

BATICIM BATI ANADOLU CIMENTO SANAYII A.S.
SPECIAL GENERAL ASSEMBLY MEETING MINUTES OF
A GROUP SHAREHOLDERS HELD ON 11/04/2017

Special General Assembly Meeting of A Group Privileged Shareholders of Baticim Bati Anadolu Çimento Sanayii Anonim Şirketi was held on 11/04/2017 at 15:00 at the company's registered office address of Ankara Cad. 335 Bornova, IZMIR in the meeting hall in the meeting hall under the supervision of the Ministry representatives Adil KILIC and Mahmut CELIK who were assigned with the 07.04.2017 dated and 24057756 numbered letter of Izmir Provincial Directorate of Trade on behalf of Ministry of Customs and Trade.

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 with the 28 February 2017 dated and 9273 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.

As it is understood from the examination of the list of attendants, TL 48.000.- of TL 80.000,000 which is the company capital belongs to Group A Shareholders and 10.948.439,42 shares corresponding to a capital of TL 7.298,960 were represented by proxy and 37.104.203,08 shares corresponding to a capital of TL 24.736,135 TL personally and thus 48.052.642,50 shares corresponding to a total nominal value of TL 32.035.095 were presented and so 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 Mustafa BUKEY.

Article 1 of the Agenda:

In accordance with Article 15 of the Company's Articles of Association, Chairman of the Board of Directors Mehmet Mustafa BUKEY assumed the post of Chairman of the Special General Assembly. Mehmet Bulent EGELI as the Minutes Clerk and Feyyaz UNAL as the Vote Collector were appointed by the chairman of the meeting. 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 48.052.542,502 affirmative votes against 0 negative votes.

Article 2 of the Agenda:

Begum Egeli BURSALIGIL was elected as a member of the Board of Directors with the death of Mr. Feyyaz Nurullah IZMIROGLU from 29.07.2016 to 11.04.2017. Her nomination for the Board of Directors was presented to the approval of Group A shareholders. It was accepted with 48.052.542,502 affirmative votes against 0 negative votes.

Article 3 of the Agenda:

The motion submitted jointly by Mehmet Mustafa BUKEY and Tufan UNAL for the determination of the members of the Board of Directors and the members of Independent 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. Mehmet Mustafa BUKEY (TR No. 16664381140), Mr. Tufan UNAL (TR No. 36010737940), Mrs. Fatma Meltem GUNEL (TR No. 35017771056), Mrs. Sülün İLKİN (TR No. 31273868738), Mr. Mehmet Bülent EGELİ (TR No. 29686947034), Mr. Necip TERZIBASIOGLU (TR No. 1926298054), Mr. Feyyaz UNAL (TR No. 36001738222), Mr. Kemal GREBENE (TR No. 35977739066), Mrs. Begum Egeli BURSALIGIL (TR No. 29617949366) as Board of Directors member nominees Mr. Musa Levent ERTORER (TR No. 14915439466) and Mr. Tankut KARABACAK (TR No. 51943208596) as independent Board of Directors member nominees were accepted with 48.052.542,502 affirmative votes against 0 negative votes.

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Article 4 of the Agenda:

With the motion submitted by Mehmet Bulent EGELI it was stated that though the draft of Amendment of the 6. Article of Articles of Association with the permission letter of Capital Market Board dated 02.01.2017 and numbered 29833736-110.04.02-E.63 and the permission letter of Ministry of Customs and Trade dated 13.01.2017 and numbered 50035491-431.02-E-00021836887 was submitted to the examination of the shareholders on Public Disclosure Platform and Company website there was no need to read its old version and only new version might be read and this motion was accepted with 48.052.542,502 affirmative votes against 0 negative votes.

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) and pursuant to the amendment of the 6. Article of the Articles of Association the Board of Directors was authorized to increase the issued capital ceiling from TL 150.000.000 to TL 400.000.000 and it was accepted with 48.052.542,502 affirmative votes against 0 negative votes.

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

(Signature)

Mehmet Mustafa BUKEY
Chairman of the Meeting

(Signature)

Adil KILINC
Representative of
Ministry of Customs and Trade

(Signature)

Mahmut CELIK
Representative of
Ministry of Customs and Trade

(Signature)

Feyyaz UNAL
Vote Collector

(Signature)

Mehmet Bulent EGELI
Minutes Clerk

BATICIM BATI ANADOLU CIMENTO SANAYII A.S.
AMENDMENT TEXT OF ARTICLES OF ASSOCIATION

OLD FORM:	NEW FORM:
<p>COMPANY'S CAPITAL Article: -6- The Company has accepted the registered capital system in accordance with the provisions of the Capital Markets Law no. 2499 and has adopted this system with the decision of the Capital Market Board dated 22.09.1994 and numbered 946. The registered capital of the Company is 150.000.000 (one hundred and fifty million) Turkish Liras and this capital amount is divided into 15.000.000.000 (fifteen billion) shares each with a nominal value of 1 (one) Kurus.</p> <p>The permission of the registered capital ceiling granted by the Capital Market Board is valid for the years 2012-2016 (5 years). Even if the registered capital ceiling has not been reached at the end of 2016, the Board of Directors must obtain authorization from the general assembly for a new period by obtaining permission from the Capital Market Board for a ceiling or a new ceiling amount in order for the Board of Directors to make a capital increase decision after 2016. If the authorization is not obtained, the company is deemed to have left the registered capital system.</p> <p>The issued capital of the company is 70.840,000 (seventy million eight hundred forty thousand) Turkish Liras, which is fully paid, divided into 7.084.000.000 (seven billion eighty four million) shares each with a nominal value of 1 (one) Kurus.</p> <p>For this capital, 48,000 (forty-eight thousand) Turkish Lira each of 4,800,000 (four million eight hundred thousand) Group A bearer shares with a nominal value of 1 Kurus and 70,8792,000 (seventy-five million seventeen hundred ninety-two thousand) Turkish Lira each with a nominal value of 1 Kurus, a total of 7,084,000,000 (seven billion eighty-four million) bearer shares, of which 7.079.200.000 (seven billion seventy-nine million two hundred thousand) Group B bearer shares were issued and distributed to the shareholders in proportion to their shares.</p> <p>13 January 2017 (Seal and Signature)</p>	<p>COMPANY'S CAPITAL Article: -6- The Company has accepted the registered capital system in accordance with the provisions of the Capital Markets Law no. 6362 (Seal) and has adopted this system with the decision of the Capital Market Board dated 22.09.1994 and numbered 946. The registered capital of the Company is 400.000.000 (fourhundred million) Turkish Liras and this capital amount is divided into 40.000.000.000 (forty billion) shares each with a nominal value of 1 (one) Kurus.</p> <p>The permission of the registered capital ceiling granted by the Capital Market Board is valid for the years 2017-2021 (5 years). Even if the registered capital ceiling has not been reached at the end of 2021, the Board of Directors must obtain authorization from the general assembly for a new period in order not to exceed the ceiling by obtaining permission from the Capital Market Board for a ceiling or a new ceiling amount in order for the Board of Directors to make a capital increase decision after 2021. If the authorization is not obtained, the capital increase cannot be made with the decision of Board of Directors. (Seal) company is deemed to have left the registered capital system.</p> <p>The issued capital of the company is 80.000.000 (eighty million) Turkish Liras, which is fully paid without simulation, divided into 8.000.000.000 (eight billion) shares each with a nominal value of 1 (one) Kurus.</p> <p>The capital of the company may be increased or decreased in accordance with the provisions of Turkish Trade Code and Capital Market Legislation. (Seal) For this capital, 48,000 (forty-eight thousand) Turkish Lira each of 4,800,000 (four million eight hundred thousand) Group A bearer shares with a nominal value of 1 Kurus and 70,8792,000 (seventy-five million seventeen hundred ninety-two thousand) Turkish Lira each with a nominal value of 1 Kurus, a total of 7,084,000,000 (seven billion eighty-four million) bearer shares, of which 7.079.200.000 (seven billion seventy-nine million two hundred thousand) Group B bearer shares were issued and distributed to the shareholders in proportion to their shares.</p> <p>02 January 2017 (Seal and Signature)</p>

BATICIM BATI ANADOLU CIMENTO SANAYII A.S.
AMENDMENT TEXT OF ARTICLES OF ASSOCIATION

OLD FORM:	NEW FORM:
<p>The Board of Directors is authorized to increase the issued capital by issuing bearer shares up to the registered capital ceiling when deemed necessary in accordance with the provisions of the capital market law between 2012 and 2016, to issue shares above the nominal value, to partially or completely restrict the shareholders' right to buy new shares and to make decisions in these matters. New shares cannot be issued unless all of the issued shares are sold and their amounts are collected. The nominal value of the shares is 500 (five hundred) TL, and in accordance with the Law Amending the Turkish Commercial Code numbered 5274, 1 (one) New Kuruş, and then the New Turkish Lira and New Kuruş with the Decision of the Council of Ministers dated 4 April 2007 and numbered 2007/11963 have been changed to 1 (one) Kuruş due to the abolition of "New" phrase on 1 January 2009. As a result of this change, the total number of shares has decreased and a share with a nominal value of 1 (one) (New) Kuruş has been given for 20 (twenty) shares of 500 (five hundred) TL. The rights of the shareholders arising from the shares they have in relation to the said change are reserved.</p> <p>The terms "Turkish Lira" in this Articles of Association are amended in accordance with the decision of the Council of Ministers mentioned above.</p> <p>The shares representing the capital shall be monitored within the framework of dematerialization principles.</p>	<p>The Board of Directors is authorized to increase the issued capital by issuing bearer shares up to the registered capital ceiling when deemed necessary in accordance with the provisions of the capital market law between 2017-2021, to issue new shares above the nominal value, to partially or completely restrict the shareholders' right to buy new shares and to make decisions in these matters. New share receiving authorization cannot be used in a way causing disparity among the share holders. (Seal)</p> <p>New shares cannot be issued unless all of the issued shares are sold and their amounts are collected. The nominal value of the shares is 500 (five hundred) TL, and in accordance with the Law Amending the Turkish Commercial Code numbered 5274, 1 (one) New Kuruş, and then the New Turkish Lira and New Kuruş with the Decision of the Council of Ministers dated 4 April 2007 and numbered 2007/11963 have been changed to 1 (one) Kuruş due to the abolition of "New" phrase on 1 January 2009. As a result of this change, the total number of shares has decreased and a share with a nominal value of 1 (one) (New) Kuruş has been given for 20 (twenty) shares of 500 (five hundred) TL. The rights of the shareholders arising from the shares they have in relation to the said change are reserved.</p> <p>The terms "Turkish Lira" in this Articles of Association are amended in accordance with the decision of the Council of Ministers mentioned above.</p> <p>The shares representing the capital shall be monitored within the framework of dematerialization principles.</p>

13 January 2017 (Seal and Signature)

02 January 2017 (Seal and Signature)

(stamp of the company and signature)