

BATICIM BATI ANADOLU CIMENTO SANAYII A.S.
ORDINARY GENERAL ASSEMBLY MEETING MINUTES
HELD ON 28/03/2014

The Ordinary General Assembly Meeting of Baticim Bati Anadolu Çimento Sanayii Anonim Şirketi for 2013 was held on 28/03/2014 at 15:15 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 Izmir Provincial Directorate of Commerce dated March 13, 2014 and numbered 870.

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, 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 8.000,000,000 shares corresponding to the total capital of the Company's shares amounting to TL 80,000,000, 5.647.780.878,70 shares with a nominal value of TL 56.094.303,945 were attended in the meeting and 2.069.222.462,70 shares with a nominal value of TL 20.675.360,003 were represented by proxy and 3.578.558.416,00 shares with a nominal value of TL 35.418.943,942 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.

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 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 3.781.637.978,70 affirmative votes against 1.866.142.900 negative votes.

Article 2 of the Agenda:

It was informed that the annual report was announced to the public (on the Public Disclosure Platform, the Electronic General Assembly System of the Central Registry Agency, at the website of the company www.baticim.com.tr and on the printed annual report booklet) before the General Assembly Meeting. Therefore only the motion regarding that there was no need to read the annual report, but the independent external audit report, balance sheet, profit and loss accounts of the year 2013 should be read, was submitted to the general assembly for approval. The motion was accepted with 3.781.637.978,70 affirmative votes against 1.866.142.900 negative votes.

The balance sheet, profit and loss accounts of the year 2013 and the reports of the independent external audit firm were read separately and there no one took the floor in the negotiations. As a result of voting, the Board of Directors' annual report and the independent audit report were accepted with 3.781.637.978,70 affirmative votes against 1.866.142.900 negative votes.

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Article 3 of the Agenda;

The Chairman of the meeting informed the general assembly about the donations and supports made in 2013, which amounted to TL 163.156,38, from which TL 144.086,38 was in kind and TL 19.070,00 in cash.

Article 4 of the Agenda;

The General Assembly was informed that the Company did not granted collaterals, pledges and mortgages in favor of third parties and therefore did not have any income and benefits.

Article 5 of the Agenda:

The acquaintance of the Board of Directors was submitted to the approval of the General Assembly. The members of the Board of Directors without exercising their voting rights were acquitted with 3.781.637.978,70 affirmative votes against 1.866.142.900 negative votes of the other shareholders attended the meeting.

Article 6 of the Agenda:

Group A shareholders were nominated for the approval of the General Assembly. Accordingly, to serve for a period of 3 years, Mr. Feyyaz Nurullah IZMIROGLU, Mr. Mehmet Mustafa BUKEY, Mr. Tufan UNAL, Mrs. Fatma Meltem GUNEL, Mrs. Sülün İLKİN, Mr. Mehmet Bulent EGELİ, Mr. Necip TERZIBASIOGLU, Mr. Feyyaz UNAL, Mr. Kemal GREBENE, Mr. Musa Levent ERTORER and Mr. Tankut KARABACAK received 3.655.620.682,500 affirmative votes against 1.992.160.196,200 negative votes and was elected to memberships of the Board of Directors by majority vote.

Article 7 of the Agenda:

The proposal of the board of directors on the remuneration to be paid to independent board members was read. The monthly gross salary of TL 7.000 to each of the independent board members for the accounting period of 2014 was accepted with 3.780.077.478,700 affirmative votes against 1.867.703.500,000 negative votes.

Article 8 of the Agenda:

The proposal made by the Board of Directors to determine the upper limit of donations to be made in 2014 as TL 300.000 was read. The upper limit of the donations for the accounting period of 2014 was determined as TL 300.000 and was accepted with 3.599.978.282,50 affirmative votes against 2.047.802,596,200 negative votes.

Article 9 of the Agenda:

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

Profit distribution policy;

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 2014 and subsequent years as in previous years.

Article 10 of the Agenda:

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The proposal of the board of directors regarding the distribution of the profit of 2013 was read. Accordingly, the net profit for the year 2013 calculated according to the Capital Market Legislation and the net distributable profit for the period added the donations calculated for the period in which the 1. dividend will be calculated is TL 39.528.668.38.

As proposed by the Board of Directors within the framework of the Capital Markets Legislation and the Company's Articles of Association;

- a) To distribute a total gross TL 4,000,000 cash profit as the first dividend, Accordingly, a gross dividend of TL 0.05 (5%) and a net dividend of TL 0.0425 (4.25%) will be distributed to all shares with a nominal value of TL 1,
- b) To distribute cash gross dividend amounting to TL 4,036,551,60 to Group A privilegedshares, Accordingly, gross dividend distribution amounting to TL 84.14481 (8.414%, 48167) and TL 71.52309 (7.152,30942%) were distributed to Group A privilegedshares with a nominal value of TL 1,
- c) To distribute a total gross TL 2,018,275,60 cash dividend to the members of the Board of Directors,
- d) 605.482,68 TL as the second legal reserve,
- e) Allocating the remaining balance to extraordinary reserves,
- f) Distribution of cash profit dividend on 2 June 2014,

Were submitted to the approval of the General Assembly. The Board of Directors' proposal for dividend distribution was approved by majority vote with 3,781,637,978,700 affirmative votes against 1,866,142,900,000 negative votes.

Article 11 of the Agenda:

The Board of Directors proposed DRT Bagimsiz Denetim ve Servest Muhasebeci Mali Müsavirlik A.Ş. as the independent audit company for the year 2014 and it was accepted in the general assembly with 3.770.280.278,700 affirmative votes against 1.877.500.600,000 negative votes.

Article 12 of the Agenda:

Giving permission to the members of Board of Directors in accordance with Turkish Trade Law Articles 395 and 306 was accepted 3.776.987.978,700 affirmative votes against 1.870.792.900,000 negative votes.

Article 13 of the Agenda:

The chairman of the meeting took the floor and thanked everyone who contributed to the operations of 2013 on behalf of himself, the board and the partners.

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

(Signature)
Meeting Chairman
Feyyaz Nurullah IZMIROGLU

(Signature)
Representative of Ministry of
Customs and Trade
Cevat AKGONULLU

(Signature)
Representative of Ministry of
Customs and Trade
Halil BACAKSIZ