

Please kindly find below Akfen Holding's ("Company") announcement regarding the Ordinary General Shareholders' Meeting for the year 2013:

Ordinary General Assembly Meeting of our Company shall be held on the date of April 28th, 2014 Monday, at 11:00 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.

2013 Annual Report of Executive Board, Auditing Board Report, 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 shareholder 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, serial IV, no 8, published in the Official Gazette. 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 and the Dividend Distribution Policy.

AGENDA OF THE ORDINARY GENERAL SHAREHOLDERS' MEETING OF AKFEN HOLDING FOR THE YEAR 2013 TO BE HELD ON APRIL 28, 2014, MONDAY

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 2013
4. Review, discussion, and approval of the summary statement of the Independent Audit Report of the fiscal year 2013,
5. Review, discussion, and approval of the year-end Financial Statements for the fiscal year 2013,
6. Releasing the Members of the Board from their activities for the year 2013,
7. Pursuant to the regulations of the Capital Markets Board, submitting the "Dividend Policy" of the Company for the approval of the General Assembly
8. Accepting, accepting by amendment or declining the proposition of distribution of the dividend of 2013 and the date of dividend distribution,
9. Informing the shareholders about both the internal and external duties of the candidate Members of the Board, including the independent members,
10. Determining the number of the Members of the Board and the period of their board membership,
11. Electing the Members of the Board according to the determined board member number and electing of the independent Board members,
12. Submitting the Remuneration Policy written as per the Capital Markets Board regulations for the information and approval of the General Assembly and informing about payments made within this policy,
13. Making decision on the monthly gross payment to the Members of Executive Board,
14. 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
15. Approval of the nomination of the Independent Appraisal Company conducted by the Board of Directors pursuant to the regulations of the Capital Markets Board,
16. Informing of shareholders about the donations made by the company within the year 2013, and determining the maximum limit for the donation to be made in 2014,
17. Giving information to the General Assembly regarding pledges, collaterals, and mortgages to the shareholders as per the Capital Markets Board regulations.
18. 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,
19. Wishes and requests,

Akfen Holding Investor Relations

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

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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 11:00 on the date of April 28th, 2014, Monday.

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.

Akfen Holding A.Ş.

Dividend Distribution Policy

Our Company determines the resolutions for distribution of profit by considering the Turkish Commercial Code, Capital Market Legislation, Capital Markets Board Regulations and Decisions, Tax Laws, the provisions of the other relevant legislations and articles of incorporation of our Company.

There is no privilege among share groups with respect to dividend distribution.

Article 18 of our Company's articles of incorporation states that after the first legal reserves have been set aside the donations during the year, if they exist, will be added to the remaining amount, and from the outcome, the first dividend in accordance with the Turkish commercial code and the capital markets regulations would be determined. Following these deductions, the General Assembly has the right to decide on dividend distribution to Board members, employees and workers, various foundations and similar persons and corporates and after the first dividend distribution to shareholders 1% of the remaining distributable profit will be allocated to the Türkiye İnsan Kaynakları Vakfı (Turkey Human Resources Foundation).

When making the dividend distribution decision, long term strategies of the Holding, group company's capital requirements, investment and finance policies, profitability and cash situation are taken into consideration.

The distribution method and time of the distributable profit is determined by the General Assembly upon the proposal of the Board of Directors.

Depending on the General Assembly's decision the distributable profit can be distributed fully in cash or as bonus issue or partly in cash or as bonus issue.

Dividend distribution can be made in equal or unequal installments provided that it is authorized by the General Assembly. Number of the installments are determined by the General Assembly or the Board of Directors provided that the Board has been clearly authorized.

Dividend distribution is expected within a month following the General Assembly Meeting at the latest, general assembly decides the date of the dividend distribution. General Assembly or if authorized the Board of Directors may decide to pay the dividend in installments in line with Capital Markets Board regulations.

Accordng to the articles of association of the company, the board of directors may distribute the dividend in advance only if the board has been authorized by the General Assembly and done in parallel with the Capital Markets Board regulations.