

**INVITATION TO THE ORDINARY GENERAL ASSEMBLY OF AKFEN HOLDING
A.S. ON THE DATE OF APRIL 16TH, 2015.**

Ordinary General Assembly Meeting of our Company shall be held on the date of April 16th, 2015 Thursday, at 16:00 at the Headquarters of the Company, located at the address of Koza Sokak, No: 22, Akfen Holding A.Ş. building 3rd floor, Meeting hall, GOP 06700 ANKARA, Turkey.

2014 Annual Report of Executive Board, Auditing Board Report, the Financial Statements, Independent External Auditing Reports, Information Report and Corporate Governance Compliance Report shall be made ready at the headquarters of the company, at the website of our Company www.akfen.com.tr and at the electronic General Meeting System of Merkezi Kayıt Kuruluşu A.Ş. ("MKK") at least 3 (three) weeks before the date of meeting in order to be reviewed by the shareholders.

Our shareholders who will not be able to participate in person at the General Assembly, reserving of the rights and obligations of shareholder who participate through electronically, must issue their power of attorney in accordance with the following sample and they must submit to the headquarters of the Company their power of attorney or their power of attorney bearing their signatures along with their circulars of signature which are certified by the public notary in compliance with the provisions of the Declaration of Capital Market Board, numbered II-30.1, published in the Official Gazette numbered 288861 on 24 December 2013. Trust deed submission is not necessary for the attorney appointed electronically by Electronic General Meeting System.

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

In compliance with clause 415, article 4 of the law no. 6102 of Turkish Commercial Code and clause 30, article 1 of the Capital Market Law, the right of attendance to the general assembly and right of vote are not hinge on the certificate of stocks. In this frame, our shareholders are able to attend to the general assembly without blocking their shares. However, our shareholders, who do not want to inform about their information and shares in their accounts to the company shall apply to brokerage companies, where they have accounts and remove the restrictions of notification of the information and shares to the company 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.

AKFEN HOLDİNG A.Ş.
SELİM AKIN
Vice President of the Executive Board

SILA CILİZ İNANÇ
Deputy General Manager