

**BATISOKE SOKE CIMENTO SANAYII TA.S.**  
**SPECIAL GENERAL ASSEMBLY MEETING MINUTES OF**  
**A GROUP SHAREHOLDERS HELD ON 29.04.2011**

Special General Assembly Meeting of A Group Shareholders of Batisoke Soke Çimento Sanayii Türk Anonim Şirketi was held on 29/04/2011 at 13:00 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 74.780,67.- of TL 78.750.000 which is the company capital belongs to Group A Shareholders and from the 7.478.067 shares the shareholders who took an entrance card to the A Group Shareholder's Special General Assembly Meeting 5.856 shares were represented personally and 7.428.067 shares by proxy and totally 7.433.923. 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 other deceased company employees for a moment of silence.

Article 1 of the Agenda:

In accordance with Article 18 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 UNAL as the Vote Collector and Mehmet Bulent 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:

According to the motion given by Feyyaz IZMIROGLU 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 being elected to the memberships of Board of Directors as A Group member nominee for three (3) years and submit to the approval of General assembly.

Article 3 of the Agenda:

The old and new texts of Article 3 of the Articles of Association titled "The Purpose" were read and discussed and it was unanimously decided to amend "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)

Commissars of Ministry of Industry and Trade

Arif BULUT  
(Signature)

Sevil OZDEMIR  
(Signature)

**BATISOKE SOKE CIMENTO SANAYII T.A.S.**  
**ORDINARY GENERAL ASSEMBLY MEETING MINUTES**  
**HELD ON 29/04/2011**

Ordinary General Assembly Meeting of Batisöke Söke Çimento Sanayii Türk Anonim Şirketi was held on 29/04/2011 at 13:15 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 3696 numbered letter of Izmir Chamber of Industry and Trade attended the Ordinary General Assembly Meeting on behalf of the Ministry of Industry and Trade. The auditors were also attended the meeting. The Articles of Association and share ledger were also available in the meeting.

As it is understood from the examination of the list of attendants, from the 7.875.0000.000 shares corresponding to the total capital of the Company's shares amounting to TL 78.750.000 the shareholders who took an entrance card to the Ordinary General Assembly Meeting 5.085.957 shares were represented personally and 5.876.601.814 shares by proxy and totally 5.881.687.771 shares were represented. 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 Mr. Feyyaz IZMIROGLU, the Chairman of the Board of Directors.

After according to the 18. Article of the Articles of Association Feyyaz IZMIROGLU, Chairman of the Board of Directors, welcomed the shareholders as the chairman of the meeting he called the Ordinary General Assembly with respect to the great Atatürk, state elders, martyrs and other deceased company employees for a moment of silence.

**Article 1 of the Agenda:**

The motion given for the establishment of the Ordinary General Assembly Meeting Presidency was read and as the result of the voting in accordance with Article 18 of the Company's Articles of Association, Chairman of the Board of Directors Feyyaz IZMIROGLU assumed the post of Chairman of the General Assembly. Akin KUS as the Minutes Clerk and Edhem Rifat BAYRAKTAROGU as the Vote Collector were appointed unanimously. Authorization of the Meeting Presidency to sign the minutes and all other documents of the meeting on behalf of the Ordinary General Assembly was accepted unanimously.

**Article 2 of the Agenda:**

After it was decided unanimously not to read the Annual Report of the Board of Directors though it was distributed previously, the balance sheet, independent external audit report, profit and loss accounts of the year 2010 were read separately and no one took the floor in the negotiations. The Annual Report of the Board of Directors, Audit Report and Independent Audit Report were voted in separately and accepted unanimously. Balance Sheet and Income Statement of the year 2010 were voted in separately and accepted unanimously.

**Article 3 of the Agenda:**

The Chairman of the Meeting read and explained the amount of the donations and supports (22.010,00 TL) made in the year 2010. No one took the floor in the negotiations. After the voting the donations and supports made in the year were accepted unanimously.

Article 4 of the Agenda:

The members of the Board of Directors and members of the Supervisory Board, 2010 accounts and were acquitted for their activities and all other dispositions separately and with open ballot of the persons who could take part in the voting unanimously.

Article 5 of the Agenda:

The old and new versions of the 3. Article of Articles of Association with the title "The Operation Purpose and Subject of the Company" were read within the scope of 24/02/2011 dated and 363-2204 numbered permission of Capital Market Board and 25/02/2011 dated and 351.02-1335-26257-1208 numbered permission of Ministry of Industry and Trade and the related article put into negotiation. As the result of the performed negotiations it was unanimously decided to amend the Article 3 of the Articles of Association "exactly" as approved by the Ministry and the CMB.

NEW FORM

Article: -3- THE PURPOSE AND SUBJECT OF THE COMPANY:

The foundation purpose and area of activity of the company are as follows;

- a) Production, construction, marketing, purchase, sale, import and export of cement and clinker materials, establishment of commercial and industrial plants in Turkey and abroad for this purpose, leasing, buying and selling of the plants, becoming a partner to the established ones or participating in them,
- b) Producing, manufacturing, marketing, buying and selling all kinds of cement products and their intermediate and final products, importing and exporting, establishing commercial and industrial facilities in Turkey and abroad for this purpose, leasing, renting, buying and selling of these,
- c) Production, marketing of all kinds of machines, cranes, construction and heavy construction machines, their equipment, tools and devices, electronic devices, durable consumer goods, finished and semi-finished products, spare parts related to the purpose and subject of the Company, purchase, sale, renting, leasing, importing and exporting of these, establishment of commercial and industrial facilities in Turkey and abroad for this purpose, renting, leasing, buying and selling, becoming a partner or participating in the established ones,
- d) Carrying out domestic and international transportation activities provided that will be in relation to the purpose and subject of the Company, producing, marketing, buying, selling, renting, leasing, importing and exporting all kinds of tires and spare parts of all kinds of land and sea vehicles, for this purpose, the establishment, leasing, renting, buying and selling of commercial and industrial facilities in Turkey and abroad, becoming a partner or participating in the established ones,
- e) Engaging in construction related with its subject, and carrying out plans, projects and other surveys and studies for this purpose,
- f) Production, marketing, purchase, sale, import and export of raw materials, fuel, energy, operation and repair materials required for the works mentioned in paragraphs (a) and (b) above, and establishment of commercial and industrial facilities for this purpose in Turkey and abroad, renting, leasing, buying and selling of these, becoming a partner or participating in the established ones,
- g) Engaging in mining related to the purpose and subject of the company on the basis of the project, provided that the other paragraphs are still valid, to export the minerals and ores for this purpose, to be sold in Turkey and abroad, in all kinds of marble, granite, limestone, travertine and other marble derivatives processing and establishment of all kinds of facilities for this purpose, all kinds of stone and

sand quarry, lime manufacturing activities and engage in the construction and contracting activities for these activities, exploration and preliminary operation and operation licenses of mining, marble and derivatives and stone and sand quarries, transfer and/or direct transfer and assignment,

h) Acquiring, dealing, renting, leasing, proving all kind of other usages related to the purpose and subject of useful reserves, certificates, licenses and privileges, brand, model, image and trade names, know-how and special manufacturing and procurement procedures, consultancy and engineering services and similar other intangible rights necessary for the related activities for the purpose and subject of the company and performing all kinds of other works and transactions on these issues,

i) Providing guarantees, collaterals, securities or pledges including mortgages on behalf of the Company and in favor of third parties, provided that the Company complies with the principles set forth in the capital market legislation; Acquisition, sale or construction of real estates related to the purpose and subject of the Company or assisting or facilitating it; In order to realize the purpose and subject of the Company, borrowing from the country and abroad with or without a collateral or with any other collateral, concluding and terminating the commercial enterprise pledge, guaranteeing the debts of third parties, establishing and abolishing mortgages and pledges and any other kind of rights. ,

j) Participation in legal entities in order to carry out auxiliary and facilitating activities in relation to the purpose and subject of the Company, establishment of partnership with domestic and foreign natural and legal persons, investment services and activities, but not in the nature of public law and private legal entities and purchase and sale of shares, making all kinds of savings on them,

k) The purchase and sale of all kinds of securities and all kinds of legal dispositions of the Company's field of activity and of the shares issued by private law or public law legal entities assisting or facilitating it, but not in the nature of investment services and activities,

l) Issuing, selling and buying all kinds of securities, which are not in the nature of investment services and activities, and making all kinds of legal savings on them,

m) Performing marketing, economical organization, consultancy feasibility studies related to the above works,

n) Giving, acquiring, transferring, leasing and establishing agencies, brokers, and dealerships in Turkey and abroad related to the purpose and subject of the Company,

o) Being able to carry out all kinds of training and education activities related to the purpose and subject of the Company, to cooperate with related institutions and to participate in its activities,

p) Establishing, constructing, renting or leasing of all kinds of ports, roads, bridges, canals, sewers, tunnels and railways related to the purpose and subject of the Company and performing loading and unloading operations, renting and leasing of commercial and industrial facilities, purchase of shares from those already established domestically and becoming a partner with them.

r) Benefiting from all kinds of technology and rationalization measures and to cooperate in this field in order to obtain business matters,

s) Engaging in all kinds of publicity and advertising related to the purpose and subject of the Company,

t) Establishing a production facility within the framework of autoproducer license in order to meet its own electricity and heat energy needs, in accordance with the relevant legislation regarding electricity market, generating electricity and heat energy, in case of excess production of the electricity and heat energy, to sell the capacity within the framework of the said legislation, to other legal entities and eligible consumers and to provide all equipment and fuel related to the electricity generation facility provided that it is not commercial.

u) Employment of domestic and foreign technical and expert persons in the facilities to be established, signing of service contracts with these persons and obtaining work permits of foreigners.

v) The Company; provided that there is no violation of the Capital Markets Law, necessary material disclosures are made and the donations made during the year are presented to the shareholders at the general assembly; It may provide donations and assistance to the agencies included in the General Budget, administrations with annexed budgets, special provincial administrations, municipalities and villages, foundations and associations established for social purposes, institutions and organizations engaged in scientific research and development activities.

In addition to the above-mentioned transactions, if it is desired to engage in other works that may be deemed useful and necessary for the Company in the future, upon the proposal of the Board of Directors, the arbitration shall be submitted to the approval of the General Assembly, and the actions requested after this decision is taken. The approval of the Ministry of Customs and Trade and the Capital Markets Board for the implementation of this decision, which is in the nature of the amendment of the Articles of Association, will be ensured to be registered and announced.

Article 6 of the Agenda:

The motion for the Board of Directors Memberships and Supervisory Board Memberships whose term of office were expired was read; as the result of the voting Feyyaz IZMIROGLU, Mustafa BUKEY, Tufan UNAL, Türkan BALTALI, Meltem GUNEL, Sülün ILKIN, Mehmet Bülent EGELİ, Necip TERZIBASIOGLU, FEYYAZ UNAL were elected unanimously to serve for a period of three years (3) to the Board of Directors Memberships.

The voting for Supervisory Board was made and T. Dundar ULUSEL and Musa Levent ERTORER Board were elected unanimously to serve for a period of one year as auditors and it was accepted to pay an annual gross wage of 22.000,00- TL to each of them separately.

Article 7 of the Agenda:

The profit distribution policy of our company was read as follows and information was given. 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 2011 and subsequent years as in previous years.

Article 8 of the Agenda:

The following proposal of the Board of Directors related to the profit distribution was read.

Distribution of the profit for the period:

Profit before tax	8.253.815,00
Payable taxes (-)	3.255.285,00
Net profit for the period	4.998.530,00
Primary legal reserve (-)	309.298,85
Net distributable profit for the period	4.689.231,15

Donations and supports made in the year (+)	22.010,00
First dividend calculated with the donations	
Net distributable profit for the period	4.711.241,15
First dividend to the partners (cash)	4.331.250,00
Dividend to the Members of the Board of Directors	249.926,50
Second legal reserve	64.367,65
Excess reserve	43.687,00

#### INFORMATION OF DIVIDEND FOR EACH SHARE

GROUP	Total dividend	Dividend for share with 1 TL nominal value	
	Amount (TL)	Amount (TL)	Ratio (%)
Gross A	4.112,94	0,05500	5,50000
Gross B	4.327.137,06	0,05500	5,50000
Total	4.331.250,00		
Net A	3.496,00	0,04675	4.67500
Net B	3.678.066,50	0,04675	4,67500
Total	3.681.562,50		

It was proposed to make the profit distribution for the year 2010 and profit distribution for the year 2010 to be paid to the Members of the Board of Directors pursuant to the above explained dividend distribution table in accordance with our Articles of Association, within the scope of the applicable laws and the provisions regulated by Capital Market Board related to the profit distribution from the date 16.05.2011 in cash. The Chairman of the Meeting put into negation, but no one took the floor. As the result of the open ballot the profit distribution proposal of the Board of Directors was accepted unanimously.

#### Article 9 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 2011 and it was accepted in the general assembly unanimously.

#### Article 10 of the Agenda:

Giving permission to the members of Board of Directors in accordance with Turkish Trade Law Articles 395 and 306 was accepted unanimously.

#### Article 11 of the Agenda:

The chairman of the meeting thanked everyone who contributed to the operations of 2010 and the meeting was ended.

(Signature)

Meeting Chairman  
Feyyaz IZMIROGLU

(Signature)

Edhem Rifat BAYRAKTAROGLU  
Vote Collector

(Signature)

Akin KUS  
Minutes Clerk

(Signature)

Representative of Ministry of  
Industry and Trade  
Arif BULUT

(Signature)

Representative of Ministry of  
Industry and Trade  
Sevil OZDEMIR