

**LIST OF ATTENDANTS FOR THE EXTRAORDINARY GENERAL ASSEMBLY HELD ON October 14, 2011 FOR AKFEN HOLDING ANONİM ŞİRKETİ**

SHAREHOLDER'S NAME SURNAME/ TITLE, NATIONALITY AND DOMICILE	CAPITAL AMOUNT TL	NUMBER OF SHARES	MODE OF REPRESENTATION	NAME AND SURNAME OF THE REPRESENTATIVE	SIGNATURE
1 – HAMDİ AKIN, <b>REPUBLIC OF TURKEY</b> Address: Koza Sokak No. 22, Gaziosmanpaşa Ankara	28.729.368,00.- <b>Group A</b>	28.729.368 (Off board) (11.02.1999)	By Proxy	Sıla Cılız İNANÇ	(Signed)
2 – HAMDİ AKIN, <b>REPUBLIC OF TURKEY</b> Address: Koza Sokak No. 22, Gaziosmanpaşa Ankara	70.479.963,00.- <b>Group B</b>	70.479.963 (Off board) (11.02.1999)	By Proxy	Sıla Cılız İNANÇ	(Signed)
3 – HAMDİ AKIN, <b>REPUBLIC OF TURKEY</b> Address: Koza Sokak No. 22, Gaziosmanpaşa Ankara	54.537,00.- <b>Group B</b>	54.537 (Stock exchange) (17.06.2010)	By Proxy	Sıla Cılız İNANÇ	(Signed)
4 – AKFEN İNŞ. TUR. VE TİC. A.Ş., <b>REPUBLIC OF TURKEY</b> Address: Koza Sokak No. 22, Gaziosmanpaşa Ankara	3.994.903,00.- <b>Group B</b>	3.994.903 (Off board) (04.06.2001)	By Proxy	İnanç OĞUZ	(Signed)
5 – FATMA MERAL KÖKEN, <b>REPUBLIC OF TURKEY</b> Address: Koza Sokak No. 22, Gaziosmanpaşa Ankara	40.544,00.- <b>Group B</b>	40.544 (Off board) (11.02.1999)	By Proxy	İnanç OĞUZ	(Signed)
6 – NİHAL KARADAYI, <b>REPUBLIC OF TURKEY</b> Address: Koza Sokak No. 22, Gaziosmanpaşa Ankara	40.544,00.- <b>Group B</b>	40.544 (Off board) (11.02.1999)	By Proxy	İnanç OĞUZ	(Signed)
7 – SELİM AKIN, <b>REPUBLIC OF TURKEY</b> Address: Koza Sokak No. 22, Gaziosmanpaşa Ankara	12,00.- <b>Group B</b>	12 (Off board) (01.06.2006)	By Proxy	Başak KONT	(Signed)
8 – PELİN AKIN, <b>REPUBLIC OF TURKEY</b> Address: Koza Sokak No. 22, Gaziosmanpaşa Ankara	12,00.- <b>Group B</b>	12 (Off board) (01.06.2006)	By Proxy	İnanç OĞUZ	(Signed)
9 – AKINISI MAKİNA SANAYİ VE TİC. A.Ş. <b>REPUBLIC OF TURKEY</b> Address: Koza Sokak No. 22, Gaziosmanpaşa Ankara	529.000,00.- <b>Group B</b>	529.000 (Off board) (23.07.2009)	By Proxy	Başak KONT	(Signed)
10 – AKFEN TURİZM YATIRIMLARI VE İŞLT. A.Ş. <b>REPUBLIC OF TURKEY</b> Address: Koza Sokak No. 22, Gaziosmanpaşa Ankara	529.000,00.- <b>Group B</b>	529.000 (Off board) (23.07.2009)	By Proxy	Başak KONT	(Signed)

11 – MINEWORKERS PENSION SCHEME, <b>GB</b> Address: CITIBANK A.Ş. İnkilap Mah. Yılmaz Plaza Ö.Faik Atakan Caddesi No: 3 34768 Ümraniye – İstanbul	73.103,00.- <b>Group B</b>	73.103 (Stock Exchange) (16.03.2011)	By Proxy	Nazım Cehdi ADVAN	(Signed)
12 – BRITISH COAL STAFF SUPERANNUATION SCHEME, <b>GB</b> Address: CITIBANK A.Ş. İnkilap Mah. Yılmaz Plaza Ö.Faik Atakan Caddesi No: 3 34768 Ümraniye – İstanbul	74.869,00.- <b>Group B</b>	74.869 (Stock Exchange) (16.03.2011)	By Proxy	Nazım Cehdi ADVAN	(Signed)
13 – THE GENESIS GROUP TRUST FOR EMPLOYEE BENEFIT PLANS <b>US</b> Address: CITIBANK A.Ş. İnkilap Mah. Yılmaz Plaza Ö.Faik Atakan Caddesi No: 3 34768 Ümraniye – İstanbul	1.833.600,00.- <b>Group B</b>	1.833.600 (Stock Exchange) (24.11.2010)	By Proxy	Nazım Cehdi ADVAN	(Signed)
14 – GENESIS EMERGING MARKETS FUND FOR CANADA, <b>US</b> Address: CITIBANK A.Ş. İnkilap Mah. Yılmaz Plaza Ö.Faik Atakan Caddesi No: 3 34768 Ümraniye – İstanbul	40.100,00.- <b>Group B</b>	40.100 (Stock Exchange) (24.11.2010)	By Proxy	Nazım Cehdi ADVAN	(Signed)
15 – GENESIS EMERGING MARKETS FUND LIMITED, <b>GB</b> Address: CITIBANK A.Ş. İnkilap Mah. Yılmaz Plaza Ö.Faik Atakan Caddesi No: 3 34768 Ümraniye – İstanbul	275.400,00 <b>Group B</b>	275.400 (Stock Exchange) (24.11.2010)	By Proxy	Nazım Cehdi ADVAN	(Signed)
16 – GENESIS EMERGING MARKETS LIMITED PARTNERSHIP, <b>US</b> Address: CITIBANK A.Ş. İnkilap Mah. Yılmaz Plaza Ö.Faik Atakan Caddesi No: 3 34768 Ümraniye – İstanbul	359.217,00 <b>Group B</b>	359.217 (Stock Exchange) (24.11.2010)	By Proxy	Nazım Cehdi ADVAN	(Signed)
17 – GENESIS EMERGING MARKETS BUSINESS TRUST, <b>US</b> Address: CITIBANK A.Ş. İnkilap Mah. Yılmaz Plaza Ö.Faik Atakan Caddesi No: 3 34768 Ümraniye – İstanbul	95.000,00 <b>Group B</b>	95.000 (Stock Exchange) (24.11.2010)	By Proxy	Nazım Cehdi ADVAN	(Signed)
18 – GENESIS EMERGING MARKETS VEBA TRUST, <b>US</b> Address: CITIBANK A.Ş. İnkilap Mah. Yılmaz Plaza Ö.Faik Atakan Caddesi No: 3 34768 Ümraniye – İstanbul	11.600,00 <b>Group B</b>	11.600 (Stock Exchange) (24.11.2010)	By Proxy	Nazım Cehdi ADVAN	(Signed)
19 – EMERGING MARKETS EQUITY TRUST 3, <b>KY</b> Address: CITIBANK A.Ş. İnkilap Mah. Yılmaz Plaza Ö.Faik Atakan Caddesi No: 3 34768 Ümraniye – İstanbul	34.200,00 <b>Group B</b>	34.200 (Stock Exchange) (02.12.2010)	By Proxy	Nazım Cehdi ADVAN	(Signed)
20 – EMERGING MARKETS SMALL CAPITALIZATION EQUITY INDEX NON LENDABLE FUND B, <b>US</b> Address: CITIBANK A.Ş. İnkilap Mah. Yılmaz Plaza Ö.Faik Atakan Caddesi No: 3 34768 Ümraniye – İstanbul	15.522,00 <b>Group B</b>	15.522 (Stock Exchange) (31.05.2011)	By Proxy	Nazım Cehdi ADVAN	(Signed)
21 – EMERGING MARKETS SMALL CAPITALIZATION EQUITY INDEX NON LENDABLE FUND, <b>US</b> Address: CITIBANK A.Ş. İnkilap Mah. Yılmaz Plaza Ö.Faik Atakan Caddesi No: 3 34768 Ümraniye – İstanbul	71.013,00 <b>Group B</b>	71.013 (Stock Exchange) (31.05.2011)	By Proxy	Nazım Cehdi ADVAN	(Signed)

22 – U A W RETIREE MEDICAL BENEFITS TRUST, US Address: CITIBANK A.Ş. İnkilap Mah. Yılmaz Plaza Ö.Faik Atakan Caddesi No: 3 34768 Ümraniye – Istanbul	48.200,00 <b>Group B</b>	48.200 (Stock Exchange) (24.11.2010)	By Proxy	Nazım Cehdi ADVAN	(Signed)
23 – STICHTING DEPOSITARY APG EMERGING MARKETS EQUITY POOL, NL Address: CITIBANK A.Ş. İnkilap Mah. Yılmaz Plaza Ö.Faik Atakan Caddesi No: 3 34768 Ümraniye – Istanbul	679.700,00 <b>Group B</b>	679.700 (Stock Exchange) (03.01.2011)	By Proxy	Nazım Cehdi ADVAN	(Signed)
24 – GOLDMAN SACH AND CO PROFIT SHARING MASTER TRUST, US Address: CITIBANK A.Ş. İnkilap Mah. Yılmaz Plaza Ö.Faik Atakan Caddesi No: 3 34768 Ümraniye – Istanbul	36.200,00 <b>Group B</b>	36.200 (Stock Exchange) (25.11.2010)	By Proxy	Nazım Cehdi ADVAN	(Signed)
25 – GMAM INVESTMENT FUNDS TRUST, US Address: CITIBANK A.Ş. İnkilap Mah. Yılmaz Plaza Ö.Faik Atakan Caddesi No: 3 34768 Ümraniye – Istanbul	51.534,00 <b>Group B</b>	51.534 (Stock Exchange) (28.02.2011)	By Proxy	Nazım Cehdi ADVAN	(Signed)
26 – GMAM INVESTMENT FUNDS TRUST, US Address: CITIBANK A.Ş. İnkilap Mah. Yılmaz Plaza Ö.Faik Atakan Caddesi No: 3 34768 Ümraniye – Istanbul	129.766,00 <b>Group B</b>	129.766 (Stock Exchange) (28.02.2011)	By Proxy	Nazım Cehdi ADVAN	(Signed)
27 – COLLEGE RETIREMENT EQUITIES FUND, US Address: CITIBANK A.Ş. İnkilap Mah. Yılmaz Plaza Ö.Faik Atakan Caddesi No: 3 34768 Ümraniye – Istanbul	6.500,00 <b>Group B</b>	6.500 (Stock Exchange) (31.05.2011)	By Proxy	Nazım Cehdi ADVAN	(Signed)
28 – GUIDESTONE FUNDS, England Address: 50 Bank Street, Canary Wharf, Londra E14 5NT, England	43.000,00 <b>Group B</b>	43.000 (Stock Exchange) (26.11.2010)	By Proxy	H. Vuslat SÜMEN	(Signed)
29 – CENTRAL STATES SOUTHEAST AND SOUTHWEST AREAS PENSION FUND, <b>United States of America</b> Address: 1300 S Clinton Street Fort Wayneindiana 46802 USA	43.200,00 <b>Group B</b>	43.200 (Stock Exchange) (25.11.2010)	By Proxy	H. Vuslat SÜMEN	(Signed)
30 – THE CALIFORNIA ENDOWMENT, <b>United States of America</b> Address: 1300 S Clinton Street Fort Wayneindiana 46802 USA	37.700,00 <b>Group B</b>	37.700 (Stock Exchange) (24.11.2010)	By Proxy	H. Vuslat SÜMEN	(Signed)
31 – PUBLIC EMPLOYEE RETIREMENT SYS, <b>United States of America</b> Address: 1300 S Clinton Street Fort Wayneindiana 46802 USA	147.600,00 <b>Group B</b>	147.600 (Stock Exchange) (22.11.2010)	By Proxy	H. Vuslat SÜMEN	(Signed)

32 – RBS PENSION TRUSTEELIMITED, England Address: 1300 S Clinton Street Fort Wayneindiana 46802 USA	143.300,00 <b>Group B</b>	143.300 (Stock Exchange) (24.11.2010)	By Proxy	H. Vuslat SÜMEN	(Signed)
33 – GENESIS EMERGING MARKETS INVESTMENT COMPANY SICAV Luxembourg Address: 40 Water Street Boston, MA 02109 3661	1.749.000,00 <b>Group B</b>	1.749.000 (Stock Exchange) (24.11.2010)	By Proxy	H. Vuslat SÜMEN	(Signed)
34 – JUBAK GLOBAL EQUITYFUND, US Address: 111 Wall Street, 24 <sup>th</sup> Floor, New York, NY 10005	30.110,00 <b>Group B</b>	30.110 (Stock Exchange) (29.06.2011)	By Proxy	H. Vuslat SÜMEN	(Signed)
35 – EASTERN EUROPEAN EQUITY FUND, US Address: 40 Water Street Boston, MA 02109 3661	58.700,00 <b>Group B</b>	58.700 (Stock Exchange) (22.03.2011)	By Proxy	H. Vuslat SÜMEN	(Signed)
36 – THE CENTRAL EUROPE AND RUSSIA FUND INC, US Address: 40 Water Street Boston, MA 02109 3661	480.000,00 <b>Group B</b>	480.000 (Stock Exchange) (14.01.2011)	By Proxy	H. Vuslat SÜMEN	(Signed)

COMPANY CAPITAL : TL 145.500.000,00  
TOTAL NUMBER OF SHARES : 145.500.000  
MEETING QUORUM : 51 %  
PRESENT ATTENDANCE : 76.5 %  
IN PERSON : 0 %  
BY PROXY : 76.5 %

INSPECTOR OF THE MINISTRY OF INDUSTRY  
AND TRADE  
**Sakıp Altınok**  
(Signed)

PRESIDENT OF THE COUNCIL  
**Sıla CILIZ İNANÇ**  
(Signed)

VOTE COLLECTOR  
**Rafet YÜKSEL**  
(Signed)

CLERK  
**İnanç OĞUZ**  
(Signed)

14.10.2011

THE SHAREHOLDING AND CAPITAL STRUCTURE SHOWN  
IN THE LIST OF ATTENDANCE IS IN CONFORMITY WITH  
THE COMPANY'S SHARE BOOK AND RECORDS.

**BOARD OF DIRECTORS**  
(Sealed and Signed)

**MEMBERS OF THE BOARD OF DIRECTORS AND AUDIT BOARD ATTENDING THE ASSEMBLY**

Mustafa KETEN	Deputy Chairman of the Board of Directors	(Signed)
İrfan ERCİYAS	Member of the board of Directors/Executive Dir.	(Signed)
Ebru Burcu KARABACAK	Auditor	(Signed)
Aybeniz SEZGİN	Auditor	(Signed)