



Akfen Holding A.Ş.

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,