

BATISOKE SOKE CIMENTO SANAYII T.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 and has adopted this system with the decision of the Capital Market Board dated 14.03.2013 and numbered 9/293.</p> <p>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 from the year 2013 till the end of the year 2017 and valid for five years.</p> <p>Even if the registered capital ceiling has not been reached at the end of 2017, 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 2017. 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 78.750,000 (seventy eight million seven hundred fifty thousand) Turkish Liras, which is fully paid, divided into 7.875.000.000 (seven billion eight hundred seventy five million) shares each with a nominal value of 1 (one) Kurus.</p> <p>From this capital, 14.956,13 TL A Group registered shares and 59.824,54 TL A Group bearer shares and 78.675.219,33 TL B Group bearer shares, totally 78.750.000 TL were fully paid up.</p> <p>A Group shares are not giving any privileges to their holders except the matters mentioned in the Article 9.</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 and has adopted this system with the decision of the Capital Market Board dated 14.03.2013 and numbered 9/293.</p> <p>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 from the year 2017 till the end of the year 2021 and valid for five years.</p> <p>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 78.750,000 (seventy eight million seven hundred fifty thousand) Turkish Liras, which is fully paid, divided into 7.875.000.000 (seven billion eight hundred seventy five million) 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)</p> <p>From this capital, 14.956,13 TL A Group registered shares and 59.824,54 TL A Group bearer shares and 78.675.219,33 TL B Group bearer shares, totally 78.750.000 TL were fully paid up.</p> <p>A Group shares are not giving any privileges to their holders except the matters mentioned in the Article 9.</p> <p>02 January 2017 (Seal and Signature)</p>

BATISOKE SOKE CIMENTO SANAYII T.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 2013 and 2017, 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.</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>	<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 from the year 2017 until the end of the year 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)