

**1.**

**05.01.2018**

**Statement on Merger Procedures**

**Merger Decision**

Upon the Resolution of the Board of Directors of our Company dated 05.01.2018 and numbered 2018/01;

It was decided that Akfen Mühendislik A.S., which has a similar shareholding structure with our Company shall join our Company as a whole and without liquidation in the form of merger pursuant to provisions of Article 136 and consecutive articles of the Turkish Commercial Code numbered 6102 and the provisions of Articles 19 and 20 of the Corporate Tax Law numbered 5520; and that merger procedure shall be conducted in accordance with the regulations of “Simplified Merger of the Capital Companies” pursuant to the provisions of Article 155 and consecutive articles of Turkish Commercial Code.

**2.**

**05.01.2018**

**Statement on Transactions of Capital Market Instrument Other Than Share (Including Interest)**

**Interest Rate Disclosure on 5<sup>th</sup> Coupon Payment Period of the Bond ISIN Coded TRSAKFH12015**

The interest rate on 5<sup>th</sup> coupon payment period of the bond issued by our Company at an amount of TL 300.000.000,00 to be paid on 09.04.2018 has been specified as 4,27%.

**3.**

**08.01.2018**

**Statement on Transactions of Capital Market Instrument Other Than Share (Including Interest)**

**4<sup>th</sup> Coupon Payment of the Bond ISIN Coded TRSAKFH12015**

Interest payment at an amount of TL 11.849.999,99 with respect to 4<sup>th</sup> coupon payment period of the bond issued by our Company at an amount of 300.000.000,00 was made on 08.01.2018.

**4.**

**28.02.2018**

**Statement on Merger Procedures**

**Completion of Merger Procedures**

As it was released on Public Disclosure Platform on 05.01.2018, upon the Resolution of the Board of Directors of our Company dated 05.01.2018 and numbered 2018/01 our Company decided that Akfen Mühendislik A.S., which has a similar shareholding structure with our Company would join our Company as a whole and without liquidation in the form of merger pursuant to provisions of Article 136 and consecutive articles of the Turkish Commercial Code numbered 6102 and the provisions of Articles 19 and 20 of the Corporate Tax Law numbered 5520; and that merger procedure would be conducted in accordance with the regulations of “Simplified Merger of the Capital Companies” pursuant to the provisions of Article 155 and consecutive articles of Turkish

Commercial Code.

The procedure on merger of our Company with Akfen Mühendislik A.S. was completed on 28.02.2018 in accordance with the provisions of the Turkish Commercial Code and the Corporate Tax Law upon registration of the merger procedure.

**5.**

**21.03.2018**

**Statement on Transactions of Capital Market Instrument Other Than Share (Including Interest)**

**Interest Rate Disclosure on 5<sup>th</sup> Coupon Payment Period of the Bond ISIN Coded TRSAKFH32013**

The interest rate on 5<sup>th</sup> coupon payment period of the bond issued by our Company at an amount of TL 150.360.000,00 to be paid on 21.06.2018 has been specified as 4,4091%.

**6.**

**22.03.2017**

**Statement on Transactions of Capital Market Instrument Other Than Share (Including Interest)**

**4<sup>th</sup> Coupon Payment of the Bond Coded TRSAKFH32013 ISIN**

Interest payment at an amount of TL 6.469.389,30 with respect to 4<sup>th</sup> coupon payment period of the bond issued by our Company at an amount of 150.360.000,00 was made on 22.03.2018.

**7.**

**04.04.2018**

**Partnership of Akfen Insaat Turizm ve Ticaret A.S. in Hacettepe Teknokent Eğitim ve Klinik Araştırma Merkezi Sağlık AR-GE Danışmanlık Proje Sanayi ve Ticaret A.Ş. (Hacettepe Technocity Training Clinic Research Center Health R&D Consultancy Project Industry and Trade Inc.)**

As released by our Company on Public Disclosure Platform on 15.05.2014, Akfen Insaat Turizm ve Ticaret A.S., which was a subsidiary of our Company at that date, became a shareholder to Hacettepe Teknokent Eğitim ve Klinik Araştırma Merkezi Sağlık AR-GE Danışmanlık Proje Sanayi ve Ticaret A.Ş. (“Klinik”) on 15<sup>th</sup> May 2014 through purchase of 45 % of the shares of Renkyol Müteahhitlik San. Ve Ticaret A.Ş. (“Renkyol”) at the “Klinik” for TL 29 millions.

The name of our Company was mentioned during the investigation, which was stated on various media organs, on 01.04.2018 although the attributes were not mentioned.

In order to compensate the damages arising from this issue, the finalized execution proceedings started against Renkyol Company by Akfen Insaat are ongoing; and the claim for damages against Hacettepe Teknokent is on pending adjudication.

We hereby declare that our Company and its subsidiaries are not a party to the mentioned investigation.

**8.**

**06.04.2018**

**Statement on Transactions of Capital Market Instrument Other Than Share (Including Interest)**

**Interest Rate Disclosure on 6<sup>th</sup> Coupon Payment Period of the Bond ISIN Coded TRSAKFH12015**

The interest rate on 6<sup>th</sup> coupon payment period of the bond issued by our Company at an amount of TL 300.000.000,00 to be paid on 09.07.2018 has been specified as 4,50%.

**9.**

**09.04.2018**

**Statement on Transactions of Capital Market Instrument Other Than Share (Including Interest)**

**5<sup>th</sup> Coupon Payment of the Bond ISIN Coded TRSAKFH12015**

Interest payment at an amount of TL 12.809.999,97 with respect to 5<sup>th</sup> coupon payment period of the bond issued by our Company at an amount of 300.000.000,00 was made on 09.04.2018.

**10.**

**20.06.2018**

**Statement on Transactions of Capital Market Instrument Other Than Share (Including Interest)**

**Interest Rate Disclosure on 6<sup>th</sup> Coupon Payment Period of the Bond ISIN Coded TRSAKFH32013**

The interest rate on 6<sup>th</sup> coupon payment period of the bond issued by our Company at an amount of TL 150.360.000,00 to be paid on 20.09.2018 has been specified as 5,6203%.

**11.**

**21.06.2017**

**Statement on Transactions of Capital Market Instrument Other Than Share (Including Interest)**

**5<sup>th</sup> Coupon Payment of the Bond ISIN Coded TRSAKFH32013**

Interest payment at an amount of TL 6.629.522,70 with respect to 5<sup>th</sup> coupon payment period of the bond issued by our Company at an amount of 150.360.000,00 was made on 21.06.2018.

**12.**

**06.07.2018**

**Statement on Transactions of Capital Market Instrument Other Than Share (Including Interest)**

**Interest Rate Disclosure on 7<sup>th</sup> Coupon Payment Period of the Bond ISIN Coded TRSAKFH12015**

The interest rate on 7<sup>th</sup> coupon payment period of the bond issued by our Company at an amount of TL 300.000.000,00 to be paid on 08.10.2018 has been specified as 5,73%.

**13.**

**09.07.2018**

**Statement on Transactions of Capital Market Instrument Other Than Share (Including Interest)**

**6<sup>th</sup> Coupon Payment of the Bond ISIN Coded TRSAKFH12015**

Interest payment at an amount of TL 13.499.999,98 with respect to 6<sup>th</sup> coupon payment period of the bond issued by our Company at an amount of 300.00.000,00 was made on 09.07.2018.

**14.**

**12.08.2018**

**Disclosure by the General Assembly**

**Conclusion of the Ordinary General Assembly Meeting of 2017**

**Resolution taken / Issues Discussed**

- Activity Report of the Board of Directors belonging to the year 2017 was read by the Chairman of the Meeting; the report was discussed and approved upon acceptance unanimously.
- The Balance Sheet and the Income Table belonging to the year 2017 was read; and the Balance Sheet and the Income Table were approved unanimously as a result of voting.
- The Summary of the Independent Auditor Report for the fiscal year 2017, which was prepared by Güney Bağımsız Denetim ve Serbest Muhasebeci Mali Müşavirlik A.Ş. (Ernst&Young) was read.
- It was submitted for voting to release the members of the Board of Directors individually due to the activities of 2017; and the members were unanimously released.
- It was submitted to the approval of the General Assembly that the Board of Directors should consist of 5 (five) member; that Hamdi Akın, İrfan Erciyas, Selim Akın and Pekin Akın Özalp, who were selected as the Members of the Board of Directors during the Extraordinary General Assembly Meeting of the Company held on 14.05.2018 for a period of 1 (one) year; as well as Sila Cılız İnanç would be elected as the member of the Board of Directors until 14.05.2019; and the issue was accepted unanimously.
- It was unanimously agreed to pay allowance, royalty and other rights to the members of the Board of Directors.
- It was unanimously agreed to distribute dividend in accordance with the attached dividend distribution table based on the Resolution of the Board of Directors dated 06.08.2018 and numbered 2018/20; to distribute TL 390.000.000,00 of the profit to be distributed to the shareholders in proportion to their shares on the date of registration of this Resolution of the General Assembly hereby and to authorize the Board of Directors to decide on the amount of the remaining amount of the profit and to distribute dividend on the date or dates to be determined by the Board of Directors.
- Attached Repurchase Program prepared by the Board of Directors was submitted for the approval of the General Assembly and then agreed unanimously.
- It was unanimously decided to permit the activities of the Members of the Board of Directors, which are contained within the scope of the provisions of Articles 395 and 396 of the Turkish Commercial Code.

**15.**

**19.09.2018**

**Statement on Transactions of Capital Market Instrument Other Than Share (Including Interest)**

**Interest Rate Disclosure on 7<sup>th</sup> Coupon Payment Period of the Bond ISIN Coded TRSAKFH32013**

The interest rate on 7<sup>th</sup> coupon payment period of the bond issued by our Company at an amount of TL 150.360.000,00 to be paid on 20.12.2018 has been specified as 6,8918%.

**16.**

**20.09.2018**

**Statement on Transactions of Capital Market Instrument Other Than Share (Including Interest)**

**6<sup>th</sup> Coupon Payment of the Bond ISIN Coded TRSAKFH32013**

Interest payment at an amount of TL 8.450.683,04 with respect to 6<sup>th</sup> coupon payment period of the bond issued by our Company at an amount of 150.360.000,00 was made on 20.09.2018.

**17.**

**22.09.2018**

**Special Circumstance Disclosure (General)**

**Commencement of commercial energy generation at the Solar Energy Power Plants**

Provisional acceptance of Omicron Engil 208 Solar Energy Power Plant, which is located in Van Province and owned by Omicron Güneş Enerjisi Elektrik Üretim ve Ticaret A.Ş., which is a subsidiary of Akfen Yenilenebilir Enerji A.S., an affiliate of our Company, with license numbered EÜ/7634-31/03841 given by Energy Market Regulatory Authority and having an installed power capacity of 9,95 MW, was made by the Ministry of Energy of the Republic of Turkey on 20.09.2018; the Power Plant started commercial energy generation in accordance with the related legislation and it is expected that it will generate 19,9 GWh energy annually. In addition, provisional acceptance of Omicron Erciş Solar Energy Power Plant, which is located in Van Province and owned by Omicron Güneş Enerjisi Elektrik Üretim ve Ticaret A.Ş. with license numbered EÜ/7924-3/03961 given by Energy Market Regulatory Authority and having an installed power capacity of 9,95 MW, was made by the Ministry of Energy of the Republic of Turkey on 21.09.2018; the Power Plant started commercial energy generation in accordance with the related legislation and it is expected that it will generate 19,9 GWh energy annually

Akfen Yenilenebilir Enerji A.S. continues to commission its power plants for commercial energy generation in accordance with its investment program; it has reached a total annual electricity generation of 991 GWh and total installed power capacity of 273 MW at its renewable energy power plants, where it operates together with its subsidiaries, as of 21<sup>st</sup> September 2018.

**18.**

**28.09.2018**

**Special Circumstance Disclosure (General)**

**Commencement of commercial energy generation at the Solar Energy Power Plants**

- Provisional acceptance of Yaysun Solar Eenergy Power Plant, which is located in Konya

Province and owned by Yaysun Elektrik Üretim Sanayi ve Ticaret A.Ş., which is a subsidiary of Akfen Yenilenebilir Enerji A.S., an affiliate of our Company, with license numbered EÜ/7144-32/3703 given by Energy Market Regulatory Authority and having an installed power capacity of 9,98 MW, was made by the Ministry of Energy of the Republic of Turkey on 27.09.2018; the Power Plant started commercial energy generation in accordance with the related legislation and it is expected that it will generate 19,9 GWh energy annually

- Provisional acceptance of MT Doğal Solar Eenergy Power Plant, which is located in Konya Province and owned by MT Doğal Enerji Üretim A.Ş., which is a subsidiary of Akfen Yenilenebilir Enerji A.S., an affiliate of our Company, with license numbered EÜ/7033-16/3670 given by Energy Market Regulatory Authority and having an installed power capacity of 9,98 MW, was made by the Ministry of Energy of the Republic of Turkey on 27.09.2018; the Power Plant started commercial energy generation in accordance with the related legislation and it is expected that it will generate 19,9 GWh energy annually.
- Provisional acceptance of Me-se Solar Eenergy Power Plant, which is located in Konya Province and owned by Me-se Enerji Elektrik Üretim Sanayi ve Ticaret A.Ş., which is a subsidiary of Akfen Yenilenebilir Enerji A.S., an affiliate of our Company, with license numbered EÜ/7820-24/03912 given by Energy Market Regulatory Authority and having an installed power capacity of 9,90 MW, was made by the Ministry of Energy of the Republic of Turkey on 27.09.2018; the Power Plant started commercial energy generation in accordance with the related legislation and it is expected that it will generate 19,8 GWh energy annually.

Akfen Yenilenebilir Enerji A.S. continues to commission power plants for generation of commercial energy in accordance with its investment program; it has reached a total annual electricity generation of 1.051 GWh and total installed power capacity of 303 MW at its renewable energy power plants, where it operates together with its subsidiaries, as of 27<sup>th</sup> September 2018.

## **19.**

**05.10.2018**

### **Statement on Transactions of Capital Market Instrument Other Than Share (Including Interest)**

#### **Interest Rate Disclosure on 8<sup>th</sup> Coupon Payment Period of the Bond ISIN Coded TRSAKFH12015**

The interest rate on 8<sup>th</sup> coupon payment period of the bond issued by our Company at an amount of TL 300.00.000,00 to be paid on 07.01.2019 has been specified as 7,11%.

## **20.**

**08.10.2018**

### **Statement on Transactions of Capital Market Instrument Other Than Share (Including Interest)**

#### **7<sup>th</sup> Coupon Payment of the Bond Coded TRSAKFH32013 ISIN**

Interest payment at an amount of TL 17.189.999,97 with respect to 7<sup>th</sup> coupon payment period of the bond issued by our Company at an amount of 300.000.000,00 was made on 08.10.2018.

**Note:** Annexes of Material Disclosures can be found at <http://www.akfen.com.tr/ozel-durum-aciklamalari>