

**AKÇANSA ÇİMENTO SANAYİ VE TİCARET A.Ş.**  
**GENERAL ASSEMBLY MEETING FOR THE YEAR 2024**  
**INFORMATION DOCUMENT**

The Ordinary General Assembly Meeting of our Company for the year 2024 shall be held at Sabancı Center Kule 2, 4. Levent 34330 İstanbul on **18 March 2025, Tuesday at 10:00 a.m.** in order to discuss and resolve the following points included in the agenda.

Our shareholders, whose shares are monitored by the Central Registry Agency in dematerialized form and who are entitled to participate the general assembly meeting, may attend the meeting at the above mentioned address in person or through representatives or they may prefer to attend the meeting electronically in person or through representatives by using their secure electronic signature via the Electronics General Assembly System provided by the Central Registry Agency.

Shareholders could authorize their representatives by using Electronics General Assembly System or by way of filling the below proxy form or the proxy form which is available at the Company headquarters and our Company's website [www.akcansa.com.tr](http://www.akcansa.com.tr) and notarizing their signature in line with the provisions of the Capital Markets Board's Communiqué numbered II-30.1. Shareholders may also represent themselves through submitting signed proxy form with notarized signature circular of the shareholders. In order to attend the physically-held General Assembly Meeting, shareholders shall provide below documents and sign the List of Attendants:

- Real person shareholders shall submit their ID cards,
- Legal person shareholders shall submit their representatives' ID cards and authorization documents,
- Real and legal person's representatives shall submit their ID cards and representation documents,
- Representatives authorized via the Electronic General Assembly System shall submit their ID cards.

Our shareholders, who will be attending the meeting electronically via the Electronics General Assembly System can get information about procedures and principles of attendance, authorization of representatives, making proposals, explanations and voting at the Central Registry Agency's website [www.mkk.com.tr](http://www.mkk.com.tr).

Our shareholders and their representatives, who will be attending the meeting electronically are required to fulfill their obligations in accordance with the provisions of "Regulation Regarding the Electronic General Assembly of the Joint-Stock Company" published on the Official Gazette dated 28 August 2012 and numbered 28395 as well as "Communiqué Regarding the Electronic General Assembly System to be Applied in the General Assembly Meeting of the Joint-Stock Company" published on the Official Gazette dated 29 August 2012 and numbered 28396.

The Financial Statements, The Board of Directors' Annual Report, Independent Audit Reports, Profit Distribution Proposal of the Board of Directors, and Information Document Regarding General Assembly Meeting for the year 2024 are made available for the shareholders examination at least three weeks before the date of the meeting on the Electronic General Assembly System section of the Central Registry Agency website [www.mkk.com.tr](http://www.mkk.com.tr) , on the "Investors Relations" section of our Company's website [www.akcansa.com.tr](http://www.akcansa.com.tr) , and on Public Disclosure Platform [www.kap.org.tr](http://www.kap.org.tr) , as well as at the above-mentioned address of the Company's headquarters.

Our shareholders are respectfully requested to honor the meeting on mentioned day and time.

**AKÇANSA ÇİMENTO SANAYİ VE TİCARET A.Ş.**

**BURAK ORHUN**  
**CHAIRMAN**

**HAKAN GÜRDAL**  
**VICE CHAIRMAN**

**AKÇANSA ÇİMENTO SANAYİ VE TİCARET A.Ş.**  
**AGENDA OF THE ORDINARY GENERAL ASSEMBLY OF SHAREHOLDERS**  
**OF THE YEAR 2024**  
**TO BE HELD ON 18/03/2025 AT 10:00 AM**

1. Opening and formation of the Meeting Council.
2. Reading and discussion of the 2024 Annual Report of the Board of Directors.
3. Reading the 2024 Auditor's Reports.
4. Reading, discussion on and approval of the 2024 Financial Statements.
5. Release of the members of the Board of Directors with regard to the 2024 activities.
6. Determining the use of the 2024 profit and rate of dividend to be distributed.
7. Determination of the fees and honorarium, rights such as premiums and bonus of the members of Board of Directors.
8. Election of the Sustainability Auditor for 2024.
9. Election of Auditor.
10. Negotiation and approval of authorizing the Board of Directors to distribute advance dividends, effective for the accounting period of 2025.
11. Informing the General Assembly regarding the donations and grants made by the Company in 2024.
12. Determination of the limit of the donations to be made by the company in 2025.
13. Granting permission to the Chairperson and the Members of the Board of Directors for the activities under the Articles 395 and 396 of the Turkish Commercial Code.
14. 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 TL 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 TL 0,01 (1 Kuruş), within the authorized capital of TL 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
HEIDELBERG MATERIALS AG	76,035,135.41	39.72	7,603,513,541
OTHER	39,376,796.41	20.56	3,937,679,641
<b>TOTAL</b>	<b>191,447,068.25</b>	<b>100.00</b>	19,144,706,825

**2. Information Regarding Material Changes Affecting the Activities**

There has not been any material change that took place in 2024, 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**

There is an agenda item regarding the election of board members.

**4. Information Regarding Requests for Placing Agenda Item**

There has not been any request for placing an agenda item to be discussed on the 2024 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 2024 which will be held by the Company on 2025, March 18.

**THE 2024 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 2024 Annual Report of the Board of Directors.**

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](http://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 the 2024 Auditor's Reports.**

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](http://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 2024 Financial Statements.**

Within the framework of the provisions of TCC, Regulation and our Internal Directive provisions about the General Assembly, Financial Statements related to 2024 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](http://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 with regard to the 2024 activities.**

Release of our members of the Board of Directors due to activities, transactions and accounts for the year of 2024 shall be submitted for General Assembly's approval.

**6- Determining the use of the 2024 profit and rate of dividend to be distributed.**

The proposal by the Board of Directors for the distribution of the profit to be presented to the approval of the General Assembly of Shareholders is provided in the Annex-2.

**7- 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 135,000 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.

## 8- Election of the Sustainability Auditor for 2024.

Taking the Audit Committee's advice into consideration, and acting in accordance with the principles specified pursuant to the Turkish Commercial Code no. 6102, the relevant provisions of the Decree Law No. 660 and other relevant legislation, our Board of Directors has resolved to propose that **PwC Bağımsız Denetim ve Serbest Muhasebeci Mali Müşavirlik A.Ş.** be appointed for assurance auditing of our Company's sustainability report for the year 2024 and to carry out other activities within the scope of the relevant regulations; and this election shall be presented to the General Assembly for approval.

## 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 **Deloitte (DRT Bağımsız Denetim ve Serbest Muhasebeci Mali Müşavirlik A.Ş.)** be appointed for auditing our Company's financial statements in the fiscal period of 2025, and to subject the sustainability report of Company for the year 2025 to assurance audit within the framework of the sustainability legislation 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- Negotiation and approval of authorizing the Board of Directors to distribute advance dividends, effective for the accounting period of 2025.

The issue of authorizing the Board of Directors to decide on the distribution of advance dividends, limited to the 2025 accounting period, will be submitted to the approval of the shareholders at the General Assembly in line with the Article 33 of the Articles of Association, the Dividend Policy and the Dividend Communiqué numbered II-19.1 of the Capital Markets Board.

## 11- Informing the General Assembly regarding the donations and grants made by the Company in 2024.

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 General Assembly of Shareholders will be informed about the donations in 2024 within the frame of the Company's Donation and Aid Policy as detailed below. The total amount of donations in 2024 is **TL 53,251,883** based on nominal amounts. (The total amount calculated according to the purchasing power on December 31, 2024 is **TL 61,406,290**)

Beneficiary	Amount (TL)
Charity - Foundation	31,808,644
Municipality	10,887,648
Governorship - District Governorship	4,048,574
Educational	1,472,741
Village - Neighbourhood Unit	410,000
Sabancı University	604,000
Other	4,020,276
<b>Toplam</b>	<b>53,251,883</b>

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

## **12- Determination of the limit of the donations to be made by the company in 2025.**

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 2025 shall be determined by our shareholders at the General Assembly meeting.

## **13- Granting permission to the Chairperson and the Members of the Board of Directors for the activities under the 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:**

**Annex-1:** Power of Attorney Specimen

**Annex-2:** Profit Distribution Table

## 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 18, 2025, Tuesday 10:00 a.m. at 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:

- The proxy has the authority to vote for all matters to his opinion.
- The proxy has the authority to vote according to the advice of the company management.
- 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 Meeting Council.			
2. Reading and discussion of the 2024 Annual Report of the Board of Directors.			
3. Reading the 2024 Auditor's Reports.			
4. Reading, discussion and approval of the 2024 Financial Statements.			
5. Release of the members of the Board of Directors with regard to the 2024 activities.			
6. Determining the use of the 2024 profit and rate of dividend to be distributed.			
7. Determination of the fees and honorarium, rights such as premiums and bonus of the members of Board of Directors.			
8. Election of the Sustainability Auditor for 2024.			
9. Election of Auditor.			

10. Negotiation and approval of authorizing the Board of Directors to distribute advance dividends, effective for the accounting period of 2025.			
11. Informing the General Assembly regarding the donations and grants made by the Company in 2024.			
12. Determination of the upper limit for donations to be made in 2025.			
13. Granting permission to the Chairperson and the Members of the Board of Directors for the activities under 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:**

- 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 Registry Agency) 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

AKÇANSA ÇİMENTO SANAYİ VE TİCARET A.Ş. DIVIDEND DISTRIBUTION STATEMENT FOR 2024 (TL)			
1. Paid in Capital/Issued Capital		191.447.068,25	
2. Total Legal Reserves (According to Statutory Income Statements)		379.884.517,91	
Information on privileges in profit distribution if any in the Articles of Association		None	
		<b>CMB Result</b>	<b>Local Tax Result</b>
3.	Current period profit	2.525.669.488,00	1.864.997.442,99
4.	Taxes payable ( - )	-853.162.839,00	-304.892.819,83
5.	Net profit ( = )	1.672.506.649,00	1.560.104.623,16
6.	Previous years losses ( - )	0,00	0,00
7.	1st Legal reserves ( - )	0,00	0,00
8	<b>NET DISTRIBUTABLE NET PROFIT FOR THE PERIOD ( = )</b>	1.672.506.649,00	1.560.104.623,16
9	Donations made during the year ( + )	61.406.290,00	
10	Net Distributable Profit added donations for the calculations of 1st Reserves	1.733.912.939,00	
11	<b>First dividend to Shareholders</b>	9.572.353,41	
	Cash	9.572.353,41	
	Bonus		
	Total	9.572.353,41	
12	Dividend to privileged shareholders		
13	<b>Dividend to the Board members and Employees</b>		
	BoD		
	Employees		
	Non Shareholders		
14	<b>Dividend to redeemed shareholders</b>		
15	<b>Secondary dividends to shareholders</b>	1.190.427.646,59	
16	<b>Secondary legal reserves</b>	119.042.764,66	
17	Statutory reserves		
18	Special reserves	6.703.414,67	6.703.414,67
19	<b>EXTRAORDINARY RESERVES</b>	346.760.469,67	234.358.443,83
20	<b>Other Distributable Reserves</b>		
	- Previous Year Profit		
	- Extraordinary reserves		
	- Other distributable reserves as per the law and the Articles of Association		

TABLE OF DIVIDEND RATIO						
		TOTAL DISTRIBUTED DIVIEND		TOTAL DISTRIBUTED DIVIEND / NET DISTRIBUTABLE PROFIT FOR THE PERIOD	DIVIDEND CORRESPONDING TO SHARE AMOUNTING TO 1 TL NOMINAL VALUE	
		CASH (TL)	NON CASH (TL)	RATE (%)	TUTARI (TL)	ORANI (%)
BRÜT		1.200.000.000,00	-	71,75%	6,2681	626,81
NET*		1.020.000.000,00	-	60,99%	5,3278	532,78

\* The net calculation is made with the assumption that there will be 15% income tax withholding.