

BATICIM BATI ANADOLU CIMENTO SANAYII A.S.
ORDINARY GENERAL ASSEMBLY MEETING MINUTES
HELD ON 28/04/2010

Ordinary General Assembly Meeting of Baticim Bati Anadolu Çimento Sanayii Anonim Şirketi was held on 28/04/2010 at 14:00 at the company's registered office address of Ankara Cad. 335 Bornova, IZMIR in the meeting hall in order to discuss the agenda published in the 05/04/2010 dated and 7536 numbered Turkey Trade Gazette and the newspapers Yeni Asır and Milliyet dated 09/04/2010.

Mr. Arif BULUT and Mrs. Sevil OZDEMIR who were assigned with the 28/04/2010 dated and 5806 numbered letter of Izmir Chamber of Industry and Trade attended the Ordinary General Assembly Meeting on behalf of the Ministry of Industry and Trade. The auditors were also attended the meeting. The Articles of Association was also available in the meeting.

As it is understood from the examination of the list of attendants, from the 7.084.000.000 shares corresponding to the total capital of the Company's shares amounting to TL 70.840.000 the shareholders who took an entrance card to the Ordinary General Assembly Meeting 2.364.575,938 shares were represented personally and 98.037,951 shares by proxy and totally 2.462.613,889 shares were represented. After it was determined that the meeting quorum was provided and that there was not any legal obstacle for conducting the meeting by the commissars of the Ministry the meeting was opened by Mr. Feyyaz IZMIROGLU, the Chairman of the Board of Directors.

After according to the 15. Article of the Articles of Association Feyyaz IZMIROGLU, Chairman of the Board of Directors, welcomed the shareholders as the chairman of the meeting he called the Ordinary General Assembly with respect to the great Atatürk, state elders, martyrs and board member Sevinc IZMIROGLU who passed away on 02.03.2010 and other deceased company employees for a moment of silence.

Article 1 of the Agenda:

In accordance with Article 15 of the Company's Articles of Association, Chairman of the Board of Directors Feyyaz IZMIROGLU assumed the post of Chairman of the General Assembly. Alpay YILMAZ as the Minutes Clerk and Mehmet Bülent EGELI as the Vote Collector were appointed unanimously. Authorization of the Meeting Presidency to sign the minutes and all other documents of the meeting on behalf of the Ordinary General Assembly was accepted unanimously.

Article 2 of the Agenda:

After it was decided unanimously not to read the Annual Report of the Board of Directors though it was distributed previously, the balance sheet, independent external audit report, profit and loss accounts of the year 2009 were read separately and no one took the floor in the negotiations. The Annual Report of the Board of Directors, Audit Report and Independent Audit Report were voted in separately and accepted unanimously. Balance Sheet and Income Statement of the year 2009 were voted in separately and accepted unanimously.

Article 3 of the Agenda:

The Chairman of the Meeting read and explained the amount of the donations and supports (44.850,82 TL) made in the year 2009. No one took the floor in the negotiations. After the voting the donations and supports made in the year were accepted unanimously.

Article 4 of the Agenda:

The members of the Board of Directors and members of the Supervisory Board, 2009 accounts and were acquitted for their activities and all other dispositions separately and with open ballot of the persons who could take part in the voting unanimously.

Article 5 of the Agenda:

The motion for the Supervisory Board Memberships whose term of office were expired was read; T. Dündar ULUSEL and Musa Levent ERORTER were elected for one year as the Supervisory Board Members. It was accepted unanimously to pay an annual gross wage of 24.000,- TL to each of the Supervisory Board members separately.

Article 6 of the Agenda:

The profit distribution policy of our company was read as follows.

Unless there are extraordinary economic adversities in the national or international markets or cash requirement is required due to a large investment, profit distribution is targeted as much as possible as long as the company makes profit in 2010 and subsequent years as in previous years.

Article 7 of the Agenda:

The following proposal of the Board of Directors related to the profit distribution of the year 2009 was read.

Distribution of the profit for the period:

Profit before tax	13.382.921,00
Payable taxes (-)	3.468.370,00
Net profit for the period	9.914.551,00
Primary legal reserve (-)	295.675,12
Net distributable profit for the period	9.618.875,88
Donations and supports made in the year (+)	44.850,82
First dividend calculated with the donations	
Net distributable profit for the period	9.663.726,70
First dividend to the partners (cash)	1.416.800,00
Dividend to the privileged shareholders	991.455,10
Dividend to the Members of the Board of Directors	6.714.893,23

INFORMATION ABOUT THE DIVIDEND PAY OUT RATIO

INFORMATION OF DIVIDEND FOR EACH SHARE

GROUP	Over period profit		Total dividend (TL)	Dividend for share with 1 TL nominal value	
	Cash	Bonus		Amount (TL)	Ratio (TL)
Gross A (privileged)	992.415,00	0,00	992.415,00	20,67531	2,067,53146
Gross B	1.415.840,00	0,00	1.415.840,00	0,02000	2,00000
Total	2.408.255,10	0,00	2.408.255,10	0,03400	3,39957
Net A (privileged)	843.552,84	0,00	843.552,84	17,57402	1,757,40174
Net B	1.203.464,00	0,00	1.203.464,00	0,01700	1,70000
Total	2.047.016,84	0,00	2.047.016,84	0,02890	2,88963

THE RATIO OF THE DISTRIBUTED PROFIT TO THE DONATIONS ADDED NET DISTRIBUTABLE PERIOD PROFIT

To the partners divided profit amount (TL)	The ratio of the distributed profit to the donations added net distributable period profit (%)
1.416.800	14,66

Information about the cash received profit share	For the share with 1 TL nominal value		
	TOTAL CASH	AMOUNT (TL)	RATIO (%)
Gross A (privileged)	992.415,10	20,67531	2.067,53146
Net A (privileged)	843.552,84	17,57402	1,757,40174
Gross B	1.415.840,00	0,02000	2,00000
Net B	1.203.464,00	0,01700	1,70000

It was proposed to make the profit distribution to the A Group privileged shares, B Group shares and Members of the Board of Directors in accordance with our Articles of Association, within the scope of the applicable laws and the decision related to the profit distribution of Capital Market Board dated 07.01.2010 and numbered 02/51 on 31.05.2010. The Chairman of the Meeting put into negation, but no one took the floor. As the result of the open ballot the profit distribution proposal of the Board of Directors was accepted unanimously.

Article 8 of the Agenda:

The Board of Directors proposed DRT Bagimsiz Denetim ve Servest Muhasebeci Mali Msavirlik A.. as the independent audit company for the year 2010 and it was accepted in the general assembly unanimously.

Article 9 of the Agenda:

Giving permission to the members of Board of Directors in accordance with Turkish Trade Law Articles 395 and 306 was accepted unanimously.

Article 10 of the Agenda:

The chairman of the meeting thanked everyone who contributed to the operations of 2009 and the meeting was ended.

(Signature)
Meeting Chairman
Feyyaz IZMIROGLU

(Signature)
Representative of Ministry of
Industry and Trade
Arif BULUT

(Signature)
Representative of Ministry of
Industry and Trade
Sevil OZDEMIR

(Signature)
Alpay YILMAZ
Minutes Clerk

(Signature)
Mehmet Blent EGELI
Vote Collector