

Please kindly find below Akfen Holding's announcement regarding the Board decision on spin-off:

With the board decision dated 01.06.2016 and numbered 2016/26 it was decided,

1. To restructure the operating area and participation portfolio of our Company so that we will keep the shares of participations that have a positive effect on our Company's assets, that have reached optimum share structure considering their existing business plans and that can generate and have the potential to generate strong cash flows to the shareholders' equity, while spinning-off the shares of participations that have ongoing investment requirements and development efforts,

In line with the provisions related to the spin-off of the Articles 19 and 20 of the Corporate Tax Law numbered 5520 and Turkish Commercial Code numbered 6102; it was decided to spin-off, shares of;

- Akfen Termik Enerji Yatırımları A.Ş.,
- İDO İstanbul Deniz Otobüsleri San. ve Tic. A.Ş.,
- Akfen Çevre ve Su Yatırım Yapım İşle. A.Ş.,
- TAV Yatırım Holding A.Ş.,
- Akfen Gayrimenkul Yatırım Ortaklığı A.Ş. that our Company owns,

and in line with spin-off provisions of the Turkish Commercial Code numbered 6102 to spin-off; shares of;

- Akfen Termik Enerji Yatırımları A.Ş.,
- Adana İpekyolu Enerji Üretim San. ve Tic. A.Ş. that our Company owns,

and to contribute these to Akfen Mühendislik AŞ, registered at the Ankara Trade Registry with the registry number 396277, as capital in kind,

2. to give the shares representing the increase in capital to the shareholders of Akfen Holding A.Ş., and
3. to base the spin-off transaction on the 31.05.2016 financials,
4. Regarding the spin-off, it was decided to appoint DRT Yeminli Mali Müşavirlik ve Bağımsız Denetim A.Ş. in order to determine the necessary issues,
5. to prepare the spin-off agreement,
6. to authorise the Board in order to complete all the necessary transactions and to invite the General Assembly to convene in order to approve the spin-off agreement.

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

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