

General Meeting Resolution



Address of Partnership	:	Kozyatağı Mah. Kaya Sultan Sok. Hüseyin Bağdatlıoğlu İş Merkezi No:81 Kat:5-8 Bostancı Kadıköy/İSTANBUL
Telephone and Fax Numbers	:	0216 571 30 00-0216 571 30 30
Telephone and Fax Number of the Department regarding Partnership Investors/Shareholders	:	0216 571 30 00-0216 571 30 30
Is the statement presented an update?	:	No
Is the statement presented an amendment?	:	No
Is the statement presented a delayed statement?	:	No
Date of previous Material Disclosure related to the subject.	:	23.03.2012
Summary Information	:	Resolution of the Ordinary General Meeting on 24.04.2012.



Type of General Meeting	:	Ordinary
Fiscal Year, if Ordinary General Meeting	:	2011
General Meeting Date	:	24.04.2012

RESOLUTIONS / DISCUSSED SUBJECTS:

Our Company's Ordinary General Meeting was held at our Sabancı Centre address on 24.04.2012, at 14:00 with a quorate of 76.61%; 15.241.810.860.300 shares (equivalent to TRY 152.418.108.603 of capital) of the total 19.144.706.825 shares (equivalent to TRY 191.447.068, 25 of capital) were acting in principle.

At the meeting;

- 1- In accordance with Item 3 on the Ordinary General Meeting agenda, the 2011 Annual Report (prepared by the Executive Board), the financial statements, the Independent External Auditing Organisation's Report, and the Auditor's Report were read;
- 2- In accordance with Item 4 on the Ordinary General Meeting agenda, Shareholders were given details of the donations the Company made throughout the year to Agencies included in the general budget, annexed budget administrations, special provincial administrations, municipalities, village headmen, public interest associations, tax exempt charitable foundations (given tax exempt status by the Cabinet), Scientific Research and Development Organisations and Institutions, totalling TRY 3.872.190,71 TL;
- 3- In accordance with Item 5 on the Ordinary General Meeting agenda, "Brief the General Board about the Related Party Transactions conducted in 2011," shareholders were presented the report prepared by the Executive Board, approved at the Board Meeting number 834, on 27.03.2012;
- 4- In accordance with Item 6 on the Ordinary General Meeting agenda, shareholders were informed that as the Company gave no securities, pledges, and hypothecates in favour of third parties during 2011, there is no income or interest to report;
- 5- Information was presented regarding the Wage Policy of Board Members and Senior Executives in accordance with Corporate Governance Principles referred to in Item 7 of the Ordinary General Meeting agenda.
- 6- In accordance with Item 3 on the Ordinary General Meeting agenda, the consolidated financial statement, statement of income, statement of changes in equity, and cash flow statements prepared in accordance with financial reporting standards set by the Capital Markets Boards were read by the clerk and discussed by shareholders;
- 7- The suggested distribution of profit for the 2011 consolidated financial statement, presented to the General Board by the Executive Board was read. The distribution of profit proposed by the Executive Board is;
The financial statement consolidated profit for 2011 is TRY 123.161.225, 00. After the 1st party contingency reserve, taxes, and legal obligations are deducted in accordance with Article 33 of the Articles of Association and Capital Markets Board Notifications the remaining TRY 98.740.285.25 net distributable profit and TRY 4.147.493.85 in the general reserve account shall be distributed as stated below;

The First Dividend Share TRY 20.522.495.19;

The Second Dividend Share TRY 64.423.627.29;

The 2nd Party contingency reserve TRY 7.537.376.91;

General Reserve TRY 6.256.785.86;

Dividend Payout from General Reserve TRY 3.770.448.95;

The 2nd Party Legal Reserve calculated based on the dividend distributed from the general reserve: TRY 377.044.90.

A total of TRY 88.716.571.43 shall be distributed to our shareholders as distribution of profit.

In conclusion, the suggestion to pay 46.34% (gross)/39.389% (net), a total of TRY 88.716.571.43 distribution of profits, from our profit in 2011, to our shareholder representing TRY 191.447.068.25 of capital in cash as of 26/04/2012 was unanimously agreed.

8- In accordance with Item 9 on the Ordinary General Meeting agenda, each and every Board Member and auditor were put to the vote regarding their acquittal. The Executive Board and Auditors were unable to vote as they are not shareholders. Both the Executive Board and the Audit Board were acquitted unanimously, respectively.

9- With regards to Item 10 on the Ordinary General Meeting agenda, reasons were explained in relation to the amendments made to our Articles of Association. The amendment draft (attached) regarding Articles 17, 21, 23, 30, and 36 of the Articles of Association, and the proposed addition of Article 40, as stated in the amendment draft were accepted unanimously in conclusion of being put to a vote.

10- In accordance with Item 11 on the Ordinary General Meeting agenda, those stated below were unanimously appointed as Members of the Company's Executive Board for a term of 3 (three) years in accordance with the criteria set by the Corporate Governance

Principles disclosed by the Capital Markets Board.

On behalf of HACI ÖMER SABANCI HOLDING A.Ş.:
Mr. Mehmet GÖÇMEN (T. R. I. D. No: 27436396606), and
Mr. Faruk BİLEN (T. R. I. D. No: 51331152494);

On behalf of HEIDELBERGCEMENT MEDITERRANEAN BASIN HOLDINGS, S.L.:
Mr. Daniel H.J. GAUTHIER (Tax I. D. No: 3890681964), and
Mr. Ali Emir ADIZGÜZEL (T. R. I. D. No: 29977864248);

As Independent Members:
Mr. Atıl SARYAL (T. R. I. D. No: 40852537194), and
Mr. Yavuz ERMIŞ (T. R. I. D. No: 10045106940).

11- In accordance with Item 12 on the Ordinary General Meeting agenda, Mr. Levent DEMİRACI and Mr. Bülent BOZDOĞAN were unanimously elected to serve as company auditors for a term of 1 (one) year;

12- In accordance with Item 13 on the Ordinary General Meeting agenda, it was unanimously decided that Executive Board Members receive a monthly gross salary of TRY 3.000, and the auditors receive a monthly gross salary of TRY 500.-.

13- In accordance with Item 14 on the Ordinary General Meeting agenda, DRT Independent Audit and Mali Müşavirlik A. Ş. (independent accountant) were unanimously elected to serve for a term of 1 (one) year in order for the 2012 financial statements of the company to be audited in compliance with the Capital Markets Board's regulations and notifications in relation to "Independent Auditing."

14- With regards to Item 15 on the Ordinary General Meeting agenda, shareholders were provided information on the issue regarding "Permission granted to shareholders that have management control, executive board members, senior executives, and spouses and second degree blood relatives of the above listed, to conduct activities that may cause a conflict of interest with the Company and its affiliated partners, and compete. The said issue of granting permission was put to a vote in order to satisfy such regulations; voting was unanimous.

15- In accordance with Item 16 on the Ordinary General Meeting agenda, it was unanimously decided that Executive Board Members be granted authority pursuant to Article 334 and Article 335 of the Turkish Trade Act.

We hereby present attached Minutes of our General Meeting, List of Attendants, Dividend Table, and the amendment draft of the Articles of Association.



We hereby declare that the comments stated above are in accordance with the Capital Markets Board Notice Series: VIII, No: 54, the information presented to us regarding the said issue / issues are reflected in full, the information is in compliance with records and documents, the necessary effort has been made to obtain true subject-related information in full, and that we are responsible for all comments stated.