000.000 (FIVE HUNDRED MILLION), Turkish Lira and it has been divided into 50.000.000.000 (FIFTY BILLION) units of registered shares each with a nominal value of 1 (one) kurush.</p> <p>The authorization granted by the Capital Market Board for registered capital ceiling is applicable between the years of 2021-2025 (5 years). Even though the ceiling authorized for registered capital has not been achieved by the end of 2025, it is compulsory to obtain permission for a new period from the General Assembly by obtaining the permission of the Capital Market Board limited to 5 years for the previously authorized ceiling or a new ceiling amount in order that the Board of Directors take a resolution concerning capital increase after 2025. In case where the said permission cannot be obtained, a capital increase cannot be made by a resolution of the Board of Directors.</p> <p>The issued capital of the company is comprised of a fully paid-up capital amount of 191.447.068,25 (One hundred and ninety-one million and four hundred and forty-seven thousand and sixty-eight Turkish Liras and twenty-five kurush) Turkish Lira; and it has been divided into 19.144.706.825 (Nineteen billion and one hundred and forty-four million and seven hundred and six thousand and eight hundred and twenty-five) units of shares each with a nominal value of 1 (one) Kurush.</p> <p>The shares representing the capital are recorded within the framework of dematerialization principles.</p> <p>2- The Board of Directors is authorized, between the years 2021-2025, to increase the issued capital by issuing registered shares up to the Registered Capital Ceiling if and when required according to the provisions of the Capital Market Law. Furthermore, the Board of Directors may issue shares with the value exceeding their nominal value when it decides to issue new shares. Any new shares cannot be issued unless the share amounts are paid in full.</p>

(ANNEX: 3) AMENDMENT TEXT – ARTICLES OF ASSOCIATION (Continued)

OLD VERSION	NEW VERSION
Article – 13 Capital and Shares	Article – 13
<p>1- The Board of Directors convenes upon the call of the Chairman of the Board of Directors when required by the affairs of the Company. However, they are obliged to hold at least four meetings throughout every year. Every Member of the Board of Directors is entitled to request from the Chairman to call the Board of Directors for a meeting in writing.</p> <p>2- The Meetings of the Board of Directors are essentially held at the Head Office of the Company. However, the Board of Directors may also decide to hold the meeting in another convenient place if required.</p> <p>3- Unless decided otherwise by all the Members of the Board of Directors, the notice of Meeting of the Board of Directors shall be sent via electronic mail, registered mail or signed facsimile message at least 14 days before the date of meeting, specifying also the related agenda. In case of urgency, this procedure is not followed. However, in such cases, five Members of the Board of Directors should be present for opening of the meeting of the Board of Directors.</p> <p>The date of the meeting is also determined by a resolution of the Board of Directors.</p> <p>If the Chairman or the Vice Chairman does not call the Board of Directors for a meeting upon the written request of any of the board members, the members shall also be entitled to call the board to a meeting ex officio.</p> <p>4- The Board of Directors convenes with the participation of at least five Members. The resolutions are adopted upon the joint agreement of the Members present in the meeting.</p> <p>5- Unless one of the members requests for a meeting, the resolutions of the Board of Directors may also be taken by collecting the written approvals of at least four other Members in response to the written proposal made by any of the members to all other Members in relation to a certain issue as per the Article 390(4) of the Turkish Commercial Code.</p>	<p>1- The Board of Directors convenes upon the call of the Chairman of the Board of Directors when required by the affairs of the Company. However, they are obliged to hold at least four meetings throughout every year. Every Member of the Board of Directors is entitled to request from the Chairman to call the Board of Directors for a meeting in writing.</p> <p>2- The Meetings of the Board of Directors are essentially held at the Head Office of the Company. However, the Board of Directors may also decide to hold the meeting in another convenient place if required.</p> <p>3- Unless decided otherwise by all the Members of the Board of Directors, the notice of Meeting of the Board of Directors shall be sent via electronic mail, registered mail or signed facsimile message at least 14 days before the date of meeting, specifying also the related agenda. In case of urgency, this procedure is not followed. However, in such cases, five Members of the Board of Directors should be present for opening of the meeting of the Board of Directors.</p> <p>The date of the meeting is also determined by a resolution of the Board of Directors.</p> <p>If the Chairman or the Vice Chairman does not call the Board of Directors for a meeting upon the written request of any of the board members, the members shall also be entitled to call the board to a meeting ex officio.</p> <p>4- The Board of Directors convenes with the participation of at least five Members. The resolutions are adopted upon the joint agreement of the Members present in the meeting.</p> <p>5- Unless one of the members requests for a meeting, the resolutions of the Board of Directors may also be taken by collecting the written approvals of at least four other Members in response to the written proposal made by any of the members to all other Members in relation to a certain issue as per the Article 390(4) of the Turkish Commercial Code.</p> <p>6- Those who have the right to attend to the Board of Directors meetings of the Company may participate to these meetings electronically according to article 1527 of the Turkish Commercial Code. The Company may purchase services from systems created for this purpose as well as establishing Electronical Meeting System to enable the right holders to participate to these meetings electronically in accordance with the Communiqué on Electronically Held Meetings other than Joint Stock Company General Assemblies of Trade Companies. The right holders are enabled to exercise their rights at meetings to be held, within the scope stipulated by the provisions of the Communiqué, through the system established or the supply services that are obtained in compliance with this article of the Companies articles of association.</p>