

BATISOKE SOKE CIMENTO SANAYII T.A.S.
ORDINARY GENERAL ASSEMBLY MEETING MINUTES
HELD ON 17/05/2013

The Ordinary General Assembly Meeting of Batisoke Soke Çimento Sanayii Türk Anonim Şirketi for 2012 was held on 17/05/2013 at 13:30 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 15.04.2013 and numbered 1285.

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 24.04.2013 dated and 8306 numbered copy of the Trade Registry Gazette, on the website of the company at www.batisoke.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 7.875,000,000 shares corresponding to the total capital of the Company's shares amounting to TL 78.750,000, 5.922.227.157,5 shares with a nominal value of TL 59.222.271,575 were attended in the meeting and 5.877.481.155,8 shares with a nominal value of TL 58.774.811,558 were represented by proxy and 44.746.001,7 shares with a nominal value of TL 447.460,017 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 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 18 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 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 with 59.141.271.575 affirmative votes against 81.000,00 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.batisoke.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 2012 should be read, was submitted to the general assembly for approval. The motion was accepted with 59.141.271.575 affirmative votes against 81.000,00 negative votes.

The balance sheet, profit and loss accounts of the year 2012 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 59.141.271.575 affirmative votes against 81.000,00 negative votes.

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Article 3 of the Agenda;

As per the principles to be followed by the Joint Stock Companies subject to the Capital Markets Law, in accordance with the Communiqué Serial IV No: 41, information was presented to the shareholders about the common and continuous transfer transactions between the related parties and the company in 2012.

Article 4 of the Agenda;

The Chairman of the meeting informed the general assembly about the donations and supports made in 2012, which amounted to TL 7.678,86 and the total amount of it was in cash.

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 individually with 59.141.271.575 affirmative votes against 81.000,00 negative votes. It was decided that the activities of the auditors for the year 2012 should be acquitted separately unanimously.

Article 6 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, 6, 8, 9, 11, 12, 13, 14, 15, 17, 19, 20, 21, 22, 24 and 26 of Articles of Association were approved with the permission letter of Capital Market Board dated 21.03.2013 and numbered 29833736-110.04.01-809-2856 and the permission letter of Ministry of Customs and Trade dated 27.03.2013 and numbered 67300147-431.02-1335-379039-3461.

The proposal for the General Assembly to present information to the General Assembly on the changes made by reading the old and new equivalents of the articles of the Articles of Association Amendment Draft submitted to the shareholders for review on the Public Disclosure Platform and the Company website was submitted to the approval of the General Assembly. It was accepted by the General Assembly with 59.222.271.575 affirmative votes against 0 negative votes.

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 accepted by the General Assembly with 59.222.271.575 affirmative votes against 0 negative votes 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.)

Article 7 of the Agenda:

The proposal of the board of directors on the remuneration to be paid to independent board members was read. For the accounting period of 2013 the monthly gross salary of TL 5.000,00 to each of the independent board members was accepted by the General Assembly with 59.222.271.575 affirmative votes against 0 negative votes.

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Article 8 of the Agenda:

Information was given to the General Assembly that the Company has no pledges, securities, mortgages granted on behalf of the third parties and that there was not any income or benefit from such transactions.

Article 9 of the Agenda:

The general assembly was informed about the General Assembly Internal Directive, which is containing the conditions related to the working principles and methods of the General Assembly prepares by the Board of Directors and the registration and announcement of the General Assembly Internal Directive as it is was accepted with 59.222.271.575 affirmative votes against 0 negative votes (General Assembly Internal Directive is enclosed).

Article 10 of the Agenda:

The proposal made by the Board of Directors to determine the upper limit of donations to be made in 2013 as TL 150.000 was read. The upper limit of the donations for the accounting period of 2014 was determined as TL 150.000 and was accepted with 59.222.271.575 affirmative votes against 0 negative votes..

Article 11 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 2013 and subsequent years as in previous years.

Article 12 of the Agenda:

The proposal of the board of directors regarding the distribution of the profit of 2012 was read. Accordingly, the net profit for the year 2012 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 4.980.044,77.

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

- a) Giving gross TL 0,05 (5%), net TL 0,0425 (4,25 %) to all shares with a nominal value of 1 TL,
- b) To distribute a total gross TL 259.865,70 cash dividend to the members of the board of directors,
- c) TL 25.986,57 as a second legal reserve,
- d) Allocating the remaining balance to extraordinary reserves,
- e) The cash dividend distribution will be made on 31 May 2013.

It was submitted to the approval of General Assembly. The proposal of profit distribution of Board of Directors were accepted with 59.222.271.575 affirmative votes against 0 negative votes.

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Article 13 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 59.222.271.575 affirmative votes against 0 negative votes.

Article 14 of the Agenda:

Giving permission to the members of Board of Directors in accordance with Turkish Trade Law Articles 395 and 306 was accepted with 59.222.271.575 affirmative votes against 0 negative votes.

Article 15 of the Agenda:

The chairman of the meeting took the floor and thanked everyone who contributed to the operations of 2012 on behalf of himself, the board and the partners.

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