



**Akfen Holding A.Ş.**

**09.12.2014**

**Please kindly find below Akfen Holding's announcement regarding the Extraordinary General Assembly:**

Extraordinary General Assembly of our Company shall be held on January 15th, 2015 Thursday, at 16:00 at the Meeting Hall, on the 3rd floor of the Headquarters of the Company, located at Koza Sokak, No: 22, GOP 06700 ANKARA, Turkey.

Board Report on the Capital Reduction, revised text of our Articles of Association, "Share Buyback Program" and detailed Information Document prepared for the Extraordinary General Assembly, Invitation to the Extraordinary General Assembly, Power of Attorney and Agenda shall be made available at the Company headquarters, and the website "www.akfen.com.tr", as well as at the electronic General Meeting System of Merkezi Kayıt Kuruluşu A.Ş. ("MKK"/Central Registry Agency) at least 3 (three) weeks prior from the date of meeting to be reviewed by the Shareholders.

Our shareholders, who will not be able to physically participate at the meeting, reserving the rights and obligations of shareholders participating to the meeting electronically, shall either prepare their power of attorney as per the enclosed template or get the template from the Company Headquarters or the website "www.akfen.com.tr" and submit their signed power of attorney to the Company Headquarters. The power of attorney shall be certified by the public notary and thus comply with the provisions of the Capital Market Board Communique Serial II-30.1 on Voting by proxy and collection of proxies through a call, published in the Official Gazette (28861) dated December 24th, 2013.

Our shareholders, who would like to participate at the Electronic General Assembly Meeting shall get information from the MKK, the website of our Company "www.akfen.com.tr" or the headquarter of the Company (Ankara Headquarters Tel: 0312 408 10 00 Fax: 0312 441 07 82) in order to fulfill their obligations within the relevant regulation and statement.

In compliance with Clause 415, Article 4 of the Law no. 6102 of the Turkish Commercial Code and the Clause 30, Article 1 of the Capital Market Law, the right to attend the General Assembly and to vote shall not be linked to the stock of the share certificates. In this context, our shareholders willing to attend to the meeting do not need to block their shares. However, the shareholders, who are not willing to declare their identity and the shares in their accounts to the Company but willing to attend to the meeting, shall inform their brokerage companies that hold their shares and remove the restrictions of notification of the information and shares, at least 1 (one) day before the general assembly until 16:30.

Our shareholders will vote by show of hands at the General Assembly, reserving of the provisions of voting electronically.

All beneficiaries and stakeholders and the media are invited to our General Assembly.

In compliance with the Capital Markets Law, shareholders, who hold publicly traded shares, will not be notified by a registered letter.

We kindly submit these to the information of our esteemed Shareholders.

Kind Regards,  
Akfen Holding A.Ş.



## **Akfen Holding A.Ş.**

### **AGENDA OF THE EXTRAORDINARY GENERAL ASSEMBLY OF AKFEN HOLDING A.Ş. TO BE HELD ON JANUARY 15<sup>th</sup>, 2015 at 16:00**

1. Inauguration and formation of Executive Board,
2. Authorization of Executive Board on the signing of Minutes of the Meeting,
3. Discussing of the revision in the Article 6 of the Company's Articles of Association and the Board Report on Capital Reduction
4. Discussion of the Share Buyback Program in order to buy back the Company's shares,
5. Wishes, requests and closing

Below please find Power of Attorney and in the appendix Board Report on Capital Reduction, Share Buyback Program and Revision to the Articles of Association, which will be presented to our Shareholders at the Extraordinary General Assembly.

We hereby state that the above clarifications are in compliance with the principles set forth in the Decree No 54 Series No VIII of the Capital Market Board, that it fully reflects the information we have received in this respect, that the information is compliant with the books, records and our documents, that we have accomplished our best in order to obtain the accurate and correct information, and that we are responsible for this clarification hereby.

#### **Akfen Holding Investor Relations**

**For further information please e-mail to [investorrelations@akfen.com.tr](mailto:investorrelations@akfen.com.tr)**

#### **AKFEN HOLDING A.Ş.**

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**POWER OF ATTORNEY**

**AKFEN HOLDİNG A.Ş.**

**Presidency of Extraordinary General Assembly**

I hereby authorize ..... to represent myself, to vote, to make proposal, and to sign the necessary documents in line with views I have stated below at the Extraordinary General Assembly to be held at the headquarters of Akfen Holding A.Ş., located at the address of Koza Sokak, No: 22, GOP, 06700 ANKARA, Turkey at 16:00 on January 15th, 2015, Thursday.

**A) SCOPE OF AUTHORIZATION FOR REPRESENTING** *(one of the below options should be selected)*

- a) The proxy is authorized to vote as he wishes for all items of agenda.
- b) The proxy is authorized to vote for the items of agenda in compliance with the following Instructions: (special instructions, if there are any, are written)
- c) The proxy is authorized to vote in line with the recommendations of the company management.
- d) The proxy is authorized to vote in line with the following instructions on the other issues which might arise at the meeting. (If there are no instructions, the proxy is free to vote as he wishes)  
Instructions: (special instructions, if there are any, are written)

**B) OF THE SHARE OWNED BY THE SHAREHOLDER**

- a) Amount - nominal value :
- b) Privileged on votes or not :
- c) To bearer - to name :

FULL NAME OR TITLE OF THE SHAREHOLDER

SIGNATURE :  
ADDRESS :

Notes:

- 1) In Section (A), one of the options stated as (a), (b) or (c) is selected.
- 2) In Section (A), in case of the selection of the options (b) and (d) clear instructions should be given.

## Akfen Holding A.Ş.

### APPENDIX: BOARD REPORT ON CAPITAL REDUCTION OF AKFEN HOLDİNG A.Ş.

#### A. REPORT FRAMEWORK

This report was prepared in accordance with the Article 19/11.c of the Share Communiqué VII-128.1 dated 22/06/2013 and numbered 28685 and Article 473 of the Turkish Commercial Code.

#### B. SHARES SUBJECT TO CAPITAL REDUCTION

Our Company Akfen Holding A.Ş. (“Company” or “Our Company”) has made share buybacks within a “Share Buyback Program”, which was approved by the Extraordinary General Assembly on 12 September 2011 and prolonged for a period of 18 months by the General Assembly on 28 May 2013 and revised at the Extraordinary General Assembly on 24 October 2013. The program was launched based on the grounds that the share price of our Company, which started to trade on Borsa İstanbul A.Ş. (“BİAŞ”) on 14 May 2010, has declined significantly below its IPO price due to the global economic fluctuations and the instability in Turkey’s geopolitical region, also due to the fact that the price on the stock exchange was not reflecting the performance of our Company’s operations so that considering existing market conditions price fluctuations could be reduced through buying back our shares trading on the stock exchange when deemed necessary.

Following the purchase of 2,250,000 shares of our Company on 10.04.2014, the total amount of the shares acquired by our Company within the Share Buyback Program has reached 22,107,901. Together with the share purchases of our wholly owned subsidiary Akfen İnsaat Turizm ve Ticaret A.Ş. (“Akfen Construction”) amounting to 6,992,099 shares during the period of 27 November 2012 – 11 November 2013, the total amount of the acquired Akfen Holding A.Ş. shares has reached 29,100,000.

Akfen Construction holds a 2.75% stake of the Company, which was not acquired within the Share Buyback Program, the number of these shares amounted to 3,994,903 prior to the Company’s IPO, the amount of these shares rose to 7,989,806 after the bonus share issue dated 10.04.2013.

14,981,905 of our Company’s shares (5.148% of the Company paid-in capital), 6,992,099 coming from the share buyback and 7,989,806 coming from the period prior to the IPO, held by our wholly owned subsidiary Akfen Construction were transferred to our Company on 11.08.2014, off-exchange using the 11.08.2014 closing price of TL4.85 based on the writing of the Capital Markets Board dated 25.07.2014 and numbered 7702.

Following this transaction, our Company’s Akfen Holding stake has risen to 12.746% (37,089,806 shares) and from these shares a total of 29,100,000 are planned to be cancelled via a capital reduction.

#### C. BOARD DECISION WITH REGARDS TO THE CAPITAL REDUCTION

Our Company’s board has made the following decisions at the meeting on 14 October 2014:

*“Company’s Board has gathered at the Company Headquarters and made the following decision:*

- 1. Based on the Board decision dated 13.08.2014 and numbered 2014/18 it was decided to change the 6th Article (on “Capital”) of our Company’s Articles of Association in accordance with the Turkish Commercial Code and the Capital Markets Law and this decision is to be revised as stated below,*
- 2. Within the scope of the provisions of the Turkish Commercial Code and the Capital Markets Law;*
  - A. Based on the facts stated below;*
    - i. As our Company’s shares are trading below their IPO value, based on the authorisation at the Extraordinary General Assembly on 24.10.2013, following the purchase of 2,250,000 of our Company’s shares on*

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10.04.2014, the total amount of the shares acquired by our Company within the Share Buyback Program has reached 22.107.901 shares,

- ii. Together with the shares purchased of our wholly owned subsidiary Akfen İnşaat Turizm ve Ticaret A.Ş. ("Akfen Construction") during the period 27 November 2012 - 11 November 2013 amounting to 6,992,099 a total of 29,100,000 shares of our Company were purchased,
- iii. Based on the writing of the Capital Markets Board (CMB) dated 25.07.2014 14,981,905 shares of our Company were transferred to our Company,
- iv. If these shares were sold by our Company this would lead to a plenty of our Company's shares in the market, our shares could be facing heavy price movements and fluctuations, this could mean that our Company's shares would be valued below their real value, and this could hurt our investors,

it was decided, in accordance with the writing of the CBM dated 25.07.2014, shares that were acquired within the scope of the related legislation, and are viable for cancellation will be cancelled, so that our paid-in capital, which amounts to TL291,000,000, will be reduced by TL29,100,00 to TL261,900,000; thus our Company can make use of the 10% limit for the share buyback in accordance with the share buyback legislation and so we are able to make further share buybacks in our Company's shares.

- B. Since the permission of the CMB for our Company's registered capital ceiling of TL1,000,000,000 will be ending in 2014 and our Company is continuing with its investments, it was decided to prolong the validity period of the Registered Capital Ceiling for a period of 5 years, from 2014 until 2019,
3. Based on the reasoning stated above, it was decided unanimously by the attendees of the meeting, to revise the 6th Article (on "Capital") of our Company's Articles of Association and to submit the attached draft revision to the Articles of Association to CMB and Customs and Commerce Ministry for their opinion and their approval and following these approvals the subject to be submitted to the first general assembly for their approval."

The revision in the Articles of Association, incorporates the decline of our previous paid-in capital of TL291,000,000 by TL29,100,00 to TL261,900,000 through cancellation of the shares held by our Company.

**D. THE REASONING OF THE COMPANY TO CANCEL ITS OWN SHARES IT IS HOLDING AND WHY THESE SHARES ARE CANCELLED PRIOR TO THE HOLDING PERIOD OF 3 YEARS VIA A CAPITAL REDUCTION**

The reasons of our Company to execute the capital reduction prior to the 3 year holding period are; to be able to hold the 10% limit open for share buybacks, in line with the related legislation, to bring stability to the share price and to be able to submit new potential share buyback programs to the approval of the general assembly.

At the "Share buyback program", which was approved by the Company's Extraordinary General Assembly on 12 September 2011, prolonged for a period of 18 months at the Ordinary General Assembly on 28 May 2013 and revised at the Extraordinary General Assembly on 24 October 2013, it was decided that the Company's shares would be bought back up to the permitted limit, and the portion above this level would be sold within six months.

Even though our Company's shares were sold at TL12.5 at the IPO in 2010, they trade at a much lower level than the IPO price level both based on TL and US\$ (USD/TL rate was TL1.56 on 7 May 2010 at the IPO, whereas it is TL2.27 today). Even though there were many positive developments since the IPO, as mentioned above, its real value could not be reflected at BİAŞ, where the shares trade. Reports by brokerage company research analysts that cover our Company, frequently mention facts like completed investments, rising revenue and profitability, while determining target prices that are above the trading share price on the BİAŞ, in other words they recognize that the current share price is not reflecting the Company's real value. Our Company's relative share price performance, when compared to ISE-100 index shows that it has underperformed the index by 48% in TL and US\$ terms.

The capital reduction, through cancellation of our Company's shares that our Company is holding, is foreseen in order to be able to hold the 10% limit, determined by the related legislation for share buyback, free for use of Company's needs.

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Prior to the legislation the CMB took a resolution, allowing the companies to publish their share buyback programs and giving the permission to make share buybacks and this was made public. Based on the fact that share buybacks are a necessity for companies, following this resolution the legislation was completed both in CMB laws and Turkish Commercial Code.

In the case that our Company cannot do the planned capital reduction, our Company cannot launch a new buyback program due to the legislation of the Turkish Commercial Code and the CMB, thus will not be able to make use of the CMB regulations with regards to the share buybacks, and due to the plenty of shares it will be open for significant price movements and fluctuations, and within this context won't be competitive with regards to other companies and won't be able to protect its shareholders.

### **E. BENEFITS TO THE SHAREHOLDERS ARISING FROM THE CAPITAL REDUCTION THROUGH CANCELLATION OF THE COMPANY SHARES THAT THE COMPANY IS HOLDING**

We believe that the investment in our own Company is one of the most profitable investment alternatives. Buying back our shares will raise the return of our shareholders. It is of crucial importance to protect our shareholders that our Company's shares reflect the real value. The possibility that the shares bought back by our Company would be sold on the BİAŞ would create a significant share abundance, as a result new investors without seeing what would happen to this share abundance would postpone their buying decisions on the BİAŞ, this would again raise the selling demand on the BİAŞ, leading to new price declines or hindering the wanted price increases, also resulting in the valuation or sale of an asset held by our Company, which should have a higher value, at a valuation below its real value.

As of today, we believe that our Company's share price is too low. The completed share buyback program is actually proof of this for investors. The cancellation of the shares will be a sign for all investors that at the current levels we are not thinking of selling. This will be regarded as an important and valuable stance with regards to transparency and accountability by all investors and market players.

Some participations and subsidiaries of our Company are still in their growth phase and hence their income contribution is limited. Also, the limited dividend income from our participation and subsidiaries to our Company limits our dividend distributions to our shareholders. Through cancellation of the shares that we have acquired within the share buyback program we will be, in some way, distributing dividend to our shareholders. We believe that this is important for investors and all market players.

The mentioned capital reduction will not lead to a decline in our Company's assets.

### **F. ELEMENTS OF THE CAPITAL REDUCTION THROUGH CANCELLATION OF THE COMPANY'S OWN SHARES THAT THE COMPANY HOLDS**

#### **F.1. The Opinion that we have requested from the CMB on the Capital Reduction Procedures and Method**

With our writing dated 21.04.2014 we requested from the CMB their opinions on the following subjects;

In case the shares that our Company has acquired through the "Share Buyback Program" are cancelled through capital reduction method;

- Whether it is possible, to transfer the shares of our Company's wholly owned subsidiary Akfen İnşaat Turizm ve Ticaret A.Ş.; (i) 6,992,099 shares acquired within the Share Buyback Program and (ii) 7,989,806 shares it held, outside the Share Buyback Program, coming from times prior to our Company's IPO on 14 May 2010; prior to the share cancellation for capital reduction method that does not require any funds outflow and if the transfer is possible with which method the transaction should be made,
- Which of the methods on capital reduction without funds outflow described in the 19<sup>th</sup> Article of the Share Communique will be used when shares will be cancelled that have been acquired within a share buyback program,
- Whether this capital reduction transaction would be counted as an important transaction.

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### **F.2. CMB's Opinion on Capital Reduction Procedures and Method**

CMB notified our Company with the writing dated 25.07.2014 and numbered 7702 that our requests were reviewed at the meeting on 24.07.2014 and numbered 23/759 about their below stated opinion;

1. For capital reductions done in accordance with the Board's "Share Buyback Communique" numbered II-22.1. Article 19 clause 9, which states that "shares that are bought back will be cancelled in accordance with the capital reduction methods that don't require funds outflow" only provisions in the clauses 6, 9, 10 and 11 of Article 19 of the "Share Communique" should be followed,
2.
  - a. Shares held by our wholly owned subsidiary Akfen Construction could be transferred to our Company provided that our Company does not incur any losses,
  - b. Our Company can hold the shares (10% portion) that were acquired in accordance with clause 1 of Article 19 of the Communique numbered II-22.1 permanently or can cancel them any time on condition that conditions of clauses 1 and 3 of Article 9 of the same Communique, are abided by,
  - c. When shares that were acquired in accordance with clause 9 of Article 19 of the "Share Buyback Communique" numbered II-22.1, are cancelled using the method of the capital reduction that does not require funds outflow such a transaction would not be counted as an important transaction with regards to the capital markets legislation.

### **F.3. The related Regulations of the "Share Buyback Communique"**

Provision on the sale and the cancellation of the shares that were bought back are in the Article 19 of the "Share Buyback Communique" II-22.1 that was published on the Official Gazette dated 03.1.2014 and numbered 28871.

### **F.4. Capital Reductions that do not require Funds Outflow**

CMB's Resolution I-SPK.22.1 (dated 24.07.2014 and numbered 23/759) states, which clauses of the Share Buyback Communique will be followed at capital reduction, and is as stated below.

CMB's Resolution; "For capital reductions done in accordance with the Board's "Share Buyback Communique" numbered II-22.1. Article 19 clause 9, which states that "shares that are bought back will be cancelled in accordance with the capital reduction methods that don't require funds outflow" it was decided that only provisions in the clauses 6, 9, 10 and 11 of Article 19 of the "Share Communique" should be followed."

### **F.5. Related Provisions of the Share Communique**

Clauses 6, 9, 10 and 11 of Article 19 of the "Share Communique" numbered VII-128.1, which was published on the Official Gazette dated 22/6/2013 and numbered 28685 will be followed at capital reductions through cancellation of shares.

### **F.6. Related Provisions of the Turkish Commercial Code**

Regulations on capital reduction of corporations are in the Article 473 et. seq. of the Turkish Commercial Code. According to the CMB regulations clause 2 of the Article 473 and Articles 474 and 475 of the Turkish Commercial Code are not applied at capital reductions through cancellation of shares.

## **G. RESULT**

As members of the Board we declare that the reduction in our Company's paid-in capital of TL29,100,000 from the previous TL291,000,000 to TL261,900,000 and that the related capital reduction is beneficial for our Company and its shareholders as stated in this report and that the above information is correct and this report will be submitted to the approval of the General Assembly at the first General Assembly.

Sincerely,

**AKFEN HOLDİNG A.Ş.  
BOARD OF DIRECTORS**



## **Akfen Holding A.Ş.**

### **APPENDIX: AKFEN HOLDİNG A.Ş. SHARE BUYBACK PROGRAM**

#### **The Purpose of Share Buyback Program**

The share price of our Company, which started to trade on Borsa Istanbul A.Ş. ("BİAŞ") on 14 May 2010, has declined significantly below its IPO price due to the global economic fluctuations and the instability in Turkey's geopolitical region, also due to the fact that the price on the stock exchange was not reflecting the performance of our Company's operations so that considering existing market conditions price fluctuations could be reduced through buying back our shares trading on the stock exchange when deemed necessary.

#### **The Period of the Share Buyback Program**

36 months

#### **The Maximum Number of Shares that can be bought back**

It is foreseen to buy back shares at the maximum amount that the legislation allows. As of this date, the laws allow to buy back 10% of the Company's paid-in Capital. In case of a change in the legislation or there is a rise in the paid-in capital, the transactions will be made in line with the raised paid-in capital and the change in the laws.

The program will be completed once the maximum amount of shares subject to buyback have been purchased.

#### **Total Amount and Source of the Funds Allocated for Share Buyback**

The amount of TL200,000,000 has been allocated for share buyback coming from the company's resources and income from its operations.

The nominal value of the bought back shares, including previous purchases, cannot exceed 10% of the paid-in Capital. Bought back shares sold during the program are not included in the calculation of this ratio as a reduction item.

The total value of the shares bought back cannot exceed the total of the funds that can be distributed as dividends.

#### **Lower and Upper Price Limits for the Share Buyback**

The lower price limit is TLO (zero) and the upper price limit is TL8 (eight) for the share buyback.

#### **Authority Duration and Transaction Procedure requested from the General Assembly**

The Company's Board of Directors has been authorized for a period of 36 months.

Board of Directors is authorized for the transactions, in accordance with the legislation, of share buyback and disposal of the purchased shares for 36 months following the authorization. Within the authorization time, Board of Directors can carry out one or more buyback programs.

Board of Directors can decide to start a new buyback program after the completion of a buyback program within the 36 months authorization time. In this case, the procedure mentioned above is applied.

Board of Directors is authorized to finalize the sales without selling all purchased shares and start a new buyback program.

#### **Authorization for Purchases**

Company Personnel Hülya Deniz Bilecik is authorized for purchases.



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### **The number of shares that have been bought back and not sold yet, their share in the paid-in Capital and the results of the previous program**

The number of shares that have been bought back and not sold yet: 29,100,000

Their share in the paid-in Capital: 10%

The results of the previous program:

Our Company's share buybacks within the frame of the "Share Buyback Program", initiated at the Extraordinary General Assembly on 12.09.2011 have been completed as of 10.04.2014. Our Company's share purchases within the "Share Buyback Program" have reached 22.107.901 shares. Meanwhile, during the period 27 November 2012 - 11 November 2013, our wholly owned subsidiary Akfen Insaat has purchased a total of 6,992,099 Akfen Holding shares, and thus in total share purchases have reached 29.100.000 shares and 10% of the Company's paid-in capital.

Please find below the information about our Company's share purchases within the "Share Buyback Program":

Number of the shares from the buyback that have been cancelled : 0

Maximum amount paid for a share : 4.98 TL

Average buyback cost of a share : 4.28 TL

Total cost of the buyback : 94,601,483.72 TL

Total number of shares bought back : 22,107,901 shares

Shares bought back as a % of paid-in capital : 7.597%

Privileges of shares bought back : None

Please find below the information about our wholly owned subsidiary Akfen Insaat's Akfen Holding share purchases:

Number of the shares from the buyback that have been cancelled : 0

Maximum amount paid for a share : 4.67 TL

Average buyback cost of a share : 4.43 TL

Total cost of the buyback : 30,951,872.85 TL

Total number of shares bought back : 6,992,099 shares

Shares bought back as a % of paid-in capital : 2.403%

Privileges of shares bought back : None

From the funds amounting to TL130mn set aside from company sources for the share buyback a total of TL125.55mn has been used.

### **Minimum, Maximum and Weighted Average Share Price Information in the last year**

As of 03.12.2014, in the last year;

Minimum share price: 3.65 TL

Maximum share price: 5.30 TL

Weighted average share price: 4.54 TL

### **Minimum, Maximum and Weighted Average Share Price Information in the last 3 months**

As of 03.12.2014, in the last three months;

Minimum share price: TL 4.43

Maximum share price: TL 5.23

Weighted average share price: TL 4.78

### **Benefits that Related Parties will get from the Buyback Transaction**



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None

### **Information about wholly owned subsidiaries, which can buy back within the program**

Akfen İnşaat Turizm ve Ticaret A.Ş.

### **Date of Submission of the Share Buyback Program for the Approval of the General Meeting**

Share Buyback Program will be submitted to the General Meeting's approval on January 15th, 2015, Thursday at 16:00.

### **Public Disclosures**

The buyback program prepared by the Board, excluding the announcement and meeting date, will be made public via a public disclosure announcement at least three weeks prior to the date of the general meeting and simultaneously posted on the company web site [www.akfen.com.tr](http://www.akfen.com.tr)

If there is a revision made by the general meeting to the buyback program submitted to the approval of the general meeting, the revised program, will be made public by the company on the first working day after the general meeting via an announcement and simultaneously posted on the company web site.

According to the program two days before the share buybacks start, the Company makes an announcement with regards to the start and finish date of the period during which the buybacks are scheduled, nominal value of the shares subject to buyback and their share in the paid-in capital.

The company makes an announcement for every transaction within the buyback program, on the working day after the transaction date prior to the session, stating the nominal value of the shares subject to the transaction, transaction price, share in the paid-in capital, nominal value of the shares that were purchased before within the program, privileges if they exist of these shares, and the date of the transaction.

In case shares that were bought back are sold, including previous purchases, the Company makes an announcement on the working day after the transaction date, stating the nominal value of the shares subject to the transaction, transaction price, share in the paid-in capital, share of the remaining shares in the paid-in capital, the realized profit/loss amount, privileges, if they exist, related to these shares and the date of the transaction.

The company makes a public announcement when the period foreseen for the buyback is over, the program has been finished and the buybacks within the program have been completed, within a period of three working days stating the maximum and average amount paid for the bought back shares, the funds used for the buybacks, the total amount of the shares bought back and their share in the paid-in capital.

In the case that the shares bought back by the Company are sold during the program, additionally in a similar way the total nominal amount of the sold shares, total profit/loss and average sales price, privileges, if any, related to the shares subject to the sale and the transaction date. These information, that summarise the transactions within the buyback program are submitted to the information of the shareholders at the first general meeting.

### **Other Information related to the Buyback Program**

Legal reserves in the amount of the value of the bought back shares will be classified under Shareholders's Equity as restricted reserve. These reserves are released once the bought back shares are sold or cancelled in the amount of their buyback values.

Purchased shares are not taken into consideration at the calculation of the quorum of the general meeting.

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**APPENDIX: AKFEN HOLDING A.S. REVISION TO THE ARTICLES OF ASSOCIATION**

OLD TEXT	NEW TEXT
<p><b>ARTICLE 6 – CAPITAL</b></p> <p>Holding has adopted the registered capital system with the permission of the Capital Markets Board on the 16th of April 2010 with n. B.02.1.SPK.0.13-504 3939.</p> <p>The upper limit of the Holding’s registered capital is TL1,000,000,000.00 (one billion) and divided into 1,000,000,000 shares, each with a par value of 1 (one) Turkish Lira.</p> <p>The permission given by the Capital Markets Board for the upper limit of the registered capital is valid between the years, 2010-2014 (for five years). Even though the allowed upper limit of the registered capital is not reached at the end of 2014, for the board of directors to take a capital increase decision after 2014; approval must be received from the general assembly for a new period which is not more than 5 years, by means of getting permission from the Capital Markets Board for the previously allowed upper limit or for a new upper limit amount. In case the mentioned approval is not received, the Company will be considered as out of the registered capital system.</p> <p>The paid-in capital of the Holding is TL 291,000,000.</p> <p>This capital was divided into 291,000,000 shares as; 57,458,736 Group A shares and 233,541,264 Group B shares, each with a par value of 1.- Turkish Lira.</p> <p>Existing capital was paid in full, as free of collusion. If required, the capital of the Company can be raised or reduced within the scope of the provisions of the Turkish Commercial Code and the Capital Legislation.</p> <p>57,458,736 Group A shares were allocated to Hamdi Akin. Group A shares are registered shares whereas Group B shares are bearer shares.</p>	<p><b>ARTICLE 6 – CAPITAL</b></p> <p>Holding has accepted the registered capital system in accordance with the abolished Capital Markets Law numbered 2499 and has adopted the registered capital system with the permission of the Capital Markets Board on the 16th of April 2010 with n. 10/327.</p> <p>The upper limit of the Holding’s registered capital is TL1,000,000,000.00 (one billion) and divided into 1,000,000,000 shares, each with a par value of 1 (one) Turkish Lira.</p> <p>The permission given by the Capital Markets Board for the upper limit of the registered capital is valid between the years, 2014-2018 (for five years). Even though the allowed upper limit of the registered capital is not reached at the end of 2018, for the board of directors to take a capital increase decision after 2018; approval must be received from the first general assembly, by means of getting permission from the Capital Markets Board for the previously allowed upper limit or for a new upper limit amount. This approval by the general assembly can be prolonged for periods of 5 years. In case the mentioned approval is not received, the Company cannot increase its paid-in capital through a board decision.</p> <p>The paid-in capital of the Holding is TL 261,900,000.</p> <p>The paid-in capital, which amounted to TL291,000,000 previously, was reduced to TL261,900,00 through a reduction by TL29,100,000 of the capital, which was wholly paid in cash.</p> <p>This capital was divided into 261,900,000 shares as; 57,458,736 Group A shares and 204,441,264 Group B shares, each with a par value of 1.- Turkish Lira.</p> <p>57,458,736 Group A shares were allocated to Hamdi Akin. Group A shares are registered shares whereas Group B shares are bearer shares.</p>

**Akfen Holding A.Ş.**

<p>In any case, during capital increase, the Board of Directors will issue new Group A and Group B shares based on the proportion of the shares that are in the Group A and Group B shareholders' possession in the Company. The shareholders participate in the capital increases by getting the shares – together with the privileges granted to the mentioned Group – that will be issued in the same Group with the shares in their possession.</p> <p>The shareholders, who will subscribe for the shares that will be issued with premiums due to capital increases, will separately pay the Company the share premiums that will be determined in addition to the par value of the share certificate, on the issuance date of the shares, in accordance with the relevant article of the Turkish Commercial Code.</p> <p>In case deemed necessary, the Board of Directors is entitled to raise the issued capital until reaching the aforementioned upper limit of the registered capital by issuing new shares between the years 2010 and 2014 in compliance with the provisions of the Capital Markets Law and notwithstanding the provisions of the Turkish Commercial Code regarding equity capital increase.</p> <p>The shares representing the capital are dematerialized shares within the framework of the principles of dematerialization.</p> <p>In case deemed necessary, in compliance with the provisions of the Capital Markets Law, the Board of Directors has the power to take decisions on the issues of; raising the issued capital until reaching the upper limit of the registered capital by issuing new shares, issuing shares above the par value (share premiums) or below the par value, restricting partially or fully the rights of the shareholders to purchase new shares. The authorization for restricting the rights of the shareholders to purchase new shares cannot be used in a manner that creates inequality between the shareholders.</p>	<p>Existing capital was paid in full, as free of collusion. If required, the capital of the Company can be raised or reduced within the scope of the provisions of the Turkish Commercial Code and the Capital Legislation.</p> <p>In any case, during capital increase, the Board of Directors will issue new Group A and Group B shares based on the proportion of the shares that are in the Group A and Group B shareholders' possession in the Company. The shareholders participate in the capital increases by getting the shares – together with the privileges granted to the mentioned Group – that will be issued in the same Group with the shares in their possession.</p> <p>In case of a capital increase decision through issuing shares with premiums, the shareholders who will subscribe for the shares that will be issued with premiums due to capital increases, will separately pay the Company the share premiums that will be determined in addition to the par value of the share certificate, on the issuance date of the premium shares, in accordance with the relevant article of the Turkish Commercial Code.</p> <p>In case deemed necessary, the Board of Directors is entitled to raise the issued capital until reaching the aforementioned upper limit of the registered capital by issuing new shares between the years 2014 and 2018 in compliance with the provisions of the Capital Markets Law and notwithstanding the provisions of the Turkish Commercial Code regarding equity capital increase.</p> <p>The shares representing the capital are dematerialized shares within the framework of the principles of dematerialization.</p> <p>In case deemed necessary, in compliance with the provisions of the Capital Markets Law, the Board of Directors has the power to take decisions on the issues of; raising the issued capital until reaching the upper limit of the registered capital by issuing new shares, issuing shares above the par value (share premiums) or below the par value, restricting partially or fully the rights of the shareholders to purchase new shares. The authorization for restricting the rights of the shareholders to purchase new shares cannot be used in a manner that creates inequality between the shareholders.</p>
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