

**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](http://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.**

<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 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

## **AMENDMENT TEXT – ARTICLES OF ASSOCIATION**

<b>OLD VERSION</b>	<b>NEW VERSION</b>
<b>ARTICLE-6</b> <b>Capital and Shares</b>	<b>ARTICLE-6</b> <b>Capital and Shares</b>
<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>

## **AMENDMENT TEXT – ARTICLES OF ASSOCIATION (Continued)**

OLD VERSION	NEW VERSION
<b>Article – 13 Capital and Shares</b>	<b>Article – 13</b>
<p><b>1-</b> 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><b>2-</b> 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><b>3-</b> 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><b>4-</b> 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><b>5-</b> 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><b>1-</b> 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><b>2-</b> 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><b>3-</b> 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><b>4-</b> 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><b>5-</b> 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><b>6-</b> 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>