

**BATICIM BATI ANADOLU CIMENTO SANAYII A.S.**  
**SPECIAL GENERAL ASSEMBLY MEETING MINUTES OF**  
**A GROUP SHAREHOLDERS HELD ON 17/05/2013**

Special General Assembly Meeting of A Group Shareholders of Baticim Bati Anadolu Çimento Sanayii Anonim Şirketi for the year 2012 was held on 17/05/2013 at 15:00 at the company's registered office address of Ankara Cad. 335 Bornova, IZMIR in the meeting hall with the supervision of the representatives of the Ministry of Customs and Trade, Mr. Adil KILIC and Mr. Necdet TOKAT on behalf of the Ministry through the assignment letter of İzmir Provincial Directorate of Commerce dated April 15, 2013 and numbered 1284.

Invitations for the meeting were called in accordance with the law and as provided in the Articles of Association including also the agenda and announced on April 24, 2013 dated and 8306 numbered copy of the Trade Registry Gazette, on the website of the company at [www.baticim.com.tr](http://www.baticim.com.tr), on the Public Disclosure Platform (KAP) and on the Electronic General Assembly System of the Central Registry Agency (EGKS) within the due of time.

In the examination of the list of attendees it was understood that from the total capital of the Company's shares amounting to a nominal value of TL 75.000.000 the shares with a nominal value of TL 48.000 belong to A Group shareholders and from that totally the shares with a nominal value of TL 31.712,825 were attended in the meeting and 500.121,80 shares with a nominal value of TL 5.001.218 were represented by proxy and 2.671.160,70 shares with a nominal value of TL 26.711,607 TL were represented personally and thus the minimum meeting quorum stipulated in the law and the Articles of Association was existing and it was determined that the electronic general assembly preparations of the company were carried out within the framework of the Turkish Trade Law, Capital Market Board legislation and Central Registry Agency regulations and so the meeting was opened by Mehmet Feyyaz Nurullah IZMIROGLU.

Before continuing with the 1. Article of the Agenda the member of the board of directors Mehmet Bulent EGELI gave information about the electronic general assembly system and voting method.

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 Special General Assembly of A Group Shareholders for the formation of the Ordinary General Assembly Meeting. The Chairman of the Meeting appointed Feyyaz UNAL as the Vote Collector and Mehmet Bulent EGELI as the Minutes Clerk. Authorization of the Meeting Presidency to sign the minutes and all other documents of the meeting on behalf of the General Assembly was accepted unanimously.

Article 2 of the Agenda:

The chairman of the meeting explained the general assembly that the amendment texts related to the amendment of the articles 3, 4, 7, 8, 9, 10, 11, 12, 13, 14, 15, 17, 18, 20, 21, 22, 24, 25, 26, 26/A, 28, 30, 31 and 32 of Articles of Association were approved with the permission letter of Capital Market Board dated 25.03.2013 and numbered 29833736-110.03.02-831-2937 and the permission letter of Ministry of Customs and Trade dated 27.03.2013 and numbered 67300147/431.02.210-379002 2272.

The motion of the Chairman of the General Assembly was submitted to the General Assembly for the approval of the General Assembly regarding the changes made to all of the old and new forms of the Articles of Association without being read, which were submitted to the shareholders for review on the Public Disclosure Platform and on the Company website. It was accepted by the General Assembly with 31.712,825 affirmative votes against 0 negative votes.

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The meeting chairman presented information briefly to the general assembly about the amendments made to the amendment draft of the articles of association. Draft related to the Articles of Association was submitted to the approval of the general assembly as it was approved by T.R. Prime Ministry Capital Markets Board and the General Directorate of Internal Trade of the T.R. Ministry of Customs and Trade. Amendment to the Articles of Association was approved unanimously as it was approved by the T.R. Prime Ministry Capital Markets Board and the General Directorate of Internal Trade of the T.R. Ministry of Customs and Trade (Amendment texts approved of T.C. Prime Ministry Capital Markets Board and the General Directorate of Internal Trade of the T.R. Ministry of Customs and Trade were added to the meeting minutes.)

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

(Signature)  
Representative of Ministry of  
Customs and Trade  
Adil KILIC

(Signature)  
Representative of Ministry of  
Customs and Trade  
Necdet TOKAT

(Signature)  
Meeting Chairman  
Feyyaz Nurullah IZMIROGLU

(Signature)  
Vote Collector  
Feyyaz UNAL

(Signature)  
Minutes Clerk  
Mehmet Bulent EGELI