

KONYA ÇİMENTO SANAYİİ A.Ş.
INFORMATION NOTE ON THE GENERAL ASSEMBLY OF SHAREHOLDERS

2022 Ordinary General Assembly of Shareholders of our Company shall take place on 27 March 2023, at 11.00 a.m. at the Company head office, at Horozluhan Mahallesi, Cihan Sokak, No:15 Selçuklu/KONYA, and the notification and agenda of the general assembly are posted on the corporate website and the Public Disclosure Platform on 28 February 2023.

Additional explanations required under the Corporate Governance Communiqué No. II-17.1 of the Capital Markets Board ("CMB") are given below.

OUR ADDITIONAL EXPLANATIONS UNDER THE CORPORATE GOVERNANCE PRINCIPLES

I. Shareholding Structure and Voting Rights

There are no privileges regarding voting rights in the Articles of Association of our Company. Each share has one vote.

Below table includes the voting rights of the existing shareholders as of the announcement date of this Information Note.

Shareholder (Trading Title/Name)	Share Amount (TL)	Interest (%)
PARFICIM SA. (VICAT SA.- FRANSA GRUBU)	3,990,220.91	81.88
KONYA ÇİMENTO TİCARET LTD. ŞTİ.	71,219.53	1.46
OTHER	811,999.56	16.66
TOTAL	4,873,440.00	100.00

II. Managerial and Operational Changes that have a Material Effect on the Business Operations of the Company and its Subsidiaries in the Past Accounting Period or Planned for the Future Periods, and Information on the Justifications of such Changes

In 2022, no management and operational changes took place that have a material effect on the business operations of the Company and its Subsidiaries in the past accounting period or planned for the coming accounting periods,

However, material disclosures made by our Company under the applicable legislation are posted on <http://www.kap.gov.tr>.

III. Information on the requests of Shareholders to add a new item to the Agenda:

At the time of drafting the agenda of the 2022 Ordinary General Assembly of Shareholders to be held on 27 March 2023, shareholders have not made a written request to the Investor Relations Department to add any new item to the agenda. As such, our Company has not received any request from the CMB and/or other competent public agencies and organizations to add any new items to the agenda.

IV. Explanations on the Agenda Items of the Ordinary General Assembly of Shareholders to be held on 27 March 2023

1. Opening and composition of the Meeting Presidency

Pursuant to the “Turkish Commercial Code No. 6102 (“**TCC**”), the “Regulation on the Procedures applicable to the General Assemblies of Joint-stock Companies and the Representatives from the Ministry of Customs and Trade attending these General Assemblies (“**Regulation**”), Articles of Association of the Company, and the General Assembly Internal Directive, the President of the Meeting that will preside the General Assembly of Shareholders, and the Meeting Presidency shall be elected.

2. Authorizing the Meeting Presidency to sign the Minutes of the General assembly of Shareholders, on behalf of the Shareholders

Approval of our shareholders shall be sought for authorizing the Meeting Presidency to sign the minutes of the General Assembly of Shareholders on behalf of the shareholders, to facilitate and shorten the time needed for procedures.

3. Reading, discussing and approving the Annual Report for 2022, prepared by the Board of Directors

Pursuant to the TCC, the Regulation, Capital Market Law, and the applicable regulations, the General Assembly of Shareholders shall be informed on the Annual Report prepared by the Board of Directors for the accounting period between 1 January 2022 and 31 December 2022 and made available to the shareholders for three weeks before the General Assembly, at the Company head office, on the corporate website (www.konyacimento.com.tr), the Public Disclosure Platform, and the electronic general meeting system of the Central Registration Agency. This Report shall be open for discussion and submitted to approval.

4. Reading 2022 Independent Auditor’s Reports

Pursuant to the TCC, the Regulation, Capital Market Law, and the applicable regulations, the General Assembly of Shareholders shall be informed on the independent auditor’s reports issued in compliance with the TCC and CMB regulations, made available to the shareholders three weeks before the General Assembly at the Company head office, on the corporate website (www.konyacimento.com.tr), the Public Disclosure Platform, and the electronic general meeting system of the Central Registration Agency. This Report shall be open for discussion and submitted to approval.

5. Reading, discussing and approving 2022 Financial Statements

Pursuant to the TCC, the Regulation, Capital Market Law, and the applicable regulations, General Assembly of Shareholders shall be informed on the 2022 financial statements that have been made available to the shareholders for three weeks before the General Meeting at the Company head office, corporate website (www.konyacimento.com.tr), the Public Disclosure Platform, and the electronic general meeting system of the Central Registration Agency, and the financial statements shall be submitted to the comments and approval of the shareholders.

6. Releasing the Directors and Auditors on account of their activities in 2022

The release of the members of Board of Directors from the operations, transactions, and accounts in 2022 shall be submitted to the approval of General Assembly of Shareholders, under the provisions of the TCC and the Regulation.

7. Determining the number of members of the Board of Directors, electing these members and determining the length of their term of office

Our Company is managed by a Board of Directors composed of minimum 7 members to be elected at the General Assembly of Shareholders for maximum three years under the Turkish Commercial Code and Articles 22 and 23 of Articles of Association of our Company.

Pursuant to the TCC, the Regulation and the requirements set by the Capital Market Board, members of the Board of Directors, whose term of office has expired, shall be replaced in line with the provisions of the Articles of Association governing the election of members of the Board of Directors. Furthermore, independent members of the board of directors shall be elected pursuant to Corporate Governance Communiqué No. II-17.1 of the CMB.

As a result of the assessment made in 2022 under the Corporate Governance Communiqué No. II-17.1 of the CMB, our Company is in Group One. Therefore, it is sufficient to have four independent members in the Board of Directors of our Company.

Our Company's Board of Directors evaluated the report on the independent board member candidates prepared by the Nomination and Compensation Committee pursuant to article 4.3.7 of CMB Corporate Management Principles, the annex of the Communiqué on the Corporate Governance (II-17.1). It has been decided that Mr. Aydın ESEN, Mr. Hüseyin ÇEVİK, Mrs. Zeynep KARAÇOR and Mr. Selçuk ÖZTÜRK to be determined as an independent member candidate for the board of directors and an application has been made to the Capital Markets Board for opinion on the independent member candidate list.

It has been decided by CMB not to express any negative opinion about the aforementioned independent member candidates, taking into account the independence declarations and CVs of Mr. Aydın ESEN, Mr. Hüseyin ÇEVİK, Mrs. Zeynep KARAÇOR and Mr. Selçuk ÖZTÜRK that they meet the conditions set forth in Article 4.3.6 of the Corporate Governance Principles. Mr. Aydın Esen, Mr. Hüseyin Çevik Mrs. Zeynep Karaçor and Mr. Selçuk Öztürk, have been nominated as candidates for the board of directors within this scope.

Resumes of the candidates for the Board of Directors and Declarations of Independence of candidates for independent directors are given in ANNEX-2.

8. Providing information on the written remuneration principles for the members of the Board of Directors and senior offices under the Capital Market Board regulations

According to the Compulsory Corporate Governance Principle number 4.6.2, remuneration principles relating to members of the Board of Directors and senior managers must be set forth in writing and submitted to the information of shareholders at the General Assembly as a separate agenda item, and the shareholders must be given with the opportunity to declare their opinion. Accordingly, information shall be provided at the General Assembly on the "Policy on Remuneration of Members of the Board of Directors and Senior Executives" which has been prepared by the Board of Directors under the CMB regulations, and submitted to the information of the shareholders in the previous ordinary general assemblies and disclosed to the public.

9. Deciding on the remuneration of the members of the Board of Directors

Remuneration of the members of the Board of Directors shall be determined according to the TCC, Regulation, our Articles of Association, and "Policy on Remuneration of Members of the Board of Directors and Senior Executives" and submitted to the approval of the General Assembly.

10. Discussing and approving the selection of the Independent Audit Company by the Board of Directors under the Turkish Commercial Code and the Capital Market Law

Upon consulting the Audit Committee, the Board of Directors decided to select KPMG Bağımsız Denetim ve Serbest Muhasebeci Mali Müşavirlik A.Ş. to audit financial statements of our Company for the 2023 financial period, and conduct other applicable activities under the Turkish Commercial Code and under the Capital Market legislation; and perform other relevant activities under this law, and this selection shall be submitted to the approval of the General Assembly.

11. Granting authorization to the chairman and members of the Board of Directors under Articles 395-396 of the Turkish Commercial Code

Members of the Board of Directors may perform transactions under the first paragraph of Article 395 (Ban on Performing Transactions with and Borrowing from the Company) and Article 396 (Competition Ban) of the Turkish Commercial Code only subject to the approval of the General Assembly. In order to fulfill the requirements of these provisions, proposal to grant this authorization shall be submitted to the approval of our shareholders at the General Assembly.

12. Providing information on the “Profit Distribution Policy” of the Company and deciding on the profit distribution proposal made by the Board of Directors for distribution of 2022 profit

Pursuant to the Capital Market legislation, the General Assembly shall be informed on the Profit Distribution Policy developed by the Company management and approved by the General Assembly on 21 March 2012. According to our financial statements covering the financial period between 01.01.2022 and 31.12.2022, prepared by our Company prepared in accordance with the Capital Markets Board's Communiqué No. II-14.1 and audited by KPMG Bağımsız Denetim ve Serbest Muhasebeci Mali Müşavirlik A.Ş., the Consolidated Net Period Profit of the parent company is TL **156.550.264,00 TL** and taking into account Profit Distribution Policy, long term group and Company strategies, investment and financial policies, profitability and cash status, to improve the financial structure of company and not to have financial need, it is decided not to distribute any profit and this issue shall be submitted to the approval of our shareholders at the General Assembly.

Profit Distribution Proposal to be submitted to the General Assembly are given in Annex-1.

13. Providing information on the amounts and beneficiaries of donations and assistance provided in 2022, and on policy changes, and requesting approval of the General Assembly for the upper limit proposed by the Board of Directors for donations that can be made in 2023

Pursuant to Article 6 of the CMB's Communiqué on Dividends No. II-19.1, when the upper limit of donations to be made are not set forth in the articles of association, this limit should be determined at the General Assembly, and the donations and payments that have been made should be submitted to the information of the shareholders at the ordinary general assembly. The total amount of donations made in 2022 was TL 1,486,468. The upper limit of donations and assistance to be provided in 2023 will be decided by General Assembly.

14. Informing Shareholders on the related party transactions in 2022 under the Capital Market Board regulations

General Assembly shall be informed on the summary and conclusion of the report on the related party transactions, which was prepared by the Company management under Articles 9 and 10 of the Corporate Governance Communiqué No. II-17.1 and disclosed to the public on 28 February 2023 on the corporate website and the Public Disclosure Platform.

15. Pursuant to the Capital Market Board regulations, informing General Assembly on the guarantees, liens, mortgages, and securities created by our Company in 2022 in favor of third parties and income or benefits obtained therefrom

Pursuant to Article 12 of the Corporate Governance Communiqué No. II-17.1, guarantees, liens, mortgages, and securities created by our Company in favor of third parties, and income or benefits obtained therefrom should be included in the agenda of the ordinary general assembly meeting as an individual item. There are no guarantees, liens and mortgages created in 2022 by our Company in favor of third parties.

16. Pursuant to the Capital Market Board regulations, seeking approval of the General Assembly for granting authorization to the shareholders that have management control, the members of the Board of Directors, the senior executives and their spouses and relatives related by blood or affinity up to the second degree, to perform a material transaction that may cause a conflict of interest with the company or its subsidiaries and/or perform any commercial transaction which is the same with the business or the company and its subsidiaries, directly or for a third party, or to participate in another company engaged in the same commercial business, in the capacity of a shareholder with unlimited responsibility, and informing the General Assembly on similar transactions performed in 2022

Pursuant to the Corporate Governance Principle No. 1.3.6, in the event shareholders that have management control, the members of the Board of Directors, the senior executives and their spouses and relatives related by blood or affinity up to the second degree, perform a material transaction that may cause a conflict of interest with the company or its subsidiaries and/or perform any commercial transaction which is the same with the business or the company and its subsidiaries, directly or for a third party, or participate in another company engaged in the same commercial business, in the capacity of a shareholder with unlimited responsibility, these transactions are included in the agenda of the General Assembly in the form of an individual agenda item in order to provide detailed information at the General Assembly, and also recorded down in the minutes of the General Assembly.

In order to meet these requirements, approval of the shareholders shall be sought at the General Assembly for granting this authorization, and information shall be provided on similar transactions performed in 2022.

17. Wishes and Opinions

ANNEXES

ANNEX-1: Proposal of the Board of Directors for Distribution of the 2022 Profit and Proposed Profit Distribution Schedule

ANNEX-2: Resumes of the Candidates for the Board of Directors and Declarations of Independence of Candidates for Independent Membership

ANNEX 1
TO BE SUBMITTED TO THE GENERAL ASSEMBLY AS
A PROPOSAL

2022 DIVIDEND DISTRIBUTION TABLE OF KONYA ÇİMENTO SANAYİİ A.Ş. (TL)

1.	Paid-in/Issued Capital	4.873.440	
2.	General Legal Reserves (According to Legal Records)	51.151.381	
	Information on privileges (if any) related to dividend distribution pursuant to the articles of association	No privilege is granted for the distribution of profits.	
		<i>According to the Capital Markets Law</i>	<i>According to Legal Records</i>
3.	Profit for the Period	29.759.593,00	23.246.220,00
4.	Taxes (-)	-8.486.215,00	0,00
5.	NET PROFIT (LOSS) FOR THE PERIOD (=)	21.273.378,00	23.246.220,00
6.	Losses from Previous Years (-)		
7.	General Legal Reserves (-)	-	
8.	DISTRIBUTABLE NET PROFIT FOR THE PERIOD	21.273.378,00	23.246.220,00
9.	Donations within the year	937.470,00	
10.	Net Distributable Profit for the Period including the Donations	22.210.848,00	
11.	First Dividend to Shareholders	0	
	-Cash	0	
	-Bonus Share	0	
	-Total	0	
12.	Dividends Distributed to the Holders of Preferred Shares	0	
13.	Other Dividends Distributed	0	
	-to the Members of the Board of Directors		
	-to the Employees		
	-to those other than Shareholders		
14.	Dividends Distributed to the Holders of Profit Sharing Certificates	0	
15.	Second Dividend to Shareholders	0	
16.	General Legal Reserves	0	
17.	Statutory Reserves	0	0
18.	Special Reserves	0	0
19.	EXTRAORDINARY RESERVES	21.273.378,00	23.246.220,00
	Other Resources Required to be Distributed	0	0
20.	- Profit of the Previous Year		0
	- Extraordinary Reserves	0	0
	- Other Reserves Distributable pursuant to the Law and Articles of Association	0	0

	GROUP	TOTAL DIVIDENDS DISTRIBUTED		TOTAL DIVIDENDS DISTRIBUTED / DISTRIBUTABLE NET PROFIT FOR THE PERIOD	DIVIDEND CORRESPONDING TO A SHARE WITH A NOMINAL VALUE OF TL 1	
		CASH (TL)	BONUS SHARE (TL)	RATIO %	AMOUNT (TL)	RATIO (%)
NET	-	0.00	0.00	0.00	0.00	0.00

ANNEX 2

Résumés of the candidate Members of the Board and declarations of independence of independent member candidates

Name and Surname	Sex	Occupation	The First Election Date To Board	Offices Served in the Company in the Last 5 Years	Current Positions assumed outside the Company
MEHMET DÜLGER	Male	Architect, Urban Planner, Bureaucrat, Politician	31.03.2010	Chairman of the Board	
HÜSEYİN ERKAN	Male	Economist and Business Administrator	21.03.2012	Board Member	Istanbul Stock Exchange Board Member and Chairman(2007-2012)
GIANFRANCO LUBIESNY TANTARDINI	Male	Engineer	30.04.2018	Board Member	Manager in Vicat Group
JACQUES MERCERON VICAT	Male	Engineer	28.11.1991	Board Member	Manager in Vicat Group
GUY DOMINIQUE LOIS SIDOS	Male	Engineer	30.03.2006	Board Member	Chairman of the Board in Vicat Group
LOUIS MERCERON VICAT	Male	Business Administrator	20.03.2003	Board Member	Board Member in Vicat Group
PHILIPPE MICHEL LOUIS CHIORRA	Male	Attorney	24.03.2011	Board Member	Assistant General Manager in Vicat Group
SOPHIE SIDOS	Female	Accounting Specialist	20.03.2013	Board Member	Board Member in Vicat Group
AYDIN ESEN	Male	Economist	23.03.2018	Board Member	Consultant
HÜSEYİN ÇEVİK	Male	Businessman	28.03.2019	Board Member	Chairman of Konya Commodity Exchange Board
ZEYNEP KARAÇOR	Female	Academician	25.03.2021	Board Member	Selçuk University Department of Economics Professor
SELÇUK ÖZTÜRK	Male	Businessman	25.03.2021	Board Member	Chairman of Konya Chamber of Commerce

Name Surname	Aydın ESEN	
Date of Birth	23.09.1950	
Educational Background	School Name	Date of Graduations
Business Administration	Ankara University, Political Sciences Faculty	1971
Foreign Languages	English	
Duties Within The Last 10 Years	Starting Date / Leaving Date	Reason for Leaving
AED Consultancy -Owner	2002 – Still	
Management Duties are taken	Company	Date
Member of the Board of Directors	KONYA CİMENTO	2018-Still

Name Surname	Hüseyin ÇEVİK	
Date of Birth	1963	
Educational Background	School Name	Date of Graduations
Physics	Selçuk University-Science Faculty	1988
Foreign Languages	English	
Duties Within The Last 10 Years	Starting Date / Leaving Date	Reason for Leaving
Chairman of Konya Commodity Exchange Board	2015-Still	
Management Duties are taken	Company	Date
Member of Board of Directors	KONYA CİMENTO	2019-Still

Name Surname	Zeynep KARAÇOR	
Date of Birth	1970	
Educational Background	School Name	Date of Graduations
Economy	Selçuk University- Faculty of Economy and Administrative Sciences	1992
Foreign Languages	English	
Duties Within The Last 10 Years	Starting Date / Leaving Date	Reason for Leaving
Professor at Selçuk University Economy Department	1994-Still	--
Management Duties are taken	Company	Date
Member of Board of Directors	KONYA CİMENTO	2021-Still

Name Surname	Selçuk ÖZTÜRK	
Date of Birth	1967	
Educational Background	School Name	Date of Graduations
Mechanical Engineering	İstanbul Technical University- Faculty of Engineering	1988
Foreign Languages	English	
Duties Within The Last 10 Years	Starting Date / Leaving Date	Reason for Leaving
Chairman at Konya Chamber of Commerce	2011-Still	--
Management Duties are taken	Company	Date
Member of Board of Directors	KONYA CİMENTO	2021-Still

Declaration for Independence

I was nominated to serve as a Independent Board Member for Konya Çimento Sanayii A.Ş. (The Company) Board Of Directors, under the regulations, contracts and the scope of the criteria set by the Capital Markets Board Corporate Governance Principles declared.

In this context, I declare that;

- a) Within the last five years, no executive employment relation that would give important duties and responsibilities has been established between myself, my spouse, my second degree relatives by blood or by marriage and (i) the Company and (ii) the subsidiaries of Company, and (iii) shareholders who control the management of Company or who have significant influence in Company and juridical persons controlled by these shareholders; and that I neither possess more than 5% of any and all capital or voting rights or privileged shares nor have significant commercial relations,
- b) Within the last five years, I have not worked as an executive manager who would have important duties and responsibilities or have not been a member of the Board of Directors or been a shareholder (more than 5%) particularly in the companies that provide auditing, rating and consulting services for the Company (including tax audit, legal audit, internal audit), and in the companies that the Company purchase products and services from or sells products and services to within the framework of the agreements signed (during the timeframe of selling/purchasing of the products and services,
- c) I do have the professional training, knowledge, and experience that will help me properly carry out the tasks and duties I will assume as a result of my independent membership in the Board of Directors,
- d) In accordance with the legislations, I will not be working fulltime in public institutions and organizations (except working as an academician at the university) after being elected as a member,
- e) I am considered a resident in Turkey according to the Income Tax Law (n.193) dated 31/12/1960,
- f) I do have the strong ethical standards, professional standing and experience that will help me positively contribute to the activities of Company and remain neutral in conflicts of interests between Company shareholders, and that will help me take decisions freely by taking the rights of the stakeholders into consideration,
- g) I will be able to spare the sufficient time for the activities of the Company to an extent that will help me pursue the activities of the Company and fulfil the requirements of my tasks and duties,
- h) I have not been a member of the Board of Directors of the Company for more than 6 years in total within the last decade,
- i) I have not been an independent member of the Board of Directors in more than three of the companies controlled by the Company or by the shareholders who control the management of the Company and in more than five of the publicly traded companies in total,
- j) I have not been registered and announced on behalf of the juridical person elected as member of the Board of Directors,

Aydın ESEN

Declaration for Independence

I was nominated to serve as a Independent Board Member for Konya Çimento Sanayii A.Ş. (The Company) Board Of Directors, under the regulations, contracts and the scope of the criteria set by the Capital Markets Board Corporate Governance Principles declared.

In this context, I declare that;

a) Within the last five years, no executive employment relation that would give important duties and responsibilities has been established between myself, my spouse, my second degree relatives by blood or by marriage and (i) the Company and (ii) the subsidiaries of Company, and (iii) shareholders who control the management of Company or who have significant influence in Company and juridical persons controlled by these shareholders; and that I neither possess more than 5% of any and all capital or voting rights or privileged shares nor have significant commercial relations,

b) Within the last five years, I have not worked as an executive manager who would have important duties and responsibilities or have not been a member of the Board of Directors or been a shareholder (more than 5%) particularly in the companies that provide auditing, rating and consulting services for the Company (including tax audit, legal audit, internal audit), and in the companies that the Company purchase products and services from or sells products and services to within the framework of the agreements signed (during the timeframe of selling/purchasing of the products and services,

c) I do have the professional training, knowledge, and experience that will help me properly carry out the tasks and duties I will assume as a result of my independent membership in the Board of Directors,

d) In accordance with the legislations, I will not be working fulltime in public institutions and organizations (except working as an academician at the university) after being elected as a member,

e) I am considered a resident in Turkey according to the Income Tax Law (n.193) dated 31/12/1960,

f) I do have the strong ethical standards, professional standing and experience that will help me positively contribute to the activities of Company and remain neutral in conflicts of interests between Company shareholders, and that will help me take decisions freely by taking the rights of the stakeholders into consideration,

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i) I have not been an independent member of the Board of Directors in more than three of the companies controlled by the Company or by the shareholders who control the management of the Company and in more than five of the publicly traded companies in total,

j) I have not been registered and announced on behalf of the juridical person elected as member of the Board of Directors,

Hüseyin ÇEVİK

Declaration for Independence

I was nominated to serve as a Independent Board Member for Konya Çimento Sanayii A.Ş. (The Company) Board Of Directors, under the regulations, contracts and the scope of the criteria set by the Capital Markets Board Corporate Governance Principles declared.

In this context, I declare that;

a) Within the last five years, no executive employment relation that would give important duties and responsibilities has been established between myself, my spouse, my second degree relatives by blood or by marriage and (i) the Company and (ii) the subsidiaries of Company, and (iii) shareholders who control the management of Company or who have significant influence in Company and juridical persons controlled by these shareholders; and that I neither possess more than 5% of any and all capital or voting rights or privileged shares nor have significant commercial relations,

b) Within the last five years, I have not worked as an executive manager who would have important duties and responsibilities or have not been a member of the Board of Directors or been a shareholder (more than 5%) particularly in the companies that provide auditing, rating and consulting services for the Company (including tax audit, legal audit, internal audit), and in the companies that the Company purchase products and services from or sells products and services to within the framework of the agreements signed (during the timeframe of selling/purchasing of the products and services,

c) I do have the professional training, knowledge, and experience that will help me properly carry out the tasks and duties I will assume as a result of my independent membership in the Board of Directors,

d) In accordance with the legislations, I will not be working fulltime in public institutions and organizations (except working as an academician at the university) after being elected as a member,

e) I am considered a resident in Turkey according to the Income Tax Law (n.193) dated 31/12/1960,

f) I do have the strong ethical standards, professional standing and experience that will help me positively contribute to the activities of Company and remain neutral in conflicts of interests between Company shareholders, and that will help me take decisions freely by taking the rights of the stakeholders into consideration,

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i) I have not been an independent member of the Board of Directors in more than three of the companies controlled by the Company or by the shareholders who control the management of the Company and in more than five of the publicly traded companies in total,

j) I have not been registered and announced on behalf of the juridical person elected as member of the Board of Directors,

Zeynp KARAÇOR

Declaration for Independence

I was nominated to serve as a Independent Board Member for Konya Çimento Sanayii A.Ş. (The Company) Board Of Directors, under the regulations, contracts and the scope of the criteria set by the Capital Markets Board Corporate Governance Principles declared.

In this context, I declare that;

a) Within the last five years, no executive employment relation that would give important duties and responsibilities has been established between myself, my spouse, my second degree relatives by blood or by marriage and (i) the Company and (ii) the subsidiaries of Company, and (iii) shareholders who control the management of Company or who have significant influence in Company and juridical persons controlled by these shareholders; and that I neither possess more than 5% of any and all capital or voting rights or privileged shares nor have significant commercial relations,

b) Within the last five years, I have not worked as an executive manager who would have important duties and responsibilities or have not been a member of the Board of Directors or been a shareholder (more than 5%) particularly in the companies that provide auditing, rating and consulting services for the Company (including tax audit, legal audit, internal audit), and in the companies that the Company purchase products and services from or sells products and services to within the framework of the agreements signed (during the timeframe of selling/purchasing of the products and services,

c) I do have the professional training, knowledge, and experience that will help me properly carry out the tasks and duties I will assume as a result of my independent membership in the Board of Directors,

d) In accordance with the legislations, I will not be working fulltime in public institutions and organizations (except working as an academician at the university) after being elected as a member,

e) I am considered a resident in Turkey according to the Income Tax Law (n.193) dated 31/12/1960,

f) I do have the strong ethical standards, professional standing and experience that will help me positively contribute to the activities of Company and remain neutral in conflicts of interests between Company shareholders, and that will help me take decisions freely by taking the rights of the stakeholders into consideration,

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h) I have not been a member of the Board of Directors of the Company for more than 6 years in total within the last decade,

i) I have not been an independent member of the Board of Directors in more than three of the companies controlled by the Company or by the shareholders who control the management of the Company and in more than five of the publicly traded companies in total,

j) I have not been registered and announced on behalf of the juridical person elected as member of the Board of Directors,

Selçuk ÖZTÜRK