

BATICIM BATI ANADOLU CIMENTO SANAYII A.S.
SPECIAL GENERAL ASSEMBLY MEETING MINUTES OF
A GROUP SHAREHOLDERS HELD ON 29.04.2011

Special General Assembly Meeting of A Group Shareholders of Baticim Bati Anadolu Çimento Sanayii Anonim Şirketi was held on 29/04/2011 at 14:30 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 06/04/2011 dated and 7788 numbered Turkey Trade Gazette and the newspapers Yeni Asır and Milliyet dated 13/04/2011.

Mr. Arif BULUT and Mrs. Sevil OZDEMIR who were assigned with the 04/04/2011 dated and 3689 numbered letter of Izmir Chamber of Industry and Trade attended the A Group Shareholders Special General Assembly Meeting on behalf of the Ministry of Industry and Trade. The auditors were also attended the meeting.

As it is understood from the examination of the list of attendants, TL 48.000.- of TL 70,840,000 which is the company capital belongs to Group A Shareholders and from the 4.800.000 shares the shareholders who took an entrance card to the A Group Shareholder's Special General Assembly Meeting 2.333.821 shares were represented personally and 249.851 shares by proxy. 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 Feyyaz IZMIROGLU, the Chairman of the Board of Directors.

After Feyyaz IZMIROGLU, Chairman of the Board of Directors, welcomed the shareholders, he called the Group A Shareholders Special 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 Nurullah IZMIROGLU assumed the post of Chairman of the General Assembly. Feyyaz ÜNAL as the Vote Collector and Mehmet Bülent EGELİ as the Minutes Clerk were appointed unanimously. Authorization of the Meeting Presidency to sign the minutes and all other documents of the meeting on behalf of the Special General Assembly of A Group Shares was accepted unanimously.

Article 2 of the Agenda:

It was unanimously determined to nominate Feyyaz IZMIROGLU, Mustafa BUKEY, Tufan UNAL, Turkan BALTALI, Meltem GUNEL, Sulun ILKIN, Mehmet Bulent EGELI, Necip TERZIBASIOGLU and Feyyaz UNAL for the memberships of Board of Directors for 3 years (2011-2013).

Article 3 of the Agenda:

The amendment of Article 3 of the Articles of Association titled "The Purpose and Subject of the Company" was discussed and it was unanimously decided to amend the Article 3 of the Articles of Association "exactly" as approved by the Ministry and the CMB.

As the agenda was completed, the President ended the meeting.

Feyyaz IZMIROGLU
President of the Council
(Signature)

Feyyaz UNAL
Vote Collector
(Signature)

Mehmet Bulent EGELI
Clerk
(Signature)

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

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