

**BATICIM BATI ANADOLU CIMENTO SANAYII A.S.**  
**SPECIAL GENERAL ASSEMBLY MEETING MINUTES OF**  
**A GROUP SHAREHOLDERS HELD ON 28/03/2014**

Special General Assembly Meeting of A Group Shareholders of Baticim Bati Anadolu Çimento Sanayii Anonim Şirketi was held on 28/03/2014 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 Ministry, Cevat AKGONULLU and Halil BACAŞIZ on behalf of the Ministry through the assignment letter of İzmir Provincial Directorate of Commerce dated March 13, 2014 and numbered 871.

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 March 11, 2014 dated and 8525 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 80.000.000 the shares with a nominal value of TL 48.000 belong to A Group shareholders and from that totally 41.089.804,50 shares with a nominal value of TL 27.393,203 were attended in the meeting and 1.806.924,00 shares with a nominal value of TL 1.204,616 were represented by proxy and 39.282.880,50 shares with a nominal value of 26.188,587 TL were represented personally and

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 IZMİROĞLU assumed the post of Chairman of the Ordinary General Assembly for the formation of the Ordinary General Assembly Meeting. The Chairman of the Meeting appointed Feyyaz UNAL as the Vote Collector and Mehmet Bulent EGELİ 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 with 41.089.804,00 affirmative votes against 0 negative votes.

Article 2 of the Agenda:

The motion submitted jointly by Feyyaz Nurullah IZMİROĞLU and Tufan UNAL for the determination of the members of the Board of Directors for the approval of the General Assembly was read. Since there is no other motion for the nomination of board members to serve for a period of 3 years, Mr. Feyyaz Nurullah IZMİROĞLU, Mr. Mehmet Mustafa BUKEY, Mr. Tufan UNAL, Mrs. Fatma Meltem GUNEL, Mrs. Sülün İLKİN, Mr. Mehmet Bulent EGELİ, Mr. Necip TERZİBASIOĞLU, Mr. Feyyaz UNAL, Mr. Kemal GREBENE, Mr. Musa Levent ERTORER and Mr. Tankut KARABACAK were accepted with 41.089.804,500 affirmative votes against 0 negative votes.

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

(Signature)

Meeting Chairman

Feyyaz Nurullah IZMİROĞLU

(Signature)

Representative of Ministry of

Customs and Trade

Cevat AKGONULLU

(Signature)

Representative of Ministry of

Customs and Trade

Halil BACAŞIZ