OPERATIONAL PERFORMANCE REPORT

December 2012

Issue date: 28.01.2013

AKFEN HOLDING - RECENT DEVELOPMENTS & DATA

As of December 31, 2012, the price of Akfen Holding's corporate bond with the ISIN code TRSAKFHA1313 (maturity date 24.12.2013 and issue amount TL80mn) was TL102.50 (dirty price). Total trading volume in Decdember was TL1,594,396 and the yield as of December 31, 2012 corresponded to 6.16% + 164bps spread. Meanwhile the fourth coupon payment of the bond amounting to TL2,239,999.95 was made on December 25, 2012.

As of 31 December 2012, the price of Akfen Holding's corporate bond with the ISIN code TRSAKFH31411 (maturity date 07.03.2014 and issue amount TL200mn) was TL103.05 (dirty price). Total trading volume in December was TL5,180,243 and the yield as of 31 December 2012 corresponded to 6.16% + 169bps spread.

Within the "Share Buyback Programme" announced on September 12, 2011 Akfen Holding has repurchased 1,316,758 Akfen Holding shares at an average price of TL9.21 between 21 November 2012-15 January 2013. Consequently, the total amount of the shares repurchased by Akfen Holding so far has reached 1,633,908, which represents around 1.144% of the Company's paid-in capital. Additionally, during the period 27 November-3 December 2012, Akfen İnsaat has purchased a total of 2,254,827 Akfen Holding shares, at an average price of TL8.94 for a total consideration of TL20,156,789. Together with 2.75% shares previously owned by Akfen Construction the total shareholding of Akfen Holding and its subsidiary companies has reached 5.44%.

On 22.01.2013 our board decided to increase the paid-in capital of our Company from the current TL145,500,000 to TL291,000,000 via a 100% bonus share issue. A total of 28,729,368 A type shares and 116,770,632 B type shares will be issued and the paid-in capital increase from the "share premium" account will be made following the required approval from the Capital Markets Board as well as other related institutions. At its meeting on 24.01.2013 the board determining that the paid-in capital increase was realized, approved the change in the articles of association with regards to the 6. Article on "capital". The application to the Capital Markets Board for the bonus share issue was submitted on 25.01.2013.

BUSINESS LINES - OPERATIONAL PERFORMANCE & DEVELOPMENTS

1) Airports/Terminals: TAV Airports

Passenger Figures* (as of 31 December 2012)

	2012 LTM	2011	YTD Chg.	YoY Chg.	LTM Chg.
Ataturk Airport	44,998,508	37,394,694	*20%*	*20%*	*20%*
International	29,717,196	23,973,158	*24%*	*25%*	*24%*
Domestic	15,281,312	13,421,536	*14%*	*12%*	*14%*
Esenboga Airport	9,237,886	8,485,467	*9%*	*1%*	*9%*
International	1,574,039	1,405,395	*12%*	*7%*	*12%*
Domestic	7,663,847	7,080,072	*8%*	*1%*	*8%*
Izmir Airport	9,356,284	8,523,533	*10%*	*7%*	*10%*
International	2,411,257	2,398,457	*1%*	*-10%*	*1%*
Domestic**	6,945,027	6,125,076	*13%*	*10%*	*13%*
TAV Turkey Total	63,592,678	48,278,618	*32%*	*31%*	*32%*
International	33,702,492	27,777,010	*21%*	*23%*	*21%*
Domestic	29,890,186	20,501,608	*46%*	*41%*	*46%*
Medinah****	4,588,158	3,547,508	*29%*	*-30%*	*29%*
Monastir+Enfidha Airports	3,321,244	2,289,131	*45%*	*-4%*	*45%*
Tbilisi + Batumi Airports	1,387,824	1,190,922	*17%*	*11%*	*17%*
Macedonia (Skopje&Ohrid)	913,567	838,164	*9%*	*5%*	*9%*
TAV TOTAL***	71,525,928	52,596,835	*36%*	*34%*	*36%*
International	40,756,688	32,019,832	*27%*	*23%*	*27%*
Domestic	30,769,240	20,577,003	*50%*	*49%*	*50%*

** Both departing and arriving passengers, including transfer pax.*
*** TAV started to serve domestic passengers at Izmir Airport on January 2012*
**** 2011 totals do not include Medinah and Izmir domestic traffic data while 1H12 totals do not include Medinah data*
***** TAV started to serve Medinah passengers in July 2012*

Air Traffic Movements* (as of 31 December 2012)

	2012 LTM	2011	YTD Chg.	YoY Chg.	LTM Chg.
Ataturk Airport	348,698	301,518	*16%*	*15%*	*16%*
International	231,596	197,580	*17%*	*17%*	*17%*
Domestic	117,102	103,938	*13%*	*10%*	*13%*
Esenboga Airport	74,847	71,752	*4%*	*0%*	*4%*
International	12,946	11,795	*10%*	*14%*	*10%*
Domestic	61,901	59,957	*3%*	*-2%*	*3%*
Izmir Airport	67,222	62,402	*8%*	*6%*	*8%*
International	17,124	17,494	*-2%*	*-17%*	*-2%*
Domestic**	50,098	44,908	*12%*	*11%*	*12%*
TAV Turkey Total	490,767	390,764	*26%*	*24%*	*26%*
International	261,666	226,869	*15%*	*16%*	*15%*
Domestic	229,101	163,895	*40%*	*35%*	*40%*
Medinah *****	36,499	32,935	*11%*	*-19%*	*11%*
Monastir+Enfidha Airports	27,350	20,805	*31%*	*-10%*	*31%*
Tbilisi + Batumi Airports	23,596	23,118	*2%*	*-9%*	*2%*
Macedonia (Skopje&Ohrid)	11,285	11,878	*-5%*	*-6%*	*-5%*
TAV TOTAL***	573,309	446,565	*28%*	*27%*	*28%*
International	331,051	278,934	*19%*	*15%*	*19%*
Domestic	242,258	167,631	*45%*	*44%*	*45%*

** Commercial flights only*
*** TAV started to serve domestic passengers at Izmir Airport on January 2012*
**** 2011 totals do not include Medinah and Izmir domestic traffic data while 1H12 totals do not include Medinah data*
***** TAV started to serve Medinah passengers in July 2012*

Abbreviations:
LTM: Last twelve months
YTD: Year-to-date (Jan-December 2012/Jan-December 2011)
YoY: Year-over-Year (December 2012/December 2011)

As per the lease contract between TAV Istanbul Terminal Isletmeciligi A.S. ("TAV Istanbul") and State Airports Authority ("DHMI"), TAV Istanbul has the right to operate Ataturk Airport International and Domestic Terminal Building, Parking Garage and General Aviation Terminal for 15.5 years, from 03.07.2005 00.01 hours until 02.01.2021 24.00 hours. In the formal letter addressed to TAV Havalimanları Holding A.Ş and to TAV Istanbul by DHMI dated January 22, 2013, DHMI has stated that it will fully reimburse our company for all loss of profit over the remaining period of its existing lease period that may be incurred in case that another airport is opened for operation in Istanbul before the end of the lease period of TAV Istanbul and independent companies may be consulted for the calculation of the total amount of the loss of profit.

2) Airport Construction: TAV Construction

Ongoing Projects (as of 30 November 2012)

Project	Employer	TAV Construction's Share	Contract Value (US$mn)	Physical Completion as of 31.10.2012	Physical Completion as of 30.11.2012	Change
Dubai-Marina 101	M/S SHEFFIELD HOLDINGS LIMITED	100%	198	55.3%	56.7%	**1.4%**
Libya-Tripoli	THE LIBYAN CIVIL AVIATION AUTHORITY	25%	2,103	36.9%	36.9%	**-**
Libya-Sebha	THE LIBYAN CIVIL AVIATION AUTHORITY	50%	229	7.0%	7.0%	**-**
Doha	GOVERNMENT OF THE STATE OF QUATAR	35%	3,917	99.5%	99.6%	**0.1%**
Oman MC1	SULTANATE OF OMAN MINISTRY OF TRANSPORT AND COMM.	50%	1,170	68.7%	70.8%	**2.1%**
Izmir International Airport	TAV EGE TERMİNAL YATIRIM VE İŞLETME A.Ş.	100%	362	13.2%	17.5%	**4.3%**
Medinah	TIBAH JV	50%	954	12.5%	14.2%	**1.7%**
King Abdul Aziz International Airport	SAUDIA AEROSPACE ENGINEERING INDUSTRIES	40%	765	0.0%	0.0%	**-**
Abu Dhabi Int. Airport Midfield Terminal Building Construction Works	ADAC	33%	2,944	0.2%	0.4%	**0.1%**
TOTAL			**12,641**			

In the material event disclosure dated 24.08.2012, it was announced that an agreement had been made with United Airport Georgia on reconstruction of the unused runway, one of two runways at Tbilisi International Airport operated by TAV Urban Georgia LLC whose 76% shares are owned by TAV Airports Holding. It had been also disclosed that, as per the agreement, an investment of USD65 million would be made for the re-construction of the runway and the operational rights of TAV Urban Georgia would be extended for 10 years 9 months from February 2027 to November 8, 2037 within the scope of the Build-Operate-Transfer agreement, in exchange for the reconstruction investment. However, as per the decree issued by the new government of Georgia which came to power in October 2012, it was announced that the runway construction will be administered by the local authority. The financing of the construction will be ensured by the Georgian government with the support of the Finance Ministry and Economy Ministry of Georgia and the agreement signed with TAV Urban Georgia in August 2012, when the former government was in power is mutually terminated. The operating rights of TAV Urban Georgia based on the present BOT agreement have not changed and TAV Urban Georgia's concession will remain effective until February 2027.

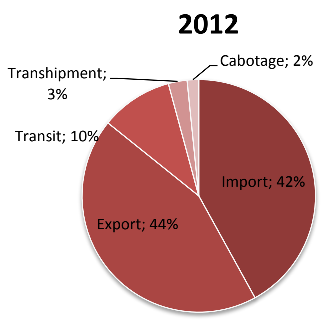
3) Port Operations: Mersin International Port (MIP)

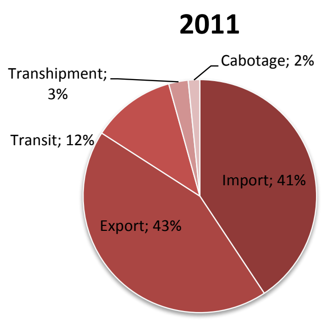
Container & Conventional Cargo Statistics (as of 31 December 2012)

	2012 LTM	2011	YTD Chg.	YoY Chg.	LTM Chg.
Container Volumes (TEU)	1,263,495	1,140,927	11%	5%	11%
Conventional Throughput (Ton)*	7,062,703	6,416,377	10%	16%	10%

** General Cargo – Dry Bulk – Liquid Bulk*

Container Regime Breakdown





4) Real Estate: Akfen REIT

Occupancy Rate (as of 31 December 2012)

Hotels	Room Number*	2012 YTD	2012 LTM	2011
Zeytinburnu Ibis	228	86%	86%	86%
Zeytinburnu Novotel	208	85%	85%	83%
Eskisehir Ibis	108	75%	75%	76%
Trabzon Novotel	200	70%	70%	72%
Gaziantep Ibis	177	57%	57%	44%
Gaziantep Novotel	92	73%	73%	50%
Kayseri Ibis	160	54%	54%	45%
Kayseri Novotel	96	57%	57%	48%
Bursa Ibis	200	57%	57%	52%
Yaroslavl Ibis	177	69%	69%	36%
Samara Ibis	204	48%	-	-
Adana Ibis	165	36%	-	-

Rev Par (EUR)**

Hotels	Room Number*	2012 YTD	2012 LTM	2011
Zeytinburnu Ibis	228	64	64	61
Zeytinburnu Novotel	208	73	73	70
Eskisehir Ibis	108	35	35	34
Trabzon Novotel	200	47	47	41
Gaziantep Ibis	177	21	21	14
Gaziantep Novotel	92	34	34	22
Kayseri Ibis	160	20	20	15
Kayseri Novotel	96	29	29	23
Bursa Ibis	200	26	26	21
Yaroslavl Ibis	177	34	34	17
Samara Ibis	204	25	-	-
Adana Ibis	165	15	-	-

Total Rev Par (EUR)***

Hotels	Room Number*	2012 YTD	2012 LTM	2011
Zeytinburnu Ibis	228	75	75	71
Zeytinburnu Novotel	208	97	97	93
Eskisehir Ibis	108	41	41	39
Trabzon Novotel	200	71	71	65
Gaziantep Ibis	177	25	25	18
Gaziantep Novotel	92	57	57	37
Kayseri Ibis	160	24	24	19
Kayseri Novotel	96	44	44	35
Bursa Ibis	200	31	31	25
Yaroslavl Ibis	177	45	45	23
Samara Ibis	204	37	-	-
Adana Ibis	165	19	-	-

** Mercure Hotel in Northern Cyprus with 299 rooms is not included*
*** Rev Par = Average Room Rate x Occupancy Rate*
**** Total Rev Par = Rev Par + Other Revenues (food&beverage, seminar-congress, banquet revenues, etc.)*

Russia & Turkey Projects' Physical Completion Status (as of 31 December 2012)

Russia Projects

City	Type	Status	Completion (%)
Kaliningrad	Ibis Hotel	Under construction	83%

Turkey Projects

City	Type	Status	Completion (%)
Istanbul	Esenyurt Ibis Hotel	Construction completed	100%
Izmir	Ibis Hotel	Under construction	80%
Istanbul	Novotel Karakoy	Under construction	n.a.
Ankara	Ankara Airport Hotel	Project development stage	n.a.

In the period January-December 2012, occupancy rate of Ibis, Novotel located in Turkey, Yaroslavl and Samara Ibis located in Russia reached 66%, indicating an increase of 3% compared to the same period of previous year. During the same period, Rev-Par and T-RevPar increased 5% and 8%, respectively.

Akfen REIT's subsidiary Akfen Karakoy Gayrimenkul Yatirimlari ve Insaat A.S. had obtained on 17.08.2012 the construction licence for the hotel project in Karakoy leased from Vakiflar Genel Mudurlugu for a periof of 49 years. The lease agreement with Accor S.A. for the 200 room Novotel project was signed on 19 December 2012. The lease period is 25+/-10 years, the lease amount is the higher of 22% of revenues or 85% of AGOP (adjusted gross operating profit).

Akfen Karaköy Gayrimenkul Yatırımları ve İnşaat A.Ş. has signed an agreement for a Euro25.5mn loan facility with Turkiye Is Bankasi for the finance of the Karakoy Novotel project on 17.01.2013. The first tranche of the loan was used on 18.01.2013.

On 31.12.2012, Akfen REIT obtained the construction licence for the 147 room Ankara Esenboğa Ibis Hotel project.

5) Water & Waste Water Utilities: Akfen Water

Invoiced Water & Treated Waste Water Volumes (m³)

	2012 LTM	2011	YTD Chg.	YoY Chg.	LTM Chg.
Akfen Su Gulluk (as of 30 November 2012)					
Invoiced Water Volume	532,675	548,041	-3%	-20%	-2%
Akfen Su Dilovasi (as of 31 December 2012)					
Treated Waste Water Volume	2,435,342	2,333,934	4%	46%	4%

As of end-November, Akfen Su Güllük served 5,517 subscribers.

As of end-December, the number of operating factories in Dilovası Organised Industrial Zone was 209.

6) Energy

6.1) Akfen HEPP

Operational HEPPs (as of December 2012)

Company	HEPP	Installed Capacity (MW)	Generation Capacity (GWh/yr)	Commercial Operation Date (COD)	Realized Generation Output (GWh/yr) 2011	Realized Generation Output (GWh/yr) YTD
Beyobası	Otluca	47.7	207.6	April 2011	109.6	178.8
	Sirma	6.0	26.7	June 2009	8.3	23.3
Ideal	Karasu-1	3.8	23.1	May 2011	3.9	9.4
	Karasu-2	3.1	19.6	June 2011	5.3	12.3
	Karasu-4.2	10.4	56.4	November 2011	2.0	29.3
	Karasu-4.3	4.6	16.9	August 2011	3.3	9.5
	Karasu-5	4.1	23.2	August 2011	9.5	17.2
Çamlıca	Camlica III	27.6	94.5	April 2011	56.9	69.9
	Saracbendi	25.5	86.1	May 2011	26.9	56.9
Pak	Demirciler	8.4	30.5	August 2012	-	6.6
BT Bordo	Yagmur	8.9	31.5	November 2012	-	1.4
Total		**150.2**	**616.1**		**225.8**	**414.4**

HEPPs Under Construction

Company	HEPP	Installed Capacity (MW)	Generation Capacity (GWh/yr)	Civil Work Progress Ratio (%)
Beyobası	Sekiyaka	6.7	16.8	90%
Elen	Dogancay	30.6	171.6	46%
Pak	Kavakcali	8.9	48.2	92%
	Gelinkaya	6.9	25.8	96%
Yenidoruk	Doruk	29.4	82.1	81%
Total		**82.4**	**344.5**	

HEPPs at Planning Stage

Company	HEPP	Installed Capacity (MW)	Generation Capacity (GWh/yr)
Zeki	Catak[1]	10.0	42.5
Laleli	Laleli	101.6	256.7
Değirmenyanl	Adadagi	4.7	18.2
H.H.K. Enerji	Çalıkobası	17.0	46.4
Kurtal	Çiçekli 1-II	6.7	21.9
Total		**140.0**	**385.7**

(1) Following the decision that declares the land including the plant area as "protected area", a law suit demanding the cancellation of this decision was filed, which was settled with the decision of Rize Administrative Court (2010/487 Es, 2011/661 Kr) declaring that, the land within the zone of Catak HEPP project is not protected area. The decision was declared to us.

As of the reporting period, Akfen Holding continued to generate electricity through its 11 operating hydroelectric power plants, having a total installed capacity of 150.2 MW and a projected annual electricity generation capacity of 616.1 GWh, whereas the construction in 5 plants having a total installed capacity of 82.4 MW and a projected annual electricity generation capacity of 344.5 GWh is ongoing.

As of the reporting period All the HEPPs, excluding Karasu 4.2 HEPP, Sırma HEPP, Demirciler HEPP and Yağmur HEPP have are selling at US$7.3 cent/kwh purchase guarantee of State within the scope of Renewal Energy Law since January 2012.

6.2) Akfen Energy

In our announcement dated 04.09.2012, we stated that our subsidiary Akfen Energy Generation and Trade Company's application for the generation capacity increase, from 450 MW to 570 MW, at the NGPP in Mersin was accepted by the Energy Market Regulatory Authority ("EMRA") with its decision dated 09.08.2012. As of 17.12.2012 the license modification at our subsidiary's NGPP to 570 MW was realized by EMRA.

Additionally, Akfen Energy applied to EMRA to increase Mersin NGPP's generation capacity to 1,148.4 MW on 18 December 2012.

Substation works on the site and and other preparatory works in relation to the Project are ongoing.

7) Construction: Akfen Construction

As of 31 December 2012, the total contract value of Akfen Construction assignments in ongoing HEPP projects was EUR60.035 million and the total amount of cumulated progress payments of ongoing HEPP projects reached EUR45.9 million. This amount corresponds to 77% of the total contract value. The above referred total contract value of HEPP projects excludes Yağmur HEPP and Demirciler HEPP projects since the construction phase and progress payments have been completed in December 2012.

As of 31 December 2012, the total contract value of Akfen Construction assignments in ongoing REIT projects was EUR5.4 million and the total amount of cumulated progress payments of ongoing REIT projects reached EUR4.5 million. This amount corresponds to 82% of the total contract value.

As of 31 December 2012, Akfen Construction's current backlog (HEPP and REIT projects) was EUR15.1 million.

8) Sea Transportation: IDO

Number of Passengers and Vehicles Transported

	January –December 2011	January –December 2012	Change (%)
Number of Passengers	**53,589,739**	**50,911,282**	**-5%**
Fast Ferry	6,744,358	5,921,019	-12%
Sea Bus	6,547,036	7,513,482	15%
Conventional Ferry	40,298,345	37,476,781	-7%
Number of Vehicles	**7,687,543**	**7,753,102**	**1%**
Fast Ferry*	1,265,251	1,070,318	-15%
Conventional Ferry**	6,422,292	6,682,784	4%

* Vehicle transport numbers by Fast Ferry are measured in Car Equivalent Units ("CEU"). CEU is calculated through applying coefficients for each type of transport compared to a single car.

Mode of Transport	Motorcycles	Automobile	Disabeld Car	Minivan	Mini bus (12 pass.)	Jeep	Mini bus (19 pass.)	Midi bus	Pickup Truck 0-2000 kg	Pickup Truck 2001-2500 kg	Truck 2501-3500 kg	Bus	Towed Vehicles
Coefficient	0,25	1	1	1	1,25	1,25	1,5	2	1,5	2	2	5	1,5

** Number of passangers travelling with vehicles using Eskihisar-Topçular conventional ferry line are calculated through applying coefficients for each type of mode of transport as laid out in the following table :

Mode of Transport	Automobile	Minivan	Jeep/Pickup Truck /Minibus	Midi bus (21+)	Truck / 2 Axles Bus	3 Axles Bus,Tractor and Trailer	Over 4 axles vehicles	Motorcycles
In Vehicle Passenger Coefficient	*3*	*3*	*6*	*9*	*26*	*26*	*2*	*1*

2011 in vehicle passeger figures of Sirkeci-Harem line is calculated with 3 passengers per vehicle coefficient. 2012 figures on the other hand represent actual counts of in vehicle passengers

Akfen Holding Investor Relations

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