

**BATISOKE SOKE CIMENTO SANAYII T.A.S.**  
**ORDINARY GENERAL ASSEMBLY MEETING MINUTES**  
**HELD ON 28/03/2014**

The Ordinary General Assembly Meeting of Batisoke Soke Çimento Sanayii Türk Anonim Şirketi for 2013 was held on 28/03/2014 at 13:15 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 Trade, Cevat AKGONULLU and Halil BACAŞIZ on behalf of the Ministry through the assignment letter of İzmir Provincial Directorate of Commerce dated 13.03.2014 and numbered 868.

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 07.03.2014 dated and 8523 numbered copy of the Trade Registry Gazette, on the website of the company at [www.batisoke.com.tr](http://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, 5.924.959.450,50 shares with a nominal value of TL 59.249.594,505 were attended in the meeting and 5.876.601.814,00 shares with a nominal value of TL 58.766.018,140 were represented by proxy and 48.357.636,50 shares with a nominal value of TL 483.576,365 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.

**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 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 5.924.959.450,50 affirmative votes against 0 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](http://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 2013 should be read, was submitted to the general assembly for approval. The motion was accepted with 5.924.959.450,50 affirmative votes against 0 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 5.924.959.450,50 affirmative votes against 0 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 information was presented to the shareholders about the common and continuous transfer transactions between the related parties and the company in 2013.

Article 4 of the Agenda;

The Chairman of the meeting informed the general assembly about the donations and supports made in 2013 which amounted to TL 20.020,52 and TL 13.670,52 of it was in kind and TL 6.350,00 TL was in cash.

Article 5 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 6 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 5.924.959.450,50 affirmative votes against 0 negative votes.

Article 7 of the Agenda:

The member nominees of Board of Directors determined in A Group Shareholders Special General Assembly Meeting were submitted to the approval of General Assembly. Accordingly, Mr. Feyyaz Nurullah IZMIROGLU, Mr. Mehmet Mustafa BUKEY, Mr. Tufan UNAL, Mrs. Fatma Meltem GUNEL, Mrs. Sülün ILKIN, Mr. Mehmet Bulent EGELI, Mr. Necip TERZIBASIOGLU, Mr. Feyyaz UNAL, Mr. Kemal GREBENE, Mr. Musa Levent ERTORER and Mr. Tankut KARABACAK were elected to serve for a period of three years with 5.924.959.450,50 affirmative votes against 0 negative votes to the memberships of Board of Directors.

Article 8 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 2014 the monthly gross salary of TL 6.000,00 to each of the independent board members was accepted by the General Assembly with 5.924.959.450,50 affirmative votes against 0 negative votes.

Article 9 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 200.000 was read. The upper limit of the donations for the accounting period of 2014 was determined as TL 200.000 and was accepted with 5.924.959.450,50 affirmative votes against 0 negative votes.

Article 10 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.

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Article 11 of the Agenda:

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 8.096.791,80.

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 as 1.dividend totally gross TL. 5.512.500, accordingly, to give gross TL 0,07 (7%), net TL 0,0595 (5,95 %) to all shares with a nominal value of 1 TL,
- b) To distribute a total gross TL 443.774,60 cash dividend to the members of the board of directors,
- c) To reserve TL 44.377,46 as a second legal reserve,
- d) Allocating the remaining balance to extraordinary reserves,
- e) The cash dividend distribution will be made on 28 May 2014.

It was submitted to the approval of General Assembly. The proposal of profit distribution of Board of Directors were accepted with 5.924.959.450,50 affirmative votes against 0 negative votes.

Article 12 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 5.924.959.450,50 affirmative votes against 0 negative votes.

Article 13 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 5.924.959.450,50 affirmative votes against 0 negative votes.

Article 14 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.

Meeting Chairman

Feyyaz Nurullah IZMIROGLU  
(Signature)

Representative of Ministry  
For Customs and Trade

Cevat AKGONULLU  
(Signature)

Representative of Ministry  
For Customs and Trade

Halil BACAKSIZ  
(Signature)