

AGENDA OF THE ORDINARY GENERAL SHAREHOLDERS' MEETING OF AKFEN HOLDING FOR THE YEAR 2012 TO BE HELD ON MAY 28, 2013, TUESDAY

1. Inauguration and formation of Executive Board,
2. Authorization of Executive Board on the signing of Minutes of General Assembly Meeting,
3. Discussion and making decision on the internal directive proposal of Executive Board about "General Assembly Working Principles and Procedures"
4. Reading, negotiation and approval of Company's Annual Report, Auditor Report and Independent Auditor Report for year 2012,
5. Reading, negotiation and approval of the Balance Sheet, Profit-Loss Accounts and Financial Tables for year 2012,
6. Approval, approval with change or refusal of the Board decision on the distribution of profits of 2012 and the previous years and the date of profit distribution,
7. Informing the shareholders about deduction of 2012 and previous years profits from the previous year's losses
8. Approving of Board Members appointed by the Boar, within the year in line with the Turkish Commercial Law,
9. Releasing of Members of Executive Board and the Auditing Board, individually for their activities in year 2012,
10. Informing the shareholders about both the internal and external duties of the candidate Members of the Board, including the independent members,
11. Determining the number of the Members of the Board and electing the Members of the Board,
12. Discussion and making decision on the payment of attendance fee to the Members of Executive Board,
13. Submitting the selection of 2013 Independent External Auditing Institution and its fee to the approval of the General Assembly,
14. Discussion and making decision on the amendments to the clause 2, 3, 4, 5, 6, 7, 8, 9, 10, 11, 12, 13, 14, 15, 16, 17, 18, 19, 20, 21, 22 of the Articles of Association that obtained the associated permits and authorizations from the Capital Markets Board and the related Ministry
15. Authorization of the Executive Board with the intend of share repurchase for 18 months and of dispose of the purchased shares within the frame of 12.09.2011 dated Share Repurchase Program
16. Informing of partners about the pledges, guarantees and mortgages given in accordance with the Legislation of Capital Markets,
17. Informing the General Assembly about the transactions made with the "Associated Parties" per clause 5 of Declaration no 41, serial: IV of Capital Markets Board,
18. Informing the partners about the compensation principles of the Executive Board Members and the Senior Managers.
19. Submitting to the approval and informing of the General Assembly about the controlling shareholders, board members, senior managers and their spouses and second degree relatives, which take actions that may cause conflict of interest with the company or its subsidiaries and about the competition in compliance with clause 395 and 396 of the Turkish Commercial Law and Capital Markets Legislation,
20. Informing of shareholders about the donations made by the company within the year,
21. Wishes and requests,
22. Closing