



OPERATIONAL PERFORMANCE REPORT

May 2012

Issue date: 21.06.2012

AKFEN HOLDING - RECENT DEVELOPMENTS & DATA

As of 31 May 2012, the price of Akfen Holding's corporate bond with the ISIN code TRSAKFHA1313 (maturity date 24.12.2013 and issue amount TL80mn) was TL102.10 (dirty price). Total trading volume in May was TL4,283,737 and the yield as of 31 May 2012 corresponded to 9.70% + 290bps spread.

As of 31 May 2012, the price of Akfen Holding's corporate bond with the ISIN code TRSAKFHA31411 (maturity date 07.03.2014 and issue amount TL200mn) was TL101.6 (dirty price). Total trading volume in May was TL31,015 and the yield as of 31 May 2012 corresponded to 9.42% + 253bps spread.

On June 1, 2012 Akfen Holding made the following corporate bond buybacks in order to reduce the holding-only debt:

- (i) From our corporate bond with the ISIN code TRSAKFHA1313, we acquired a nominal sum of TL500,000 at a price of TL102.25 with the value date June 1, 2012
- (ii) From our corporate bond with the ISIN code TRSAKFHA1313, we acquired a nominal sum of TL8,560,000 at a price of TL102.60 with the value date June 4, 2012.
- (iii) From our corporate bond with the ISIN code TRSAKFH31411, we acquired a nominal sum of TL20,710,000 at a price of TL102.00 with the value date June 4, 2012.

Ordinary General Shareholders' Meeting of Akfen Holding for 2011 was held on May 31st, 2012 at the headquarters of the company. During the Ordinary General Meeting, the following resolutions have been reached;

- (i) To approve the amendment of the clauses no 9., 11., 14. and 16. of the Articles of Association, as approved by the Capital Markets Board Presidency and permitted by the Ministry of Customs and Trade,
- (ii) To accept the balance sheet as well as profit and loss accounts of 2011, Annual Report of the Board of Directors and the Auditors' Report, upon separate negotiations of the statements,
To release the Board Members and Auditors for their activities for the fiscal year 2011,
To approve that there can be no dividend distribution since there was no distributable profit in 2011,
- (iii) To approve the determination of the number of Board Members to be 6 in line with the amendments to clause 9 of the Articles of Association, and to appoint Mr. Hamdi Akın, Mr. İrfan Erciyas, Mr. Selim Akın, Ms. Pelin Akın and, as independent Board Members Mr. Şaban Erdikler and Mr. Nusret Cömert, as members of the Board of Directors for a period of one year,
- (iv) To approve the payment of a honorarium to the Members of the Board and a controller's fee to the members of the Audit Board and to grant authorization to the Board Chairman and Members to execute transactions set forth in the articles 334 and 335 of Turkish Commercial Code and the clause 1.3.7 of the Communiqué of CMB regarding the Determination and Implementation of the Corporate Governance Principles,
- (v) To approve the appointment of Akis Bagimsiz Denetim ve Serbest Muhasebecilik Mali Musavirlik A.S. (KPMG) for the fiscal year 2012 as Independent Auditing Firm in line with the view of the Audit Committee,
- (vi) To approve the sale of Akfen Holding's 18% stake in Tav Airports on March 12, 2012 to Tank ÖWA Alpha GmbH, a wholly owned subsidiary of Aéroports de Paris Group for a total consideration of

US\$404,959,654.79, as an “important transaction” under the scope of the temporary clause 1 of Annex of the CMB Communiqué regarding the Principles of the Corporate Governance.

- (vii) The General Assembly was informed about; the internal and external duties of the Board Members and their CVs, “Corporate Governance Compliance Report”, “Ethical Rules”, “Disclosure Policy”, “Remuneration Policy for the Executive Board and the Senior Management”, “Dividend Distribution Policy” documents, transactions with the “related parties”, the pledges, collaterals and mortgages given, and the donations and aids that have been made during the year.

BUSINESS LINES - OPERATIONAL PERFORMANCE & DEVELOPMENTS

1) Airports/Terminals: TAV Airports

Passenger Figures* (as of 31 May 2012)

	2012 LTM	2011	YTD Chg.	YoY Chg.	LTM Chg.
Ataturk Airport	40,371,456	37,452,187	21%	20%	20%
International	26,050,825	23,847,835	25%	25%	22%
Domestic	14,320,631	13,604,352	14%	12%	18%
Esenboga Airport	8,835,197	8,520,649	9%	11%	7%
International	1,407,381	1,387,503	4%	6%	-1%
Domestic	7,427,816	7,133,146	10%	12%	9%
Izmir Airport	8,794,401	8,542,811	8%	8%	11%
International	2,439,340	2,464,334	-4%	-2%	7%
Domestic**	6,355,061	6,078,477	11%	12%	12%
TAV Turkey Total	54,343,188	48,437,170	33%	32%	23%
International	29,897,546	27,699,672	22%	22%	19%
Domestic	24,445,642	20,737,498	48%	47%	29%
Monastir+Enfidha Airports	2,526,398	2,289,131	51%	58%	-28%
Tbilisi + Batumi Airports	1,282,525	1,190,922	25%	19%	28%
Macedonia (Skopje&Ohrid)	890,425	838,164	20%	14%	18%
TAV TOTAL***	59,042,536	52,755,387	34%	33%	20%
International	34,596,894	32,017,889	24%	24%	14%
Domestic	24,445,642	20,737,498	48%	47%	29%

* 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 Izmir domestic traffic data

Abbreviations:

LTM: Last twelve months

YTD: Year-to-date (Jan-May 2012/Jan-May 2011)

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

Air Traffic Movements* (as of 31 May 2012)

	2012 LTM	2011	YTD Chg.	YoY Chg.	LTM Chg.
Ataturk Airport	324,100	305,808	16%	17%	15%
International	213,210	199,906	18%	19%	15%
Domestic	110,890	105,902	13%	13%	15%
Esenboga Airport	74,190	72,244	7%	8%	9%
International	12,025	11,850	4%	7%	0%
Domestic	62,165	60,394	7%	8%	11%
Izmir Airport	64,253	63,079	5%	6%	7%
International	16,894	17,304	-8%	-4%	0%
Domestic**	47,359	45,775	9%	10%	10%
TAV Turkey Total	434,780	395,356	27%	27%	19%
International	242,129	229,060	15%	16%	13%
Domestic	192,651	166,296	42%	43%	26%
Monastir+Enfidha Airports	22,627	20,805	35%	49%	-22%
Tbilisi + Batumi Airports	23,770	23,114	8%	11%	17%
Macedonia (Skopje&Ohrid)	11,976	11,878	2%	-15%	-2%
TAV TOTAL***	493,153	451,153	25%	26%	15%
International	300,502	284,857	15%	17%	9%
Domestic	192,651	166,296	42%	43%	26%

* Commercial flights only

** TAV started to serve domestic passengers at Izmir Airport on January 2012

***2011 totals do not include Izmir domestic traffic data

2) Airport Construction: TAV Construction

Ongoing Projects (as of 30 April 2012)

Project	Employer	TAV Construction's Share	Contract Value (US\$m)	Physical Completion as of 31.03.2012	Physical Completion as of 30.04.2012	Change
Dubai-Marina 101	M/S SHEFFIELD HOLDINGS LIMITED	100%	198	45%	45%	-
2011 Investments	TAV İSTANBUL İŞLETMECİLİĞİ A.Ş.	100%	18	72%	83%	11%
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%	3,889	98%	99%	1%
Oman MC1	SULTANATE OF OMAN MINISTRY OF TRANSPORT AND COMM.	50%	1,178	54%	56%	2%
Izmir International Airport*	TAV EGE TERMINAL YATIRIM VE İŞLETME A.Ş.	100%	362	0.3%	0.6%	0.3%
TOTAL			7,976			

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

Medina International Airport and King Abdul Aziz International Airport are the two new awarded contracts on signing stage. As of the publishing date of this report, the signing of these two projects has not been completed yet. The contract values of the projects, which are at signing stage and the share of Tav Construction are shown below.

Project	Contract Value (US\$ mio)	TAV Construction's Share
Medina International Airport	1,200	33%
King Abdul Aziz International Airport	765	40%

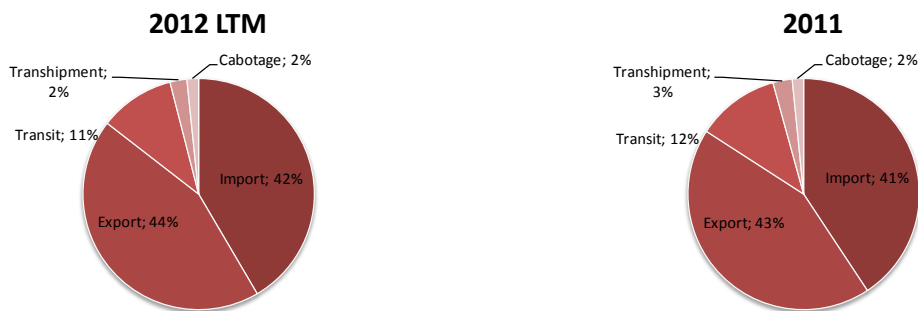
3) Port Operations: Mersin International Port (MIP)

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

	2012 LTM	2011	YTD Chg.	YoY Chg.	LTM Chg.
Container Volumes (TEU)	1,201,025	1,140,927	13%	19%	11%
Conventional Throughput (Ton)*	6,198,176	6,416,377	-7%	32%	-7%

* General Cargo – Dry Bulk – Liquid Bulk

Container Regime Breakdown



4) Real Estate: Akfen REIT

Occupancy Rate (as of 31 May 2012)

Hotels	Room Number*	2012 YTD	2012 LTM	2011
Zeytinburnu Ibis	228	82%	84%	86%
Zeytinburnu Novotel	208	82%	83%	83%
Eskisehir Ibis	108	77%	76%	76%
Trabzon Novotel	200	60%	69%	72%
Gaziantep Ibis	177	55%	49%	44%
Gaziantep Novotel	92	68%	57%	50%
Kayseri Ibis	160	54%	49%	45%
Kayseri Novotel	96	56%	52%	48%
Bursa Ibis	200	57%	57%	52%
Yaroslavl Ibis	177	58%	-	36%
Samara Ibis	204	33%	-	-

Rev Par (EUR)**

Hotels	Room Number*	2012 YTD	2012 LTM	2011
Zeytinburnu Ibis	228	64	61	61
Zeytinburnu Novotel	208	70	70	70
Eskisehir Ibis	108	36	35	34
Trabzon Novotel	200	34	41	41
Gaziantep Ibis	177	20	17	14
Gaziantep Novotel	92	31	25	22
Kayseri Ibis	160	20	17	15
Kayseri Novotel	96	28	25	23
Bursa Ibis	200	27	24	21
Yaroslavl Ibis	177	28	-	17
Samara Ibis	204	18	-	-

Total Rev Par (EUR)***

Hotels	Room Number*	2012 YTD	2012 LTM	2011
Zeytinburnu Ibis	228	73	71	71
Zeytinburnu Novotel	208	93	93	93
Eskisehir Ibis	108	43	40	39
Trabzon Novotel	200	54	63	65
Gaziantep Ibis	177	24	20	18
Gaziantep Novotel	92	51	42	37
Kayseri Ibis	160	24	21	19
Kayseri Novotel	96	43	38	35
Bursa Ibis	200	29	29	25
Yaroslavl Ibis	177	38	-	23
Samara Ibis	204	28	-	-

* 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 May 2012)
Russia Projects

City	Type	Status	Completion (%)
Kaliningrad	Ibis Hotel	Under construction	25%
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	72%
Izmir	Ibis Hotel	Under construction	40%
Istanbul	Novotel Karakoy	Project development stage	n.a.
Ankara	Ankara Airport Hotel	Project development stage	n.a.

In the first 5 months of 2012, occupancy rate of Ibis, Novotel located in Turkey, Yaroslavl and Samara Ibis located in Russia reached 63%, indicating an increase of 1% compared to the same period of previous year. During the same period, Rev-Par and T-RevPar increased 2% and 1%, respectively.

The Casino of the 5 star Mercure Hotel in Girne, Northern Cyprus owned by Akfen Gayrimenkul Yatırım Ortaklığı A.Ş.'s subsidiary Akfen Gayrimenkul Ticareti ve İnşaat A.Ş., has been managed by Voyager Kıbrıs Limited since 2007 on a fixed lease agreement. The parties signed a new fixed lease agreement on 15.05.2012 both for Mercure Hotel and the casino for 20 years and the rent of the first year is EUR 4,750,000. Voyager Kıbrıs Limited continues operating the Casino and the new lease term that will include the Hotel will start at the transfer of the Hotel.

Ordinary General Shareholders' Meeting of Akfen Gayrimenkul Yatırım Ortaklığı A.Ş. for the year 2011 was held on May 2nd, 2012. The wording of amendments to the Articles of Association concerning the revision of the clauses number 14, 16, 17, 18, 24, 26, 28 and 35, that has been approved on the Ordinary General Shareholder's Meeting, was registered on 4 May 2012 and published on the Turkey Trade Registry on 17 May 2012.

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 April 2012)					
Invoiced Water Volume	541,292	548,041	-6%	-18%	11%
Akfen Su Dilovasi* (as of 31 May 2012)					
Treated Waste Water Volume	2,320,993	2,333,934	-1%	-8%	-

* Akfen Su Dilovasi is operational since July 2010

As of end-April, Akfen Su Güllük served 5,313 subscribers.

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

6) Energy
6.1) Akfen HEPP

(as of May 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	78.8
	Sirma	5.9	26.7	June 2009	8.3	13.0
Ideal	Karasu-1	3.7	23.1	Mayıs 2011	3.9	3.7
	Karasu-2	3.1	19.6	June 2011	5.3	6.7
	Karasu-4.2	9.9	56.4	November 2011	2.0	11.0
	Karasu-4.3	3.7	16.9	August 2011	3.3	5.3
	Karasu-5	4.0	23.2	August 2011	9.5	9.2
Çamlıca	Çamlıca III	25.8	94.5	April 2011	56.9	43.9
	Saracbendi	24.0	86.1	May 2011	26.9	34.2
Total		125.0	554.1		225.8	205.8

HEPPs Under Construction

Company	HEPP	Installed Capacity (MW)	Generation Capacity (GWh/yr)	Civil Work Progress (%)
Beyobası	Sekiyaka	3.5	16.8	27%
Elen	Dogancay	30.6	171.6	41%
Pak	Kavakcali	10.9	48.2	58%
	Demirciler	9.4	32.3	98%
	Gelinkaya	7.1	30.9	79%
BT Bordo	Yagmur	8.5	36.2	94%
Yenidoruk	Doruk	28.8	82.1	44%
Total		98.7	418.1	

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
Değirmenyanl	Adadağı ²	4.7	18.2
Total		119.5	317.8

(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.

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.

All the HEPPs, excluding Karasu 4.2 HEPP and Sirma HEPP, 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 has reached c.a. 28.6 million kWh of total annual consumption, which was composed of 56 gauges as of the publishing date of this report.

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 May 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 EUR35.1 million. This amount corresponds to 48% of the total contract value.

As of 31 May 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 EUR4.9 million. This amount corresponds to 44% of the total contract value. The above referred total contract value of REIT projects excludes Adana Ibis Hotel project since the construction phase and progress payments have been completed in April 2012.

As of 31 May 2012, Akfen Construction's current backlog (HEPP and REIT projects) was EUR43.8 million.

8) Istanbul Fast Ferries - IDO

Number of Passengers and Vehicles Transported

	5M2011	5M2012	Change (%)
Number of Passengers	20,182,871	18,283,167	-9%
Fast Ferry	2,194,456	1,983,161	-10%
Sea Bus	2,274,971	2,334,018	3%
Conventional Ferry	15,713,444	13,965,988	-11%
Number of Vehicles	2,869,062	2,816,789	-2%
Fast Ferry*	414,521	356,461	-14%
Conventional Ferry**	2,454,541	2,460,328	0.2%

* 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 Eskihsar-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 passenger 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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