



OPERATIONAL PERFORMANCE REPORT

July 2012

Issue date: 28.08.2012

AKFEN HOLDING - RECENT DEVELOPMENTS & DATA

As of 31 July 2012, the price of Akfen Holding's corporate bond with the ISIN code TRSAKFHA1313 (maturity date 24.12.2013 and issue amount TL80mn) was TL102.30 (dirty price). Total trading volume in July was TL 2,698,319 and the yield as of 31 July 2012 corresponded to 7.69% + 312bps spread.

As of 31 July 2012, the price of Akfen Holding's corporate bond with the ISIN code TRSAKFHA31411 (maturity date 07.03.2014 and issue amount TL200mn) was TL102.10 (dirty price). Total trading volume in July was TL26,848,110 and the yield as of 31 July 2012 corresponded to 7.93% + 321bps spread.

From our corporate bond with the *ISIN code TRSAKFH31411* (maturity date 07.03.2014 and issue amount TL200mn), we made the following buyback in order to reduce the holding-only debt:

- (i) On June 7, 2012 we acquired a nominal sum of TL100,000 at a price of TL101.50 with the value date June 7, 2012,
- (ii) On July 17, 2012 we acquired a nominal sum of TL100,000 at a price of TL102.00 with the value date July 17, 2012,
- (iii) On July 25, 2012 we acquired a nominal sum of TL25,000,000 at a price of TL102.10 with the value date July 25, 2012,

Our bond buyback so far has reached;

- (i) from the corporate bond with the ISIN code TRSAKFHA1313 a nominal total of TL9,060,000 (11.33% of the total),
- (ii) from the corporate bond with the ISIN code TRSAKFH31411 a nominal total of TL45,910,000 (22.96% of the total).

At the board meeting dated 6 August 2012, in accordance with the related CMB Communique and our Articles of Association, it was decided to raise the number of the members of the Corporate Governance Committee to 5. Mr. Nusret Cömert was appointed as the Chairmen of the Committee, and Ms. Pelin Akın, Mr.Selim Akın, Mr. Şaban Erdikler and Ms. Sıla Cılız İnanç as members of the Committee.

BUSINESS LINES - OPERATIONAL PERFORMANCE & DEVELOPMENTS
1) Airports/Terminals: TAV Airports
Passenger Figures* (as of 31 July 2012)

	2012 LTM	2011	YTD Chg.	YoY Chg.	LTM Chg.
Ataturk Airport	41,676,669	37,452,187	20%	13%	20%
International	27,074,219	23,847,835	25%	16%	22%
Domestic	14,602,450	13,604,352	13%	8%	17%
Esenboga Airport	8,931,692	8,520,649	8%	2%	6%
International	1,444,720	1,387,503	7%	5%	1%
Domestic	7,486,972	7,133,146	9%	1%	8%
Izmir Airport	8,970,761	8,542,811	9%	10%	10%
International	2,471,436	2,464,334	1%	6%	6%
Domestic**	6,499,325	6,078,477	12%	12%	11%
TAV Turkey Total	57,050,063	48,437,170	32%	24%	26%
International	30,990,375	27,699,672	22%	14%	19%
Domestic	26,059,688	20,737,498	46%	38%	34%
Medina International Airport ****	4,423,012	3,547,089	48%	19%	29%
Monastir+Enfidha Airports	2,896,579	2,289,131	55%	53%	-4%
Tbilisi + Batumi Airports	1,319,926	1,190,922	21%	10%	25%
Macedonia (Skopje&Ohrid)	902,204	838,164	14%	1%	15%
TAV TOTAL***	62,589,687	52,755,387	34%	32%	25%
International	36,529,999	32,017,889	25%	30%	18%
Domestic	26,059,688	20,737,498	47%	38%	35%

* 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 2012 1H 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-July 2012/Jan-July 2011)

YoY: Year-over-Year (July 2012/July 2011)

Air Traffic Movements* (as of 31 July 2012)

	2012 LTM	2011	YTD Chg.	YoY Chg.	LTM Chg.
Ataturk Airport	332,496	305,808	16%	14%	16%
International	219,317	199,906	18%	16%	17%
Domestic	113,179	105,902	12%	11%	14%
Esenboga Airport	74,113	72,244	5%	-1%	5%
International	12,245	11,850	6%	8%	1%
Domestic	61,868	60,394	4%	-3%	6%
Izmir Airport	65,398	63,079	7%	10%	7%
International	17,086	17,304	-2%	4%	-1%
Domestic**	48,312	45,775	10%	14%	10%
TAV Turkey Total	452,140	395,356	26%	23%	20%
International	248,648	229,060	15%	14%	14%
Domestic	203,492	166,296	40%	35%	29%
Medina International Airport ****	36,173	32,935	19%	16%	12%
Monastir+Enfidha Airports	24,916	20,805	39%	41%	-2%
Tbilisi + Batumi Airports	23,920	23,114	7%	-1%	12%
Macedonia (Skopje&Ohrid)	11,795	11,878	-1%	-9%	-2%
TAV TOTAL***	516,243	451,153	26%	30%	19%
International	312,751	284,857	17%	27%	12%
Domestic	203,492	166,296	41%	35%	30%

* 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 2012 1H totals do not include Medinah data

**** TAV started to serve Medinah passengers in July 2012

2) Airport Construction: TAV Construction

Ongoing Projects (as of 30 June 2012)

Project	Employer	TAV Construction's Share	Contract Value (US\$m)	Physical Completion as of 31.05.2012	Physical Completion as of 30.06.2012	Change
Dubai-Marina 101	M/S SHEFFIELD HOLDINGS LIMITED	100%	198	47%	49%	2%
2011 Investments	TAV ISTANBUL TERMINAL İŞLETMECİLİĞİ A.Ş.	100%	18	96%	100%	4%
Libya-Tripoli	THE LIBYAN CIVIL AVIATION AUTHORITY	25%	2,103	37%	37%	-
Libya-Sebha	THE LIBYAN CIVIL AVIATION AUTHORITY	50%	229	7%	7%	-
Doha	GOVERNMENT OF THE STATE OF QUATAR	35%	3,930	99%	99%	0.1%
Oman MC1	SULTANATE OF OMAN MINISTRY OF TRANSPORT AND COMM.	50%	1,178	58%	60%	2%
Izmir International Airport*	TAV EGE TERMINAL YATIRIM VE İŞLETME A.Ş.	100%	362	1%	3%	2%
Medina International Airport	TIBAH JV	50%	954	4%	5%	1%
King Abdul Aziz International Airport	SAUDIA AEROSPACE ENGINEERING INDUSTRIES	40%	765	0%	0%	-
Abu Dhabi Int. Airport Midfield Terminal Building Construction Works	ADAC	33%	2,944	0%	0%	-
TOTAL			12,681			

* As of the publishing date of this report, the signing of this project has not been completed yet. Head of term was signed.

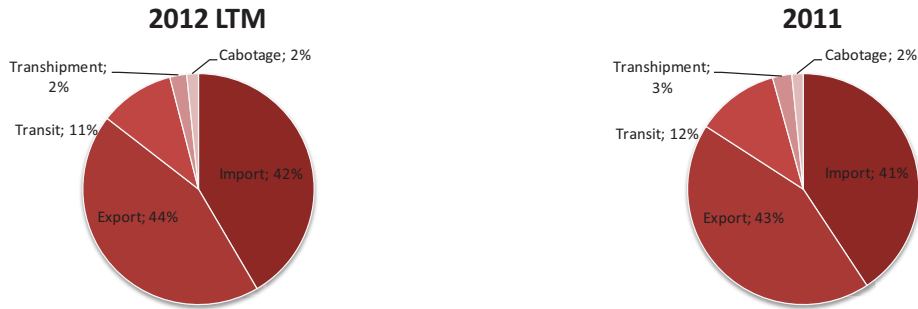
3) Port Operations: Mersin International Port (MIP)

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

	2012 LTM	2011	YTD Chg.	YoY Chg.	LTM Chg.
Container Volumes (TEU)	1,229,351	1,140,927	14%	13%	15%
Conventional Throughput (Ton)*	6,443,137	6,416,377	1%	2%	-2%

* General Cargo – Dry Bulk – Liquid Bulk

Container Regime Breakdown



4) Real Estate: Akfen REIT

Occupancy Rate (as of 31 July 2012)

Hotels	Room Number*	2012 YTD	2012 LTM	2011
Zeytinburnu Ibis	228	85%	84%	86%
Zeytinburnu Novotel	208	85%	83%	83%
Eskisehir Ibis	108	78%	77%	76%
Trabzon Novotel	200	68%	68%	72%
Gaziantep Ibis	177	55%	50%	44%
Gaziantep Novotel	92	70%	62%	50%
Kayseri Ibis	160	53%	51%	45%
Kayseri Novotel	96	57%	55%	48%
Bursa Ibis	200	60%	58%	52%
Yaroslavl Ibis	177	63%	-	36%
Samara Ibis	204	41%	-	-

Rev Par (EUR)**

Hotels	Room Number*	2012 YTD	2012 LTM	2011
Zeytinburnu Ibis	228	64	61	61
Zeytinburnu Novotel	208	74	70	70
Eskisehir Ibis	108	37	35	34
Trabzon Novotel	200	46	43	41
Gaziantep Ibis	177	20	17	14
Gaziantep Novotel	92	32	28	22
Kayseri Ibis	160	19	18	15
Kayseri Novotel	96	29	27	23
Bursa Ibis	200	27	25	21
Yaroslavl Ibis	177	30	-	17
Samara Ibis	204	22	-	-

Total Rev Par (EUR)***

Hotels	Room Number*	2012 YTD	2012 LTM	2011
Zeytinburnu Ibis	228	75	72	71
Zeytinburnu Novotel	208	98	94	93
Eskisehir Ibis	108	44	41	39
Trabzon Novotel	200	69	66	65
Gaziantep Ibis	177	24	21	18
Gaziantep Novotel	92	55	47	37
Kayseri Ibis	160	24	22	19
Kayseri Novotel	96	43	40	35
Bursa Ibis	200	33	30	25
Yaroslavl Ibis	177	41	-	23
Samara Ibis	204	32	-	-

* 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 July 2012)
Russia Projects

City	Type	Status	Completion (%)
Kaliningrad	Ibis Hotel	Under construction	35%
Moscow	Ibis Hotel	Project development stage	n.a

Turkey Projects

City	Type	Status	Completion (%)
Adana	Ibis Hotel	Completed	100%
Istanbul	Esenyurt Ibis Hotel	Under construction	83%
Izmir	Ibis Hotel	Under construction	48%
Istanbul	Novotel Karakoy	Project development stage	n.a.
Ankara	Ankara Airport Hotel	Project development stage	n.a.

In the first 7 months of 2012, occupancy rate of Ibis, Novotel located in Turkey, Yaroslavl and Samara Ibis located in Russia reached 66%, indicating an increase of 1% compared to the same period of previous year. During the same period, Rev-Par and T-RevPar increased 3% and 3%, respectively.

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 June 2012)					
Invoiced Water Volume	536,948	548,041	-5%	3%	5%
Akfen Su Dilovasi* (as of 31 July 2012)					
Treated Waste Water Volume	2,288,695	2,333,934	-3%	-3%	-11%

* Akfen Su Dilovasi is operational since July 2010

As of end-June, Akfen Su Güllük served 5,376 subscribers.

As of end-July, the number of operating factories in Dilovası Organised Industrial Zone was 211.

6) Energy
6.1) Akfen HEPP

(as of July 2012)

Operational HEPPs

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	44,7	207,6	April 2011	109,6	124,0
	Sirma	5,9	26,7	June 2009	8,3	18,2
Ideal	Karasu-1	3,7	23,1	Mayıs 2011	3,9	5,4
	Karasu-2	3,1	19,6	June 2011	5,3	8,4
	Karasu-4.2	9,9	56,4	November 2011	2,0	17,2
	Karasu-4.3	3,7	16,9	August 2011	3,3	6,7
	Karasu-5	4,0	23,2	August 2011	9,5	11,7
Çamlıca	Camlica III	25,8	94,5	April 2011	56,9	52,6
	Saracbendi	24,0	86,1	May 2011	26,9	45,6
Total		125,0	554,1		225,8	289,8

HEPPs Under Construction

Company	HEPP	Installed Capacity (MW)	Generation Capacity (GWh/yr)	Civil Work Progress Ratio (%)
Beyobası	Sekiyaka	3,5	16,8	38%
Elen	Dogancay	30,6	171,6	41%
Pak	Kavakcalı	10,9	48,2	65%
	Demirciler ³	8,4	30,5	100%
	Gelinkaya	7,1	30,9	92%
BT Bordo	Yagmur	8,5	36,2	100%
Yenidoruk	Doruk	28,8	82,1	57%
Total		97,7	416,3	

HEPPs at Planning Stage

Company	HEPP	Installed Capacity (MW)	Generation Capacity (GWh/yr)
Zeki	Catak ¹	10,0	42,9
Laleli	Laleli	104,8	256,7
Değirmenyanı	Adadagi ²	4,7	18,2
H.H.K. Enerji	Çalıkobası	17,0	46,4
Kurtal	Çiçekli	7,0	21,9
Total		143,4	386,1

(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.

(2) Licence process is ongoing.

(3) Obtained provisional acceptance for a 3.124 MW part of the project from the Ministry of Energy on 3 August 2012 and for the remaining part of 5.317 MW on 27 August 2012. New installed capacity of the Plant is 8.4 MW with an expected annual electricity generation of 30.5 GWh subsequent to the licence amendment.

As of the reporting period, Akfen Holding continued to generate electricity through its nine operating hydroelectric power plants, having a total installed capacity of 124.96 MW and a projected annual electricity generation capacity of 554.06 GWh, whereas the construction in 7 plants having a total installed capacity of 99 MW and a projected annual electricity generation capacity of 418 GWh is ongoing.

As of the publishing date of this report, PAK Enerji Üretimi A.Ş., which is a subsidiary of Akfen Hidroelektrik Santrali Yatırımları A.Ş. (HEPP II) a subsidiary of Akfen Holding A.Ş., obtained provisional acceptance for a 5.317 MW part of Demirciler HEPP Project, located in Kale-Denizli, from the Ministry of Energy on 27 August 2012. 3.124 MW part of installed capacity was already commissioned on 3 August 2012. The new installed capacity of the Plant is 8.4 MW with an expected annual electricity generation of 30.5 GWh subsequent to the licence amendment. Following the full commissioning of Demirciler HEPP project, the first power plant to be operational under HEPP II, our total installed capacity has reached 133,4 MW and our projected electricity generation capacity 584,6 GWh through a total of 10 operating hydroelectric power plants.

All the HEPPs, excluding Karasu 4.2 HEPP and Sirma HEPP as of the reporting period, excluding Demirciler HEPP as of the publishing date of this report, have started to sell at US\$7.3 cent/kwh purchase guarantee of State within the scope of Renewal Energy Law as of January 2012.

6.2) Akfen Energy

The portfolio Akfen Energy Wholesale Company annuled its existing bilateral sale agreements and the gauges subject to the Agreements were transferred back to the distribution companies. Akfen Energy and Trade Inc. obtained the licence with 450 MW installed capacity on 08.03.2012 for its Combined Cycle Power Plant project in Mersin. Application has been made for the amendment on licence to increase the capacity to 570 MW on 23.03.2012. Preliminary works with respect to the investment are ongoing.

7) Construction: Akfen Construction

As of 31 July 2012, the total contract value of Akfen Construction assignments in ongoing HEPP projects was EUR72.8 million and the total amount of cumulated progress payments of ongoing HEPP projects reached EUR43.2 million. This amount corresponds to 59% of the total contract value.

As of 31 July 2012, the total contract value of Akfen Construction assignments in ongoing REIT projects was EUR11 million and the total amount of cumulated progress payments of ongoing REIT projects reached EUR7 million. This amount corresponds to 63% of the total contract value.

As of 31 July 2012, Akfen Construction's current backlog (HEPP and REIT projects) was EUR33.7 million.

8) Sea Transportation: Istanbul Fast Ferries - IDO

Number of Passengers and Vehicles Transported

	7M2011	7M2012	Change (%)
Number of Passengers	31,471,811	28,936,714	-8%
Fast Ferry	3,886,484	3,331,566	-14%
Sea Bus	3,851,542	4,086,875	6%
Conventional Ferry	23,733,785	21,518,273	-9%
Number of Vehicles	4,436,263	4,460,279	1%
Fast Ferry*	725,964	605,230	-17%
Conventional Ferry**	3,710,299	3,855,049	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 passengers travelling with vehicles using Eskihisar-Topcular 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 passegger 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

For further information please e-mail to investorrelations@akfen.com.tr

AKFEN HOLDING A.Ş.

Levent Loft – Buyukdere Cad. No:201 K.11 34394 Levent, Istanbul - TURKEY

Tel :+90.212.319.8700 Fax: +90.212.319.8710

www.akfen.com.tr
