

Please kindly find below Akfen Holding's ("Company") announcement regarding the Ordinary General Shareholders' Meeting for the year 2014:

Ordinary General Shareholders 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, 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 shareholders, 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.

Kind Regards,
Akfen Holding A.Ş.



Akfen Holding A.Ş.

Below please find together with the Agenda, Power of Attorney for the General Meeting.

AGENDA OF THE ORDINARY GENERAL SHAREHOLDERS' MEETING OF AKFEN HOLDING FOR THE YEAR 2014 TO BE HELD ON APRIL 16, 2015, THURSDAY

1. Opening and forming of the Presidential Board,
2. Authorization of Executive Board on the signing of Minutes of General Assembly Meeting,
3. Review, discussion, and approval of the Annual Report of the Board of Directors of the year 2014
4. Review of the summary statement of the Independent Audit Report of the fiscal year 2014,
5. Review, discussion, and approval of the year-end Financial Statements for the fiscal year 2014,
6. Releasing the Members of the Board from their activities for the year 2014,
7. Accepting, accepting by amendment or declining the proposition of distribution of the dividend of 2014 and the date of dividend distribution,
8. Informing the shareholders about both the internal and external duties of the candidate Members of the Board, including the independent members,
9. Determining the Members of the Board,
10. Making decision on the monthly gross payment to the Members of Executive Board,
11. Approval of the nomination of the Independent Audit Company conducted by the Board of Directors pursuant to the TCC and the regulations of the Capital Markets Board
12. Informing of shareholders about the donations made by the company within the year 2014, and determining the maximum limit for the donation to be made in 2015,
13. Giving information to the shareholders regarding pledges, collaterals, and mortgages to the third parties as per the Capital Markets Board regulations.
14. Giving information to the shareholders regarding the transactions that made in 2014 with related parties as per the Corporate Governance Statement,
15. Submitting for the approval and informing of the General Assembly about the matter of competing and actions that taken by controlling shareholders, board members, senior managers and their spouses and second degree relatives which may cause conflict of interest with the company or its subsidiaries in compliance with clause 395 and 396 of the Turkish Commercial Law and Capital Market Legislation,
16. Wishes and requests.

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

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 A.Ş.

POWER OF ATTORNEY

AKFEN HOLDİNG A.Ş.
Presidency of General Assembly

I hereby authorize to represent myself, to vote, to make proposal, and to sign the necessary documents in line with views I have stated below at the Ordinary General Assembly to be held the Meeting Hall of Akfen Holding A.Ş. building, located at the address of Koza Sokak, NO: 22, GOP, ANKARA, Turkey (Tel: 0312 408 10 00, Fax: 0312 441 07 82) at 16:00 on the date of April 16th, 2015, Thursday.

A) SCOPE OF AUTHORIZATION FOR REPRESENTING *(Please select one of the options below)*

- a) The proxy is authorized to vote as he wishes for all items of agenda.
- b) The proxy is authorized to vote for the items of agenda in compliance with the following Instructions: *(special instructions are written)*
- c) The proxy is authorized to vote in line with the recommendations of the company management.
- d) The proxy is authorized to vote in line with the following instructions on the other issues which might arise at the meeting. *(If there are no instructions, the proxy is free to vote as he wishes)*
Instructions: *(special instructions are written)*

B) OF THE SHARE OWNED BY THE SHAREHOLDER

- a) Amount - nominal value :
- b) Privileged on votes or not :
- c) To bearer - to name :

FULL NAME AND TITLE OF THE SHAREHOLDER

SIGNATURE:

ADDRESS :

Notes:

- 1) In Section (A), one of the options stated as (a), (b) or (c) is selected.
- 2) In Section (A), in case of the selection of the options (b) and (d) clear instructions should be given.